

ADAMA Ltd.

Management Policy for the Departure of Board Members and Senior Executives

Chapter I General Provisions

Article 1 Taking into account the actual circumstances of ADAMA Ltd. (hereinafter referred to as the “Company”), this policy is formulated to standardize the management of the departure of board members and senior executives, to safeguard the stability of the Company's governance structure, and to protect the lawful rights and interests of the Company and its shareholders. It is established in accordance with *the Company Law* of the People’s Republic of China (hereinafter referred to as the “Company Law”), other relevant laws, regulations, and normative documents, as well as *the Articles of Association* of ADAMA Ltd. (hereinafter referred to as the “*Articles of Association*”).

Article 2 This policy applies to all board members and senior executives of the Company who depart due to the expiration of their term without reappointment, resignation, removal from office, or other reasons.

Article 3 The management of the departure of board members and senior executives shall adhere to the following principles:

(1) Legality and compliance: Strictly abide by laws and regulations, regulatory requirements, and the provisions of *the Articles of Association*.

(2) Openness and transparency: Timely, accurate, and complete disclose information relating to the departure of board members and senior executives.

(3) Smooth transition: Ensure that the departure of board members and senior executives does not compromise the daily operations or the stability of the Company’s governance structure.

(4) Protection of shareholders' rights: Safeguard the lawful rights and interests of the Company and all shareholders.

Chapter II Resignation Circumstances and Procedures

Article 4 The directors of the board may submit their resignation prior to the expiry of their term of office. Any director to be resigning shall submit a written resignation report to the Company, stating the date of departure, the specific reasons for the proposed departure, the position vacated, whether they will continue to hold office in the Company or its controlled subsidiaries after departure (if continuing, details of such continued service), and whether any public commitments remain unfulfilled (if so, the relevant safeguards).

Independent directors shall disclose any circumstances related to their resignation or matters they deem necessary to bring to the attention of the Company's shareholders and creditors. The Company shall disclose the reasons for the independent director's resignation and any matters of concerns. It shall disclose the relevant circumstances of the director's resignation within two trading days.

Article 5 The resignation of any director shall take effect upon the Company's receipt of the resignation notice. Save as otherwise provided in Articles 7 and 8 of this Policy, where any of the following circumstances arise, the former director shall continue to perform his or her duties as a director of the board in accordance with relevant laws, regulations, supervisory rules and *the Articles of Association* until the newly elected director assumes office:

(1) Where directors' terms expire without timely re-election, or where directors resign during their term, resulting in the Board falling below the statutory minimum membership.

(2) Where Audit Committee members resign, causing the Committee to fall below the statutory minimum membership or lacking an accounting professional.

(3) Where independent directors resign, causing the proportion of independent directors on the Board or its specialized committees to fail to meet statutory requirements or provisions of *the Articles of Association*, or where independent directors lack an accounting professional.

Where any director of the board resigns, the Company shall complete the appointment of a replacement within sixty days of the resignation being tendered and ensure that the composition of the board of directors and its specialized committees comply with the provisions of laws, regulations and *the Articles of Association*.

Article 6 Senior executives may tender their resignation prior to the expiry of their term of office. The provisions of Article 4 of this Policy concerning the submission of written resignation reports to the Company by directors of the board shall also apply to senior executives. The resignation of senior executives shall take effect upon receipt of the resignation report by the Board of Directors.

Article 7 Where any of the following circumstances arise during the tenure of a director or senior executives of the Company, the relevant director or senior executives shall immediately cease performing their duties and the Company shall remove them from office in accordance with the relevant provisions:

(1) Circumstances where they are prohibited from serving as directors or senior executives under *the Company Law*, other laws and regulations, or other relevant provisions.

(2) They have been subject to market entry restrictions by CSRC prohibiting them from serving as directors or senior executives of listed companies, and the period of such restrictions has not yet expired.

Where an independent director ceases to meet the independence requirements or the qualifications for serving as a director of a listed company, they shall immediately cease performing their duties and resign from office. Where they fail to tender their resignation, the board of directors shall, upon becoming aware or

having reason to be aware of such occurrence, immediately remove them from office in accordance with the regulations.

Article 8 Where any of the following circumstances arise during the tenure of a director or senior executives of the Company, it shall terminate their appointment within thirty days of the occurrence of such circumstance, unless otherwise stipulated by relevant regulatory rules:

(1) Having been publicly determined by any of the stock exchange as unsuitable to serve as a director or senior executives of a listed company, where the specified period has not yet expired.

(2) Other circumstances prescribed by laws, regulations, or the Shenzhen Stock Exchange.

