

CHINA AGRITECH, INC.

**AUDIT COMMITTEE OF THE
BOARD OF DIRECTORS**

董事会审计委员会

CHARTER

章程

Purpose

目的

The Audit Committee assists the Board in fulfilling its oversight responsibilities to the stockholders, and serves as a communication link among the Board, management, the independent auditors, and the internal auditors. The Audit Committee (a) assists the Board's oversight of (i) the integrity of the Company's financial reporting process and system of internal controls, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditors' qualifications and independence, and (iv) the performance of the Company's internal audit function and independent auditors; (b) prepares the report that Securities and Exchange Commission rules require be included in the Company's annual proxy statement; (c) retain and terminate the independent auditor of the Company, and (d) carries out the authorities and responsibilities set forth in this Charter.

审计委员会协助董事会履行其对股东的监督责任，并在董事会，管理层，独立审计所和内部审计师之间起通讯连接的作用。提名委员会 协助董事会(a)对(i)公司的财务报告程序和内部控制系统，(ii)公司对法律规章要求的合规性，(iii)独立审计所的资格和独立性和(iv)公司内部审计功能和独立审计所的表现进行监督；(b)制作根据美国证交会要求必须包括在公司年度委托声明中的报告，(c)聘用和解雇公司的独立审计所，和(d)履行本章程中所列的权力和责任。

Authority and Responsibilities

权力及责任

The Audit Committee shall:

审计委员会应:

1. Be directly responsible for the appointment, compensation, retention, dismissal and oversight of the work of the Company's independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services and the independent auditors shall report directly to the Audit Committee. The Audit Committee shall

pre-approve all audit and non-audit services by the independent auditors as required by applicable law and the rules of any securities exchange upon which the Company's securities may be listed.

为准备与发出审计报告或进行其它审计,审查或鉴证的需求,而聘雇独立审计师时,直接负责决定其派任、薪酬、留用与解任,独立审计所,以及对其工作进行监督(包括解决管理层和审计师对财务报告的不同意见);独立审计师必须直接向审计委员会负责。审计委员会必须预先批准独立审计师,根据适用法律和公司可能挂牌的各证券交易场所的要求,所需作出的所有审计和非审计服务。

2. Review annually the overall plan of the audit as proposed by the independent auditors, including the scope of the examination to be performed, the assistance to be provided by the internal auditors and any developments in accounting principles and auditing standards that may affect either the financial statements or the audit.

每年审核独立审计所提出的审计总体方案,包括审核将进行的检查范围,内部审计师所应提供的协助,和可能对财务报告或审计工作有影响的会计准则的变化。

3. Review and discuss with management and the independent auditors, before filing with the Securities and Exchange Commission, the annual audited financial statements and quarterly financial statements. Review with the independent auditors and management the results of the audit and the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations.- Discuss matters required to be communicated to Audit Committee in accordance with Statement on Auditing Standards No. 61.

在向美国证交会申报前,审核并与管理层和独立审计所讨论经审计的财务年报和财务季报。审核并与管理层和独立审计所讨论审计结果和公司在“管理层对财务情况和运营结果的讨论和分析”章下的具体披露。并根据审计标准第 61 条的声明讨论必须告知审计委员会的所有事务。

4. Recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.

向董事会建议,是否应把经审计的财务报表包括在 10-K 表上的公司年报中。

5. Review with the independent auditors any audit problems or difficulties and management's response.

与独立审计所一起审核所有审计问题或困难点及管理层的回复。

6. Report to the Board on the scope and results of the annual audit, including a report prepared in accordance with Item 407 of Regulation S-K to be included in

the Company's proxy statement, and from time to time report on other activities of the Committee and recommend to the Board such changes, additions or variations in the auditing, accounting and control functions as the Committee may deem desirable.

就年度审计的范围和结果向董事会提出报告，包括根据 S-K 规定第 407 项而制的将包括入公司的委托声明中的一份报告，及不时就委员会的其它活动提交的报告，如委员会认为有必要，向董事会就审计，会计和控制功能方面的改变，增加和变化提出建议。

7. Actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and recommend that the Board take appropriate action in response to the independent auditors' written statement to satisfy itself of the independent auditors' independence.

