

CHINA GREEN AGRICULTURE, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The purposes of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of China Green Agriculture, Inc. (the “Company”) are:

- to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, including approving individual executive officer compensation;
- to review and recommend compensation plans, policies and benefit programs for employees generally; and
- to prepare the report on executive compensation for inclusion, if required, in the Company’s annual proxy statement.

Composition and Term of Office

- The Committee will consist of not fewer than two members, each of whom shall be a director who satisfies the independence requirements of the principal market or exchange on which the Company’s common stock is traded, or, if the common stock is not traded on a market or exchange which requires a standard of independence, the independence standard required by the Nasdaq Stock Market.
- One member shall serve as Chairman of the Committee. The members of the Committee shall serve one-year terms, and shall be appointed, and the Chairman shall be determined, by the Board annually.
- Members of the Committee may be removed or replaced by the Board with or without cause. Any member who, subsequent to his or her appointment, ceases to be an independent director, shall resign from the Committee, and if such member fails to resign, the Board shall replace such member.

Committee Meetings - Operating Principles

- The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, at least once each year.
- Meetings of the Committee may be called as needed by the Chairman of the Committee. The Company’s chief executive officer or other senior executive officer may request that the Committee meet for a specific purpose.
- The Committee may meet by telephone or videoconference and may take action by written consent.
- The Committee may engage compensation consultants to assist in the evaluation of director, CEO or executive officer compensation, and, in connection therewith, shall have the authority to determine the terms on which such firm is engaged.

- The Committee shall have the authority to obtain advice and assistance from any officer or employee of the Company or from any outside legal expert or other advisor.
- The Committee may request that members of management or outside consultants and advisors of the Committee, be present to assist the Committee in performing its duties.

Compensation/Employee Benefits Responsibilities

The Committee shall perform the following functions:

- Provide oversight and guidance for compensation and benefit philosophy for all employees of the Company.
- Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and have the sole authority to determine the CEO's compensation level based on this evaluation. This includes salary, annual incentive and long-term incentive programs, whether stock, stock options or other equity-based incentive or cash, and determinations relating to the deductibility of compensation under Section 162(m) of the Internal Revenue Code of 1986.
- Review and approve other significant terms of employment for the CEO.
- Review and approve the compensation, including base salary and incentive awards and other significant terms of employment, for individuals reporting directly to the CEO and holding a position classified as Vice President or higher and any other officer of the Company who is subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended, such officers, together with the CEO being referred to as "Senior Management."
- Review and make recommendations to the Board with respect to incentive compensation plans and equity-based plans. The Committee will serve as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans. The Committee may delegate to one or more executive officers the authority to make grants of stock options and stock awards to eligible individuals who are not executive officers. Any executive officer to whom the Committee grants such authority shall regularly report to the Committee grants so made. The Committee may revoke any such delegation of authority at any time.
- The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee to perform certain of its duties on its behalf including, to the extent permitted by applicable law, the delegation to a subcommittee of at least two directors the authority to grant equity awards.
- Review the performance of Senior Management.
- Review and make recommendations to the Board on matters concerning the directors' annual retainer, as well as any other compensation programs relating to the Board.
- Prepare the report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

Other Responsibilities

- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- Conduct an annual performance evaluation of the Committee.
- Take such further actions or provide such further advice as the full Board may from time to time delegate to the Committee.