Article 9 Where a director concerned, who should have ceased performing their duties pursuant to Articles 7 and 8 of this Policy but has failed to do so, or who should have been removed from office but remains in post, attends meetings of the Board of Directors and its specialized committees, or meetings of independent directors, and casts a vote, such vote shall be deemed invalid and shall not be counted towards the attendance figures.

Article 10 Prior to the expiry of a director's term of office, the shareholders' meeting may resolve to remove such director, subject to compliance with relevant regulatory provisions. Such resolution shall be adopted as an ordinary resolution and shall take effect from the date of its adoption. Where a director is removed from office prior to the expiry of term without justifiable grounds, such director may request compensation from the Company.

Where an independent director is removed from office prematurely, the Company shall promptly disclose the specific reasons and basis for such removal. Should the independent director raise objections, the Company shall promptly disclose these.

The board of directors may resolve to remove senior executives, with such removal taking effect from the date of the resolution. The Company shall determine whether compensation is payable and the reasonable amount thereof by comprehensively considering multiple factors in accordance with laws and regulations, the provisions of *the Articles of Association*, and the relevant terms of the employment contract.

Chapter III Handover Procedures and Handling of Outstanding Matters

Article 11 Directors and senior executives shall complete all handover procedures with the Company within five working days of formally ceasing employment, including but not limited to transferring all company-related documents obtained during their tenure, company seals, explanations and proposed resolutions for unfinished matters, and any other documents or items the Company requires to be transferred.

Upon completion of the handover, the departing personnel shall jointly sign a handover record with an authorized representative of the Company. The handover record shall be archived for future reference.

Article 12 Public commitments made by directors and senior executives during their tenure shall continue to be honored regardless of the reason for their departure. Should any such commitments remain unfulfilled at the time of departure, the departing director or senior manager shall submit a written statement prior to leaving office. The statement shall specify the particulars of the unfulfilled commitments, the anticipated completion date, and the subsequent implementation plan. Where necessary, the Company shall take appropriate measures to ensure the departing director or senior manager fulfils their commitments.

Article 13 Directors and senior executives shall, within two trading days of their departure, instruct the Company to declare their personal information, including name, position, identity card number, securities account, and date of departure, via the stock exchange website.

Article 14 Directors and senior executives shall properly hand over their duties or undergo departure audits in accordance with *the Articles of Association* and relevant provisions of this system, clearly ensuring the fulfilment of commitments and coordinating arrangements for unfinished matters.

Chapter IV Responsibilities and Obligations Following Resignation

Article 15 Following their departure, the departing directors and senior executives shall not interfere with the Company's operations by leveraging their former position, nor shall they harm the interests of the Company or its shareholders. The fiduciary duties owed by departing directors and senior executives to the Company and its shareholders shall not automatically cease upon the conclusion of their term of office but shall remain in force for a reasonable period as stipulated in *the Articles of Association*.

Article 16 Following their departure, the departing directors and senior executives shall continue to be bound by their duty of confidentiality regarding the Company's commercial secrets, technical secrets, and other inside information until such information becomes public knowledge.

Article 17 The duration of other obligations incumbent upon directors and senior executives upon departure shall be determined in accordance with the principle of fairness, taking into account the length of time elapsed between the occurrence of the event and their departure, as well as the circumstances and conditions under which their relationship with the Company ceases. Liability arising during their tenure from the performance of their duties shall not be exempted or terminated by their departure.

Article 18 Departing directors and senior executives shall cooperate with the Company in subsequent investigations into significant matters arising during their tenure and shall not refuse to provide necessary documents or explanations requested by the Company.

Article 19 Directors and senior executives shall continue to comply with relevant regulatory rules and *the Articles of Association*, including any restrictive provisions governing the disposal of company shares after their departure.

Chapter V Accountability

Article 20 Directors and senior executives whose terms of office have not yet concluded shall bear liability for compensation for any losses incurred by the Company as a result of their unauthorized departure.

Article 21 Where departing directors or senior executives cause losses to the Company by violating *the Company Law*, relevant laws and regulations, normative documents, *the Articles of Association*, or the provisions of this Policy, the Company shall have the right to require them to bear corresponding liability for compensation. Where such violations involve criminal offences, the matter shall be referred to judicial authorities for criminal liability to be pursued.

Chapter VI Supplementary Provisions

Article 22 Where matters not covered herein or inconsistencies with relevant national laws, administrative regulations, normative documents, or *the Articles of Association* arise, such matters shall be governed by the provisions of relevant national laws, administrative regulations, normative documents, and *the Articles of Association*.

Article 23 This Policy shall come into effect upon approval by the Board of Directors.

Article 24 This Policy are formulated by the Company's Board of Directors, which shall be responsible for their revision and interpretation.

Board of Directors of ADAMA Ltd.

December 22, 2025