

# **ADAMA Ltd.**

## **Implementation Rules for the Nomination Committee of the Board of Directors**

### **Chapter I General Provisions**

Article 1 In order to regulate the decision-making procedures and the nomination of the board members and executives, optimize the composition of the Board of Directors and the executives, and further improve the corporate governance, ADAMA Ltd. (hereinafter referred to as “the Company”) establishes the Nomination Committee of the Board of Directors and formulates these Rules according to *the Company Law of the People's Republic of China, the Code of Governance for Listed Companies, the Articles of Association of ADAMA Ltd. (hereinafter abbreviated as “the Articles of Associations”)* and other relevant regulations.

Article 2 As a dedicated working body of the Board of Directors, the Nomination Committee is mainly responsible for making proposals to the Board of Directors on the candidates, selection criteria and procedures for the members of the Board of Directors as well as the executives of the Company.

Article 3 The executives referred to in these Rules include the President and Chief Executive Officer, the Chief Financial Officer, and the Board Secretary.

### **Chapter II Organizational Composition**

Article 4 The Nomination Committee consists of three directors, including two independent directors.

Article 5 The members of the Nomination Committee should be nominated by either the Chairman of the Board, one-half and above of the independent directors or one-third and above of all directors and elected by the Board of Directors.

Article 6 The Nomination Committee should appoint an independent director as its

chairperson, as the convener, who should preside over the work of the Committee. The chairperson should be elected by the Board of Directors.

Article 7 The office term of the Nomination Committee should be the same as that of the Board. When the office term of any member expires, one can succeed oneself if being re-elected consecutively. If any member ceases to be a director during the term, he/she should automatically lose his/her membership and the Committee should make up the number of members in accordance with above-mentioned provisions from Articles 4 to 6.

Article 8 The HR Department of the Company provides professional support and the Department of Securities and Legal Affairs provides comprehensive services to the Nomination Committee and is responsible for its daily liaison and meeting organization.

### **Chapter III Responsibilities and Authorities**

Article 9 The Nomination Committee is responsible for formulating the criteria and procedures for the selection of directors and executives, selecting and reviewing the candidates and their qualifications, and making recommendations to the Board of Directors on the following matters,

- (1) Nomination or removal of directors;
- (2) Appointment or dismissal of executives;
- (3) Other matters stipulated by laws, administrative regulations, CSRC and the *Articles of Association*, as well as other duties and rights granted by the Board of Directors of the Company.

Article 10 The Nomination Committee should review the qualifications of the nominees for independent directors of the Company and give a clear review opinion.

Article 11 The Nomination Committee should be responsible to the Board of Directors, and the proposals of the Committee should be submitted to the Board of Directors for deliberation and decision-making.

### **Chapter IV Decision-making Procedures**

Article 12 In accordance with the relevant laws and regulations and the *Articles of*

*Associations*, the Nomination Committee should study the conditions, procedures and term of office for the selection and appointment of directors and executives in the light of the actual situation of the Company, and then form resolutions and submit them to the Board of Directors for consideration.

Article 13 Procedures for the selection and appointment of directors and executives are as follows,

- (1) To extensively identify candidates for directors and executives within the Company and in the talent market while considering the actual business development and the demand for directors and executives.
- (2) To comprehensively examine the quality, competency, work experience and performance as well as the integrity of the candidates.
- (3) To obtain the consent of the nominee to the nomination, otherwise he or she cannot be included into candidates of directors or an executives.
- (4) To convene the Nomination Committee meetings and conduct candidate reference checks.
- (5) To propose to the Board of Directors the candidates for directors and the executives in accordance with the management authority of critical positions.
- (6) To carry out other work related to the appointment in accordance with the resolutions of and feedback from the Board of Directors.

### **Chapter V Rules of Procedures**

Article 14 The Nomination Committee should convene meetings according to its needs of work. In principle, it should notify all members three days before convening meetings. The chairperson of the Committee should preside over the meetings and may delegate another independent director to host in his/her place if one cannot attend. The aforementioned notice requirement can be waived by unanimous agreement of all members.

Article 15 The meeting of the Nomination Committee should be held with the presence of at least two-thirds of the members. Each member should have one vote, and any resolution should be made by the meeting only if a majority of members vote to approve.

Article 16 Members of the Nomination Committee should attend the meetings in person

and express clear opinions on the matters under consideration. Any member who is unable to attend any meeting in person for any reason may submit a power of attorney signed by oneself to entrust other members to attend the meeting and express opinions on one's behalf. The power of attorney should specify the scope and duration of the authorization. Each member of the Committee should accept the authorization from at most one member of the Committee. Any independent director member of the Committee who is unable to attend the meeting in person for any reason should delegate other independent director members to attend the meeting on his or her behalf.

Article 17 The voting manner of the Nomination Committee meeting is by a show of hands or a vote, and the meeting may also be held by correspondence (including a circulation of the written resolution).

Article 18 Other directors of the Board, supervisors and other executives may be invited to attend the meetings of the Nomination Committee when necessary.

Article 19 The procedure for convening the meetings of the Nomination Committee, the manner of voting and the motions adopted at the meetings should be in compliance with the provisions of relevant laws and regulations, the *Articles of Associations* and these *Rules*.

Article 20 The meetings of the Nomination Committee should have meeting minutes with signatures of all the attending members. The minutes should be kept by the Department of Securities and Legal Affairs of the Company.

Article 21 The proposals and voting results adopted at the meetings of the Nomination Committee should be presented to the Board of Directors in written form.

Article 22 All members present at any meeting should be obliged to keep the matters deliberated at the meeting confidential and should not disclose relevant information of the Company before its public disclosure.

## **Chapter VI Supplementary Provisions**

Article 23 When the provisions of the relevant laws, regulations, rules and other

normative documents on which these *Rules* are based are amended, the corresponding provisions hereby should be repealed at the same time and the amended provisions of the relevant laws, regulations and other normative documents should prevail.

Article 24 These *Rules* should be formulated, amended and interpreted by the Board of Directors.

Article 25 These *Rules* should come into effect on the date of deliberation and approval by the Board of Directors.

ADAMA Ltd.  
April 25<sup>th</sup>, 2024