就可能影响独立审计所之客观性和独立性的已披露的关系和服务，与其积极进行对话，并建议董事会对独立审计所的书面声明作出适当的回复，以确保自身满足对独立审计所的独立性要求。

8. With the independent auditors, management and the internal auditors, periodically review and discuss significant (a) financial reporting issues and practices, and critical accounting policies and estimates. (b) issues regarding accounting principles and financial statement presentation (including any significant changes in the Company's selection or application of accounting principles). and (c) issues as to the adequacy of the Company's internal control systems and compliance with applicable laws and regulations. Assess management's attitude toward internal controls, the process for establishing and monitoring internal control systems and any special audit steps adopted in light of material control deficiencies.

与独立审计所，管理层和内部审计师一起，定期审核并讨论(a)财务报告的问题和作法，和重大会计准则及估计，(b)有关会计准则和财务报告方式的问题（包括公司会计准则的选择和应用方面的重大改变），及(c)公司内部控制系统充足性和对适用法律规定的合规性方面的问题。对管理层对内部控制的态度，建立及监督内部控制系统的过程，以及根据严重控制缺陷所采取的具体步骤作出评审。

9. Review annually the scope and results of the internal audit program. Review with the director of internal auditing compliance with appropriate audit standards.

每年审核内部审计程序的范围和结果。与内部审计与合规主管一起审核合适的审计标准。

10. Review and concur in the appointment or replacement of the director of internal auditing.

审核并同意内部审计主管的任命及替换。

11. Periodically evaluate whether rotation of the independent auditor firm would be in the best interests of the Company considering, among other things, auditor independence, audit quality, costs and any loss of institutional knowledge. (The lead audit partner, concurring audit partner, and other auditors of the independent auditor shall be subject to rotation in accordance with the Sarbanes-Oxley Act of 2002 and Regulation S-X of the Securities and Exchange Commission.)

考虑到独立审计所的独立性，审计质量，费用和机构知识的流失等及其它因素，定期判定轮换独立审计所是否最符合公司的利益。（根据 2002 年萨班斯—奥克斯利法案和 SEC 的 S-X 规定，独立审计所的首席审计合伙人，共同审计合伙人和其它审计师必须轮替。）

12. At least annually, obtain and review a report by the independent auditors describing: the independent auditors' internal quality control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and (to assess the independent auditors' independence) all relationships between the independent auditors and the Company.

至少每年一次，取得并审阅一份由独立审计师准备之报告，内容应描述：其内部控制程序；任何由其内部控制审查、其同业审查，或于最近 5 年内政府或专业机构，就其所进行之一项或多项独立审计，所提出之调查或询问，所提出之重大议题，与任何处理前述议题之措施；以及（为评审独立审计所的独立性）独立审计所与公司间的所有关系。

13. Discuss earnings press release, as well as financial information and earnings guidance provided to analysts and rating agencies.

讨论盈利新闻稿，以及提供给分析师和评级机构的财务信息和盈利指导。

14. Discuss with management policies with respect to risk assessment and risk management.

讨论针对风险评估和风险管理的管理政策。

15. Meet at least quarterly with management, the internal audit manager, and the independent auditors in separate executive sessions. The Audit Committee shall meet at such times and report to the Board regarding its deliberations, as necessary.

至少每季与管理层，内部审计经理和独立审计所分别举行主管会议。审计委员会必须在这个时候召集会议，并根据需要向董事会汇报其审议。

16. On a quarterly basis, the Chair of the Committee shall perform a review of the expense reports of the Chief Executive Officer.

在每季度基础上，审计委员会主任必须审查首席执行官的开销报告。

17. Set clear hiring policies for employees or former employees of the independent auditors.

对独立审计所的雇员或前雇员，制定明确的雇用政策。

18. Report regularly to the Board of Directors on any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors and the performance of the internal audit function.

