



syngenta

ChemChina transaction: Questions and Answers

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Where can I find the Prospectus?

The Swiss Offer Prospectus was published on 8 March 2016 and is available on www.chemchina.com/press. The US Offer to Purchase was published on 23 March 2016 and is available on www.chemchina.com/press and on the website of the US Securities and Exchange Commission at www.sec.gov.

When will the tender offers open?

The Swiss and US tender offers both opened on 23 March 2016.

How do I tender my shares and ADSs?

With respect to the Swiss offer, private shareholders have been notified of the procedure through the bank which holds their shares in custody. Institutional shareholders have been notified through their normal channels.

If you have not received any information, you may wish to contact the respective financial institution directly.

With respect to the US offer, shareholders and holders of ADSs should review the information contained in the US Offer to Purchase, which has been attached as an exhibit to the Tender Offer Statement on Schedule TO, and other documents that have been filed by ChemChina and CNAC Saturn (NL) B.V. (a subsidiary of ChemChina) with the SEC for instructions on how to tender their shares and ADSs.

How long will the tender offers last?

The Swiss public tender offer commenced on 23 March 2016 for an initial period of 40 trading days. The Swiss offer has been extended for subsequent periods of up to 40 SIX Swiss trading days each pending receipt of regulatory approvals.

- The first extension period commenced on 24 May 2016 and ended on 18 July 2016.
- The second extension period commenced on 19 July 2016 and ended on 13 September 2016.
- The third extension period commenced on 14 September 2016 and ended on 8 November 2016.
- The fourth extension period commenced on 9 November 2016 and ended on 5 January 2017.
- The fifth extension period commenced on 6 January 2017 and ended on 2 March 2017.
- The sixth extension period commenced on 3 March 2017 and ended on 28 April 2017.

On 13 April ChemChina announced a final extension of the Swiss offer to 4 May 2017, pursuant to the existing Swiss framework for the offer.

The US tender offer also commenced on 23 March 2016 and was extended until 4 May 2017.

The Additional Acceptance Period will commence on 11 May 2017 and will end on 24 May 2017.

What happens if I do not tender my shares?

In the event that, after settlement of the offers, ChemChina and/or its subsidiaries hold between 90% and 98% of the voting rights in Syngenta, the offeror intends to merge Syngenta with a Swiss company controlled by ChemChina, whereby the remaining public shareholders would be compensated (in cash or otherwise) and would not receive any shares in the surviving company.

In the event that ChemChina and/or its subsidiaries hold more than 98% of the voting rights in Syngenta after settlement of the offers, the offeror intends to request the cancellation of the remaining publicly held shares in accordance with article 137 of the Financial Markets Infrastructure Act of Switzerland.

In the event that ChemChina and/or its subsidiaries hold less than 90% of the voting rights in Syngenta after settlement of the offers, ChemChina and the offeror may consider other actions with a view to acquiring 100% of the shares of Syngenta, as further described in the Swiss Offer Prospectus and the US Offer to Purchase.

After the settlement of the tender offers, the offeror intends to have the Syngenta shares and ADSs delisted from trading.

How do I exchange the US dollar proceeds of the Swiss offer into Swiss francs?

Privately invested individual persons who hold their shares with a Swiss custodian bank and who hold no more than 500 Syngenta shares and tender them into the Swiss offer will be eligible to receive the consideration in Swiss francs by using a US dollar conversion facility. Shareholders wishing to use the facility can elect to do so in the appropriate acceptance form. The exchange rate used under the facility will be determined by market rates within the four trading days prior to the settlement date.

Disclaimer

This Q&A is not an offer to purchase or a solicitation of an offer to sell any securities.

Additional information and where to find it

This Q&A is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell company securities. The solicitation and offer to buy company securities is only made pursuant to the Swiss offer prospectus and the offer to purchase and other documents relating to the U.S. offer that have been filed with the US Securities and Exchange Commission ("SEC"). At the time the US Public Tender Offer was commenced, ChemChina and a designated direct or indirect subsidiary filed a tender offer statement on Schedule TO with the SEC and thereafter, the company filed a solicitation/recommendation statement on Schedule 14d-9 with respect to the offer. Investors and security holders are urged to read these materials carefully since they contain important information, including the terms and conditions of the offer. Investors and security holders may obtain a free copy of these materials and other documents filed by ChemChina and the company with the SEC at the website maintained by the SEC at www.sec.gov. Investors and security holders may also obtain free copies of the solicitation/recommendation statement and other documents filed with the SEC by the company at www.syngenta.com.

Cautionary statement regarding forward-looking statements

Some of the statements contained in this Q&A are forward-looking statements, including statements regarding the expected consummation of the acquisition, which involves a number of risks and uncertainties, including the satisfaction of closing conditions for the acquisition, the possibility that the transaction will not be completed and other risks and uncertainties discussed in the company's public filings with the SEC, including the "risk factors" section of the company's form 20-F filed on February 16, 2017 as well as the tender offer documents filed by the offeror and the solicitation/recommendation statement filed by the company.

These statements are based on current expectations, assumptions, estimates and projections, and involve known and unknown risks, uncertainties and other factors that may cause results, levels of activity, performance or achievements to be materially different from any forward-looking statements. These statements are generally identified by words or phrases such as “believe”, “anticipate”, “expect”, “intend”, “plan”, “will”, “may”, “should”, “estimate”, “predict”, “potential”, “continue” or the negative of such terms or other similar expressions. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results and the timing of events may differ materially from the results and/or timing discussed in the forward-looking statements, and you should not place undue reliance on these statements. The offeror, ChemChina and the company disclaim any intent or obligation to update any forward-looking statements as a result of developments occurring after the period covered by this Q&A or otherwise.