

CHINA ECO-FARMING LIMITED
(a company continued into Bermuda with limited liability)

**REMUNERATION COMMITTEE
TERMS OF REFERENCE**

Constitution

1. The board of directors (the “**Board**”) of China Eco-Farming Limited (the “**Company**”, which together with its subsidiaries, the “**Group**”) hereby constitutes and establishes a Remuneration Committee (the “**Committee**”) with authority, responsibility, and specific duties as described below.

Membership and Quorum

2. The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company. A quorum shall be two members. Currently, members of the Committee comprise three independent non-executive directors of the Company.
3. The chairman of the Committee shall be an independent non-executive director of the Company and appointed by the Board.
4. In the case of an equality of votes at a meeting of the Committee, the chairman of the meeting shall have the casting vote.

Authority and Duties

5. The authority of the Committee is derived from the Board, therefore the Committee is obliged to report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.
6. The Committee is authorized by the Board to investigate any activity within the scope of these terms of reference and shall be provided with sufficient resources to perform its duties. It is authorized to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.
7. Each member of the Committee shall disclose to the Committee:
 - (a) any personal financial interest (other than as a shareholder of the Company) in any matter to be decided by the Committee; or
 - (b) any potential conflict of interest arising from a cross-directorship.

Any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions, and shall (if so required by the Board) resign from the Committee.

8. The duties of the Committee shall be:
- (a) to formulate remuneration policy for the approval of the Board, which shall take into consideration factors such as salaries paid by comparable companies, employment conditions and responsibilities, and individual performance of the directors, senior management and general staff. Performance shall be measured against corporate goals and objectives resolved by the Board from time to time; and implement the remuneration policy laid down by the Board;
 - (b) to make recommendations to the Board on the Company's policy and structure for all directors (including chief executive who is an ex-officio) and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (c) to establish guidelines for the recruitment of the senior management;
 - (d) determine the criteria for assessing employee performance which should reflect the Board's goals and objectives;
 - (e) to consider the performance bonus (if any) for executive directors, senior management and general staff (if applicable), having regard to their achievements against the performance criteria and by reference to market norms, and make recommendations to the Board;
 - (f) to review and recommend the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (g) to make recommendations to the Board on the remuneration packages of individual executive directors (including chief executive who is an ex-officio) and senior management of the of the Group, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive directors. The Committee shall consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group;
 - (h) to review and recommend compensation payable to executive directors and senior management of the Group for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
 - (i) to review and recommend compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
 - (j) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;
 - (k) to advise shareholders of the Company with respect to any service contracts of directors of the Group that require shareholders' approval under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited; and
 - (l) to consider other topics and review other documents as may be reasonably requested by the Board from time to time.

Consultation

9. The Committee shall consult the chairman of the Board and/or chief executive about their remuneration proposals for other executive directors of the Company, if any, and, at the expenses of the Company, have access to independent professional advice if necessary.

Secretary

10. The secretary of the Company (or his/her delegate) shall be the secretary of the Committee (the “**Secretary**”).

Meetings

11. The Committee shall meet as and when necessary or as requested by any Committee member. The Committee shall meet at least once every year.
12. Relevant notice, including an agenda and accompanying papers, shall be sent in full to all members of the Committee in a timely manner and at least 7 days before the intended date of the meeting of the Committee (or such other period as agreed by its members).
13. The meetings and proceedings of the Committee are governed by the provisions of the By-laws of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

Reporting Procedures

14. The Secretary shall keep minutes of each Committee meeting. Draft and final versions of minutes of the Committee meetings shall be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time from such meeting.
15. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, unless a conflict of interest exists or for the reasons mentioned in paragraph 5.
16. The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

Revised and adopted by the Board on 19 March 2013