就公司的财务报告的质量或完整性，公司对法律或规章要求的合规性，公司的独立审计所的表现与独立性，和内部审计功能的表现，定期向董事会汇报。

19. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

就公司在会计，内部会计控制或审计事务方面所有的投诉，建立接受，保留和处理的步骤，包括让公司雇员对不恰当的会计或审计事务提交保密，匿名想法的步骤。

20. Perform an annual performance evaluation of the Audit Committee and the members of the Audit Committee.

对独立审计所及其成员的年度表现作评审。

21. Review and reassess the adequacy of the Audit Committee Charter on an annual basis.

在年度基础上审核并重新评估审计委员会章程的充足性。

22. Conduct or authorize investigations into any activities it deems necessary and appropriate.

根据恰当需要，对某些活动进行或批准调查。

23. Retain and discharge, and approve fees and other terms and conditions for retention of independent experts in accounting and auditing, legal counsel and other experts or advisors as it may deem appropriate.

视情形，聘用和解除会计和审计业的独立专家，法律顾问和其他专家或顾问，并批准聘用的费用，条款和条件。

24. Direct any officer or employee of the Company or request any employee of the Company's independent auditors, outside legal counsel or such other individual as it may deem appropriate to attend Audit Committee meetings or meet with any Audit Committee members.

视情形指示公司的官员或雇员，或要求公司的独立审计所或法律顾问的雇员或其他此类个人参加审计委员会的会议或与审计委员会成员会面。

25. Review reports and written memoranda from the General Counsel relating to transactions (1) involving directors, director nominees, executive officers, significant shareholders or other "related persons" in which the Company is or will be a participant, and (2) of the type required to be reported under Item 404 (a) of Regulation S-K of the Securities and Exchange Commission. After review and consideration of the material facts and circumstances and any consultation with legal counsel and other advisors the Committee deems advisable, the Audit Committee shall make such determination or recommendation to the Board of Directors and appropriate officers of the Company with respect to the transactions as the Audit Committee deems appropriate.

审核由首席法律顾问就（1）牵涉董事，董事提名人，执行官员，主要股东或其它“相关人士”的，公司为或将为交易一方的交易和（2）根据SEC的S-K条规第404项要求必须申报的交易发出的报告和书面备忘录。在审核，斟酌重大事实和情形，并如审计委员会认为可行，而与法律顾问和其它咨询顾问商讨后，如审计委员会认为恰当之交易，必须向董事会和公司的合适主管作出决定或建议。

26. Review with the independent auditors of the Company any audit problems or difficulties and management's response.

与公司的独立审计所一起审核所有审计问题或困难及管理层的回复。

Composition

组成

27. The Company will have an audit committee of at least three members, each of whom:

公司的审计委员会至少由三位成员组成，每位都：

- a. satisfies the independence standards specified in the rules of each stock exchange on which the Company's securities may be listed and Rule 10A-3 under the Securities Exchange Act of 1934;

必须满足公司证券可能挂牌的各股票交易场所和 1934 交易法第 10A-3 条规所确定的独立标准；

- b. must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years: and

在过去 3 年内的任何时候都没有参与公司或其子公司的财务报告的制作； 并

- c. is able to read and understand fundamental financial statements, including a Company's balance sheet, income statement, and cash flow statement. Additionally, each issuer must certify that it has, and will continue to have, at least one member of the audit committee who is financially sophisticated, in that he Or she has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including but not limited to being or having been a chief executive officer, chief financial officer, other senior officer with financial oversight responsibilities. A director who qualifies as an audit committee financial expert under Item 407(d)(5)(ii) and (iii) of Regulation S-K or Item 3 of Form N-CSR (in the case of a registered management investment company) is presumed to qualify as financially sophisticated.

能够阅读和理解基本财务声明，包括一公司的资产债务表，盈利声明和现金流量声明。另外，每个发行企业都必须确认其审计委员会的成员中至少有或将有一位精通财务，因为此成员过去有在财务或会计业就职的经验，会计业要求的专业证书，或其它任何相应的经历或背景，使其精通财务，包括但不限于是或曾是首席执行官，首席财务官或其它带有财务方面监督责任的高级官员。根据 S-K 条规第 407(d) (5) (ii)和 (iii)项或 N-CSR 表的第 3 项有资格作为审计委员会财务专家的董事（如是经注册的投资管理公司）假定有资格被认为精通财务。

28. One member of the Audit Committee must qualify as an audit committee financial expert under the rules promulgated by the Securities and Exchange Commission pursuant to Section 407 of the Sarbanes-Oxley Act of 2002.

