

CHINA AGRITECH, INC.

**NOMINATING AND GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS**

董事会提名及治理委员会

CHARTER

章程

Purpose

目的

The purpose of the Nominating and Governance Committee of China Agritech, Inc. (the “Company”), is to determine the slate of director nominees for election to the Company’s Board of Directors, to identify and recommend candidates to fill vacancies occurring between annual stockholder meetings, and to assist the Board of Directors in fulfilling its responsibilities to the Company and its stockholders, particularly with respect to the manner in which it conducts its stewardship of the Company..

China Agritech, Inc. (“公司”) 的提名及治理委员会目的是决定公司董事会的董事提名人选, 寻找并推荐候选人以填补在股东年会之间出现的空位, 及帮助董事会履行其对公司及其股东的责任, 尤其是在董事会管理公司的方式方面给予协助。

Authority and Responsibilities

权力及责任

The Nominating and Governance Committee shall:

提名及治理委员会应:

1. Annually evaluate and report to the Board of Directors of the Company on the performance and effectiveness of the Board of Directors to facilitate the directors fulfillment of their responsibilities in a manner that serves the interests of the Company’s stockholders.

每年就董事会的表现和效率作出评审并向公司的董事会提供报告, 以帮助董事们以有益于公司股东利益的方式来履行其责任。

2. Annually present to the Board of Directors a list of individuals recommended for nomination for election to the Board of Directors of the Company at the annual meeting of stockholders. and for appointment to the committees of the Board of Directors (including this Nominating Committee).

每年向董事会提交被推荐作为股东年会时公司董事会董事候选人的人选名单和董事会各委员会（包括提名委员会）任命人选的名单。

3. Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors.

在推荐现任，替任或新增董事人选前，审核其资格，包括其能力，履行职责之时间，利益冲突及其它相关因素。

4. Assist in identifying, interviewing and recruiting candidates for the Board of Directors (including any candidate recommended by one or more stockholders of the Company), including newly created vacancies and develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company, including requirements applicable to all members of the Board of Directors and criteria for the selection of new members of the Board of Directors, and periodically review and suggest changes to such guidelines.

在寻找，面试和征聘董事会及填补新出现的空位的候选人（包括由公司一位或多位股东推荐的候选人）方面给予协助，制定并向董事会推荐适用于公司的公司治理准则，包括适用于董事会所有董事的条件，挑选董事会新成员的标准，并定期重审这些基本标准并对其修改提出建议。

5. Annually review the composition of each committee and present recommendations for committee memberships to the Board of Directors of the Company as needed.

每年审核各委员会的组成，并根据需要向董事会推荐各委员会的成员。

6. Periodically review the compensation paid to non-employee directors for annual retainers (including the Board of Directors of the Company and committee Chairs) and meeting fees, if any, and make recommendations to the Board of Directors for any adjustments. No member Nominating Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such.

定期审核付于非雇员董事（包括公司董事会和各委员会主席）的作为其年度聘用费的报酬和会议开支（如有），并向董事会提出调整建议。提名委员会成员不能对自己的报酬作任何改动，除非是对所有董事就其服务的统一报酬。

7. Regularly review and make recommendations about changes to the charter of the Nominating Committee.

对提名委员会的章程作经常性的审核，并就其修改提出建议。

8. Regularly review and make recommendations about changes to the charters of

other board committees after consultation with the respective committee chairs.

对董事会其它委员会的章程作经常性的审核，并在与有关委员会的主席协商后，就其修改提出建议。

9. Obtain or perform an annual evaluation of the Nominating Committee's, the Board's and the management's performance and make applicable recommendations.

对提名委员会，董事会和管理层的表现获取或进行年度评审，并作出适用的建议。

10. Assist the Chairman of the Board of Directors of the Company, if the Chairman is a non-management director, or otherwise the Chairman of the Nominating Committee acting as Lead Independent Director, in leading the Board of Directors' annual review of the Chief Executive Officer's performance.

如公司董事长为非管理层董事时，协助董事长带领董事会对首席执行官的表现进行年度审核，或者以提名委员会主席作为首席独立董事的身分，进行前述年度审核。

11. Review and determine whether to approve any transaction in which the Company or its affiliates is a participant (whether directly or indirectly) with any director or employee of the Company or any of their family members or affiliates after learning all material facts, including the potential for a conflict of interest, and in accordance with applicable law.

于了解所有重要事实(包括潜在利益冲突)后，根据适用的法律，对公司或其关联企业为参与之一方（无论直接或间接），与公司的任何董事或雇员或其任何家庭成员或关联企业之间的任何交易作审核，并决定是否予以批准。

Provided, however, the Committee may delegate authority to the Chief Financial Officer may review and approve any transaction up to U.S. \$10,000 in which the Chief Financial Officer does not have a direct or indirect interest.

但是，委员会可以将此权利下授于首席财务官，使其能就对自身没有直接或间接利益的不超过一万美元的交易作审核并予以批准。

Composition

组成

The membership of the Nominating and Governance Committee consists of at least three directors, each of whom shall meet the independence requirements established by the Board of Directors and applicable laws, regulations and listing requirements of each stock exchange upon which the Company's stock may be listed. The Board of Directors of the Company appoints the members of the Nominating Committee and the chairperson and fills vacancies by a majority vote of the Board

of Directors. The Board of Directors of the Company may remove any member from the Nominating Committee at any time with or without cause with the approval of a majority of the independent directors (meeting the independence requirements set forth in this paragraph) then in office.

提名及治理委员会会员至少由三位董事组成，每一位都必须符合董事会根据相关法律和规定，以及公司股票可能挂牌的各股票交易场所的挂牌条件而制定的独立性要求。公司董事会以董事会多数票表决的形式任命提名委员会的成员及主任，并填补空位。经独立董事的多数同意后（符合此段所列的独立条件），公司董事会可以在任何时候，并不论有无正当事由，随时免除提名委员会任何在任成员的职务。

Resources

资源

The Nominating Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Nominating Committee has sole authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Nominating Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Nominating Committee will take all necessary steps to preserve the privileged nature of those communications.

提名委员会将有执行其职责和责任的必要资源和权力。提名委员会根据情形需要，具有绝对之权力聘请或解雇外部顾问，用于寻找董事人选的猎头事务所，或其它专家或咨询顾问，包括批准被聘事务所的费用和留用条件的绝对权力。提名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，提名委员会必须采取所有必要措施保持此通讯的机密性质。

Delegation of Authority

权力下授

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

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

Adopted by the Board of Directors on October 22, 2008

董事会于 2008 年 10 月 22 日采用