

China Agrotech Holdings Limited (the “Company”)

BOARD DIVERSITY POLICY

(Adopted by the board of directors of the Company on 1 September 2013)

1. Purpose

- 1.1 This Policy aims to set out the approach to achieve diversity on the Company’s board of directors (“Board”).

2. Vision

- 2.1 The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

3. Policy Statement

- 3.1 In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

4. Measurable Objectives

- 4.1 Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Company also takes into account these factors based on its own business model and specific needs from time to time and the ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

5. Implementation, Monitoring and Reporting

- 5.1 The Nomination Committee will disclose annually, in the Corporate Governance Report, on the Board’s composition under diversified perspectives (including gender, age, length of service), and monitor the implementation of this Policy.
- 5.2 As the Nomination Committee has the primary responsibility for identifying suitably qualified candidates to become members of the Board and selecting or making recommendations to the Board on the selection of individuals to be nominated for directorships, it will give adequate consideration to this Policy in carrying out this responsibility.

6. Review of this Policy

- 6.1 The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

7. Disclosure of this Policy

7.1 This Policy will be published on the Company's website for public information.

7.2 A summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the annual Corporate Governance Report.

8. Language

8.1 The English text of this Policy shall prevail over the Chinese text in case of any inconsistency.