



COMPENSATION COMMITTEE CHARTER of the Compensation Committee of SkyPeople Fruit Juice, Inc.

I. Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of the Company is to discharge the Board of Directors' responsibilities relating to compensation of the Company's executive officers and oversight of plans for executive officer development and succession, to fulfill the responsibilities set forth in this Charter, and to advise the Board on the administration of the Company's executive compensation and benefits programs.

II. Membership

The Compensation Committee shall be comprised of three or more Directors, as determined by the Board, the majority of whom (i) satisfies the independence requirements of the principal stock exchange upon which the Company's common stock is traded, (ii) is a "non-employee Director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "**1934 Act**"), and (iii) is an "outside Director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "**Code**").

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board annually and serve until their successors shall be duly elected and qualified.

III. Duties and Responsibilities

In discharging its responsibilities for management organization, performance, compensation and succession, the Committee shall:

- 1 Consider and authorize the compensation philosophy for the Company's personnel.
- 2 Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate.
- 3 Review and approve corporate goals and objectives relevant to the Chief Executive Officer and other executive officers' compensation, evaluate the Chief Executive Officer and other executive officers performance in light of those goals and objectives and, either as a committee or together with other independent Directors (as directed by the Board of Directors), determine and approve the Chief Executive Officer and other executive officers' compensation based on this evaluation.
- 4 At least once each calendar year, review and approve all compensation for all the non-employee Directors and other employees of the Company or its subsidiaries with a base salary greater than or equal to \$100,000. No member of the Committee will act to fix his or her own compensation except for uniform compensation to Directors for their services as a Director.
- 5 With the input of the Chief Executive Officer, at least once each calendar year, review the performance of principal senior executives.
- 6 Review the terms of the Company's incentive compensation plans, equity-based plans, retirement plans, deferred compensation plans and welfare benefit plans. The Committee shall administer such plans, including determining any incentive or equity-based awards to be granted to members of senior management under any such plan.
- 7 Review and approve executive officer and Director indemnification and insurance matters.
- 8 Review and discuss the Compensation Discussion and Analysis section proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement with management and recommend to the Board whether such section should be so included. In that connection, the Committee shall also review the related tabular and other disclosures about Director and executive compensation proposed by management for inclusion in such Annual Report and proxy statement.
- 9 Prepare and approve the Committee report to be included as part of the Company's annual proxy statement.
- 10 Evaluate its own performance on an annual basis and report on such performance to the Board.
- 11 Review and reassess this Charter at least once each fiscal year and submit any recommended changes to the Board for its consideration.
- 12 Have such other powers and functions as may be assigned to it by the Board from time to time.

The Committee may delegate authority granted hereunder, to the extent permitted under applicable law, to a subcommittee of the Committee, management or any executive officer in order to ensure compliance with legal and regulatory obligations, to ensure timely decision-making or for other purposes. Delegation to executive officers or management may only occur with respect to matters affecting employees other than the person to whom authority is delegated and other than executive officers.



IV. Meetings

The Committee shall meet on the call of its Chairman. The Chairman shall preside over all regular sessions of the Committee and set the agendas for Committee meetings. The Chairman shall report regularly on the Committee's activities and actions to the Board, including at each Board meeting that shortly follows any Committee meeting. The Committee shall keep regular minutes of its meetings and report the same to the Board from time to time and upon request.

V. Committee Resources and Advisors

The Committee shall have the authority, at the expense of the Company, to retain outside compensation consultants, legal counsel or other independent third-party experts, as it shall deem necessary to carry out its duties, without Board or management approval.