

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS OF
DEYU AGRICULTURE CORP.
ADOPTING POLICY ON THE DIRECTOR NOMINATION PROCESS**

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 the Independent Directors shall be responsible for identifying individuals qualified to become Board members and its committees, and recommending candidates for the Board's selection as director nominees for election at the next annual or other properly convened meeting of shareholders in accordance with the Corporation's by-laws and other applicable laws and regulations; and

FURTHER RESOLVED, that such director nominees shall be selected, or recommended for the Board's selection by Independent Directors constituting a majority of the Board's Independent Directors in a vote in which only Independent Directors participate;

FURTHER RESOLVED, that the Independent Directors shall identify candidates for director nominees through recommendations solicited from non-management directors, the Corporation's Chairman and Chief Executive Officer or other executive officers, through the use of search firms or other advisors, through recommendations submitted by shareholders below or through such other methods as the board deems helpful. The Independent Directors shall also consider director candidates recommended by the Corporation's shareholders; and be it

FURTHER RESOLVED, that, once a candidate has been identified, the Independent Directors shall confirm that in the event that such candidate is approved and appointed by the majority shareholders of the Corporation, a majority of the members of the Board shall continue to meet the independence requirements set forth in applicable rules and regulations of the SEC and the Nasdaq Stock Market; and be it

FURTHER RESOLVED, that the Independent Director shall confirm that an identified candidate shall meet the minimum qualifications for director nominees as set forth in Exhibit A attached hereto. The Independent Directors shall meet to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board; and be it

FURTHER RESOLVED, that the Independent Directors shall consider director candidates recommended by shareholders of the Corporation, *provided that* such recommendation is made in accordance with the procedures set forth in Exhibit B attached hereto; and be it

FURTHER RESOVLED, that there shall be no difference in the manner by which the Independent Directors evaluate director nominees, whether nominated by the Board or by a shareholder; 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.

Exhibit A

MINIMUM QUALIFICATIONS

The Corporation requires its directors to possess certain minimum qualifications, including the following:

- ***Adequate Experience.*** Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Corporation and should be willing and able to contribute positively to the decision-making process of the Corporation
- ***No Conflicts of Interest.*** Nominees must be free from any relationship that, in the opinion of the Board or the Committee, would interfere with, or have the appearance of interfering with, the exercise of his or her independent judgment as a member of the Board or of a Board committee, including any conflicts of interest stemming from his or her institutional or other affiliations, and candidates should be able to act in the interests of all shareholders.
- ***Other Qualities and Skills.*** The Corporation also considers the following qualities and skills in its selection of directors:
 - knowledge of the Corporation's business and industry;
 - prior education;
 - demonstrated ability to exercise sound business judgment;
 - reputation for integrity and high moral and ethical character;
 - potential to contribute to the diversity of viewpoints, backgrounds, or experiences of the Board as a whole;
 - age; and
 - diligence and dedication to the success of the Corporation.

Exhibit B

SHAREHOLDER RECOMMENDATION PROCEDURE

The Board will consider candidates for director nominees who are recommended by shareholders of the Corporation. Shareholders, in submitting recommendations to the Board for director candidates, shall follow the following procedures:

- The Board must receive any such recommendation for nomination by a date not later than the close of business on the 120th calendar day prior to the date the Corporation's proxy statement was filed with the Securities and Exchange Commission ("SEC") in connection with the previous year's annual meeting of shareholders or special meeting in lieu of annual meeting of shareholders
- Such recommendation for nomination shall be in writing and shall include the following information:
 - name of the shareholder, whether an entity or an individual, making the recommendation;
 - a written statement disclosing such shareholder's beneficial ownership of the Corporation's shares;
 - name of the individual recommended for consideration as a director nominee;
 - a written statement from the shareholder making the recommendation stating why such recommended candidate would be able to fulfill the duties of a director;
 - a written statement from the shareholder making the recommendation stating how the recommended candidate meets the independence requirements established by the Nasdaq Stock Market, Inc. or any other exchange upon which the securities of the Corporation are traded (collectively, with the Nasdaq Stock Market, "Nasdaq");
 - a written statement disclosing the recommended candidate's beneficial ownership of the Corporation's shares; and
 - a written statement disclosing relationships between the recommended candidate and the Corporation which may constitute a conflict of interest.

Nominations may be communicated to the Board via U.S. Mail, courier or expedited delivery service to the address below:

**Deyu Agriculture Corp.
Room 808, Tower A
Century Centre, 8 North Star Road
Beijing, People's Republic of China**