

CHINA AGRITECH, INC.

COMPENSATION COMMITTEE OF THE
BOARD OF DIRECTORS

董事会薪酬委员会

CHARTER

章程

Purpose

目的

The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors (the “Board”) of China Agritech, Inc. (the “Company”) relating to compensation of the Company’s executives, to produce the report on executive compensation that the rules and regulations of the Securities Exchange Commission require to be included in the Company’s annual proxy statement, and to oversee and advise the Board on the adoption of policies that govern the Company’s compensation programs, including stock and benefit plans.

薪酬委员会的目的是履行 China Agritech, Inc. (“公司”) 的董事会在其执行官员的薪酬事宜方面的责任，制作因 SEC 的规章及规定的要求必须包括在公司年度委托声明中的执行官员薪酬报告，就采纳调制公司的薪酬计划（包括股票和福利计划）的政策之事宜实行监管并向董事会提出建议。

Membership and Structure

成员及结构

The membership of the Compensation Committee shall consist of at least three members of the Board, all of whom shall (a) be an “independent director” as defined by the rules of each stock exchange upon which the Company’s stock may be listed and the Company (to the extent the Company maintains requirements that are more stringent), (b) be a “non-employee director” within the meaning of Rule 16h-3 under the Securities Exchange Act of 1934, and (c) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code. The Board shall appoint the members of the Compensation Committee and the chairperson of the Compensation Committee, and the Board may remove any member from the Compensation Committee at any time with or without cause, assuming the consent of a majority of the independent directors (as defined in this paragraph) is obtained.

薪酬委员会必须由至少三位董事会的成员组成，所有成员都必须(a)是满足公司的股票可能挂牌的股票交易所条规定的“独立董事”（公司尽可能保持更严格的要求），(b)是符合1934 交易法第 16h-3 条规含义的“非雇员董事”和(c)是符合国家税务局法规第 162(m)条含义的“外部董事”。薪酬委员会的成员及主任必须由董事会任命，如假定已得到多数独立董

事（根据此段落的定义）的共识，董事会可以在任何时候，并不论有无正当事由，随时免除薪酬委员会任何成员的职务。

Operations

运营

The Compensation Committee shall meet at least four times a year. Additional meetings may occur as the Compensation Committee or its chairperson deems advisable. The Compensation Committee will maintain adequate minutes of all its proceedings, and will report on its actions and activities at the Board's quarterly meeting. Compensation Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Compensation Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Compensation Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Delaware.

薪酬委员会每年至少有四次会议。如其成员或主任觉得有必要，可以另行召集会议。薪酬委员会必须保留其议程的充足的会议纪要，并在董事会的季度会议上报告其动议和活动。薪酬委员会成员将有历次会议纪要和经一致通过而采取的动议的副本。在有关会议（包括电话会议或类似通讯方式），无需会议的动议，通知，放弃通知，法定人数，投票条件等方面，薪酬委员会受适用于董事会的同样规定的制约。薪酬委员会有权采纳其程序守则，但此守则必须与(a)本章程的任何条款，(b)公司细则的任何条款或(c)德拉瓦州的法律一致。

Authority

权力

The Compensation Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Compensation Committee has sole authority to retain and terminate outside counsel, compensation consultants retained to assist the Compensation Committee in determining the compensation of the Chief Executive Officer ("CEO") or senior executive officers, or other experts or consultants, as it deems appropriate, including the sole authority to approve the engagement fees and other retention terms. Any communications between the Compensation Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Compensation Committee will take all necessary steps to preserve the privileged nature of those communications.

薪酬委员会将有必要的资源和权力履行其职责和责任。如有必要，薪酬委员会在聘用和解雇外部顾问，为决定首席执行官（“CEO”）或其他高层执行官员的报酬所聘用的薪酬顾问，或其他专家或顾问方面有绝对权力，包括决定聘用费和其它聘雇条款的绝对权力。薪酬委员会与法律顾问在征求法律建议期间的任何通讯都将被视为公司的机密通讯，薪酬委员会必须采取所有必要措施保持此通讯的机密性质。

The Compensation Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Compensation Committee.

薪酬委员会可以另设小组并将权力下授,也可以将权力下授于薪酬委员会一或以上的指定成员。

Responsibilities

责任

Subject to the provisions of the Company's Corporate Governance Guidelines, the principal responsibilities and functions of the Compensation Committee are as follows:

在公司的公司治理指导方针的规定范围内,薪酬委员会有下列主要责任和作用:

1. Review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executive officers, (I) the motivation of executive officers to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's shareholders.