审计委员会成员的一位，必须根据 SEC 就 2002 年萨班斯—奥克斯利法案公布的规则，有资格作为审计委员会的财务专家。

29. If permitted by the listing standards of the exchange on which the Company's securities are to be listed, one director who is not independent as defined in such listing standards, but who satisfies the requirements of Rule 10A-3 under the Securities Exchange Act of 1934, and is not a current officer or employee or an immediate family member of such officer or employee, may be appointed to the audit committee, if the board, under exceptional and limited circumstances, determines that membership on the committee by the individual is required by the best interests of the issuer and its shareholders, and the board discloses, in the next annual meeting proxy statement (or in its next annual report on SEC Form 10-K or equivalent if the issuer does not file an annual proxy statement) subsequent to such determination, the nature of the relationship and the reasons for that determination. A director appointed to the audit committee pursuant to this exception may not serve for in excess of two consecutive years and may not chair the audit committee.

如果公司的证券将挂牌的交易场所的挂牌标准允许的话，如某董事就此挂牌标准的定义不被认为是独立的，但满足 1934 年交易法的 10A-3 条规，且不是现任官员或雇员，或不是此现任官员或雇员的直系亲属，则其仍然可被任命为审计委员会的成员，只要董事会在特殊和有限的情况下，决定其为审计委员会成员最符合公司及其股东的利益，并在此决定后的年度股东会议委托声明（如发行企业无须申报年度委托声明，则在公司向 SEC 申报的下年度年报或类似申报）中披露这种关系的性质及作出此决定的理由。因此例外而被任命为审计委员会成员的董事的任期不能超过连续两年，也不能出任审计委员会的主任。

30. For so long as the Company is a Smaller Reporting Company, satisfying the definition of Smaller Reporting Company in Regulation S-K, Item 10(f)(1) it shall only be required to maintain an audit committee of at least two members, comprised solely of independent directors who also meet the requirements of Rule 10A-3 under the Securities Exchange Act of 1934.

只要公司是较小型申报公司，符合 S-K 条规第 10(f)(1)项的较小型申报公司定义，则其可以有至少两位成员的审计委员会，由也满足 1934 年交易法第 10A-3 规则要求的独立董事组成。

31. Each member of the Audit Committee shall be appointed by the Board of Directors, considering the recommendations of the Nominating and Governance Committee of the Board of Directors. No member of the Committee may be removed except by a majority of the independent directors then in office. The

Board of Directors may fill vacancies on the Audit Committee by a majority vote of the Board of Directors.

董事会考虑董事会的提名及治理委员会的推荐，任命审计委员会的各成员。没有现任独立董事的多数批准，审计委员会的成员不能被解除职位。董事会可根据董事会的多数投票填补审计委员会的空位。

Resources

资源

The Audit Committee shall have the resources and appropriate funding, as determined by the Audit Committee, to discharge its duties and responsibilities including, without limitation, funding for the payment of (i) compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. (ii) compensation to any advisors employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

根据审计委员会的决定，审计委员会将有一定的资源和相适的资金，以履行其职责和责任，包括但不限于支付(i)为制作和发布审计报告或为公司执行其它审计，审核或鉴证服务而受聘的会计事务所的报酬，(ii)审计委员会聘用的所有咨询专家的报酬，和(iii)审计委员会为履行其职责和责任所需的日常行政开销。

Delegation of Authority

权力下授

The Audit Committee may delegate to one or more of its members the authority to grant pre-approvals to audit and non-audit services to be performed by the Company's independent auditors, subject to such guidelines as the Audit Committee may determine. Any such decisions to pre-approve shall be presented to the Audit Committee at its next following regular meeting.

审计委员会可以将权力下授于其一或一位以上成员，使其在审计委员会可能设立的指导方针范围内，预先批准公司的独立审计所提供的审计及非审计服务。此类预先批准的决定必须向审计委员会下一次定期会议呈报。

Adopted by the Board of Directors on October 22, 2008

董事会于 2008 年 10 月 22 日采用