

CHINA AGROTECH HOLDINGS LIMITED

浩倫農業科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01073)

Nomination Committee - Terms of Reference

1. Constitution

1.1 The Nomination Committee is a committee established by the Board of Directors (the “Board”) of China Agrotech Holdings Limited (the “Company”) on 28 March 2012.

2. Membership

2.1 The Nomination Committee shall comprise not less than three members (the “Members”) to be appointed by the Board, the majority of whom should be Independent Non-executive Directors of the Company.

2.2 The Board shall appoint the chairman of the Nomination Committee who should be either the Chairman of the Board or an Independent Non-executive Director of the Company.

3. Secretary

3.1 The Company Secretary of the Company shall be the secretary of the Nomination Committee.

4. Meetings

4.1 The Nomination Committee shall meet at least once in each financial year. Any Member of the Nomination Committee may request a meeting if he/she considers that one is necessary.

** For identification purpose only*

CHINA AGROTECH HOLDINGS LIMITED
Nomination Committee – Terms of Reference

- 4.2 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all the Members unanimously waive such notice. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 An agenda and accompanying papers should be sent in full to all the Members in a timely manner and at least 3 days before the intended date of a meeting of the Nomination Committee (or other agreed period by the Members).
- 4.4 The quorum for meetings of the Nomination Committee shall be two Members.
- 4.5 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.6 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes.
- 4.7 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

5. Attendance at Meetings

- 5.1 At the invitation of the Nomination Committee, any Directors, external advisers and other persons may attend all or part of the any meetings.
- 5.2 Only the Members are entitled to vote at the meetings.

6. Annual General Meeting

- 6.1 The Chairman of the Nomination Committee or in his/her absence, another Member of the Nomination Committee, shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

7. Duties

The duties of the Nomination Committee shall be:

- 7.1 to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 7.2 to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. Sufficient biographical details of nominated candidates shall be provided to the Board to enable it to make informed decisions;
- 7.3 to assess the independence of Independent Non-executive Directors, and where the Board proposes a resolution to elect an individual as an Independent Non-executive Director at a general meeting, the Nomination Committee shall set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent;
- 7.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive; and
- 7.5 to do any such things to enable the Nomination Committee to discharge its duties conferred on it by the Board.

8. Reporting Procedures

- 8.1 Draft and final versions of minutes shall be sent to all the Members for their comment and records respectively, within a reasonable period of time after the meeting. Minutes shall be kept by the secretary of the Nomination Committee. Such minutes shall be open for inspection by Directors of the Company.

CHINA AGROTECH HOLDINGS LIMITED
Nomination Committee – Terms of Reference

8.2 The Nomination Committee shall report to the Board on their decisions or recommendations.

9. Authority

9.1 The Nomination Committee shall be provided with sufficient resources to perform its duties.

9.2 The Nomination Committee is authorized to obtain, at the expense of the Company, independent professional advice on matters within its terms of reference.

Note: Arrangement to seek independent professional advice could be made through the Company Secretary.

10. Publication of the Terms of Reference

10.1 The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.

Date : 28 March 2012