审核公司官员薪酬计划的竞争力,以确保(a)吸引和留用执行官员,(b)执行官员达到公司业务目标的动力和(c)主要领导人员的利益与公司股东的长远利益的一致性。

2. Recommend, review and approve all compensation programs applicable to executive officers at the level of corporate vice president and above, including all forms of salary paid to executive officers and grants of all forms of bonus stock and stock compensation provided to the Company's executive officers.

推荐,审核并批准适合于公司副总裁以上执行官员的所有薪酬计划,包括执行官员的工资的所有付于形式,和给予公司执行官员的奖励股票和股权报酬的所有授予形式。

3. Oversee an evaluation of the performance of the Company's executive officers and approve executive officer compensation, including salary, bonus, and incentive and equity compensation.

监督对公司执行官员表现的评审,批准执行官员的薪酬,包括工资,奖金和激励和股权报酬。

4. Review and approve Chairman and CEO goals and objectives, evaluate Chairman and CEO performance in light of established corporate objectives, and set Chairman and CEO compensation consistent with company philosophy. The CEO may not be present when the Compensation Committee meets to approve or deliberate on CEO compensation. The CEO will be evaluated by the Chairman of the Nominating Committee acting as the Lead independent Director. The results

of the annual CEO evaluation will be considered in setting CEO salary and other compensation.

审核并批准董事长和 CEO 的目标和意向，在已定下的公司目标范围内评审董事长和 CEO 的业务表现，制定与公司宗旨一致的薪酬计划。薪酬委员会开会批准或讨论 CEO 的薪酬时，CEO 不得在场。CEO 将由提名委员会主任作为首席独立董事来评审。年度 CEO 评审结果将用于确定 CEO 的工资和其它报酬。

5. Review and approve compensation packages for new executive officers and any severance arrangements or change-in-control benefits or similar termination payments proposed to be made to any current or former executive officer of the Company.

审核并批准新任执行官员的薪酬组合和所有遣散安排，或控制改变福利，或将向公司现任或前任官员提出的解职款。

6. Review and discuss with the Board and senior officers plans for officer development and corporate succession plans for the CEO and other senior officers.

审核并与董事会和高层官员讨论官员培养计划和公司的 CEO 及其他高层官员继承计划。

7. Review, not less frequently than hi-annually, and approve director compensation, including cash payments, equity awards and other benefits and provide recommendations to the Board. Directors who are employees shall not be compensated for their services as directors.

审核（不少于半年一次）并批准董事的薪酬，包括现金支付，股权奖励和其它福利，并向董事会提出建议。同时是雇员的董事不能因其作为董事的服务另行得到酬报。

8. Review and recommend to the Board the establishment and terms of incentive compensation plans and equity-based plans, and administer, interpret and take all other actions necessary and appropriate pursuant to its authority granted by the Company's executive compensation and other plans, including determining any awards to be granted in accordance with the terms of those plans.

审核并向董事会建议设立激励报酬计划和股权计划及其条款，管理，解释薪酬计划和其它计划，包括根据这些计划的规定决定所有奖励的授予，并在公司授权的范围内采取其它必要的行动。

9. Review trends in management compensation, oversee the development of new compensation plans, and, when necessary, approve the revision of existing plans.

审核管理层薪酬的趋势，监督新薪酬计划的进展，必要时批准现行计划的修

订。

10. Review periodic reports from management on matters relating to the Company's personnel appointments and practices.

审核来自于管理层，就公司人事任命及执行之相关事务的定期报告。

11. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing the performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

通过与管理层的协商，对薪酬事务的合规性实行监督，包括监督公司为保持税费可减性而组构薪酬计划的政策，如有必要，包括制定业绩目标并确认业绩目标，就国家税务局法规第 162(m)条之目的而言已经达到。

12. Review and discuss with management the Company's disclosures under the "Compensation Discussion and Analysis" (the "CD&A"), and based on that review and discussion, recommend to the Board whether the CD&A and the supporting compensation disclosure materials should be included in the Company's Proxy Statement or Annual Report on Form 10-K.

审核并与管理层讨论公司在“薪酬讨论与分析”中所作的披露，根据审核和讨论结果，向董事会建议，是否应把薪酬讨论与分析及其辅助薪酬披露，加到公司的委托声明或 10-K 表上的年报中去。

13. Review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.

在年度基础上审核并评估本章程的充足性，并向董事会建议拟议中的改变和得到董事会的准许。

14. Evaluate its own performance on an annual basis and report to the Board on such evaluation.

在年度基础上评审自身的表现，并向董事会作此评审报告。

15. Any other responsibilities as from time to time may be delegated by the Board.

履行董事会可能不时或时常下授的其它责任。

Adopted by the Board of Directors on October 22, 2008

董事会于 2008 年 10 月 22 日采用