

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS OF
DEYU AGRICULTURE CORP.
ON EXECUTIVE COMPENSATION DETERMINATION PROCEDURE**

The undersigned, being all of the directors of Deyu Agriculture Corp., a corporation of the State of Nevada (the "Corporation"), does hereby authorize and approve the actions set forth in the following resolutions in lieu of a board meeting, and does hereby consent to the following action of this Corporation, which actions are deemed effective as of the date hereof:

WHEREAS, the board of directors (the "Board") of the Corporation is currently comprised of five (5) members, among whom three (3) are independent directors (the "Independent Directors") pursuant to applicable rules and regulations adopted by the Securities and Exchange Commission ("SEC") and the Nasdaq Stock Market; and

WHEREAS, the Corporation recognizes that it is in the best interest of its stockholders to increase insight into its director nominations process.

NOW THEREFORE, be it:

RESOLVED, that compensation of the Corporation's executive officers, including, but not limited to, chief executive officer, chief financial officer, must be determined by Independent Directors constituting the majority of the Board's Independent Directors in a vote in which only Independent Directors may participate; and be it

FURTHER RESOLVED, that the chief executive officer may not be present during voting or deliberations of any matters related to his/her compensation; and be it

FURTHER RESOLVED, that each of the officers of the Corporation be, and they hereby are authorized and empowered to execute and deliver such documents, instruments and papers and to take any and all other action as they or any of them may deem necessary or appropriate for the purpose of carrying out the intent of the foregoing resolutions; and that the authority of such officers to execute and deliver any such documents, instruments and papers and to take any such other action shall be conclusively evidenced by their execution and delivery thereof or their talking thereof.

Dated: August 19, 2010