SHUANGDENG GROUP CO., LTD.

RULES OF PROCEDURES OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the selection and appointment of directors, general managers and other senior management members of Shuangdeng Group Co., Ltd. (the "Company"), optimize the composition of the board of directors, and improve the corporate governance structure, the board of directors of the Company has established the nomination committee of the board of directors (the "Nomination Committee") and formulated these rules of procedures in accordance with the relevant provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), the Articles of Association of Shuangdeng Group Co., Ltd. (the "Articles of Association") and others.

Article 2 The Nomination Committee is a specialized working body under the board of directors, mainly responsible for selecting and recommending the qualifications for directors and senior management nominated by nominees with nomination rights as specified in the Articles of Association, reporting to the board of directors, and be accountable to the board of directors.

CHAPTER 2 COMPOSITION

Article 3 The members of the Nomination Committee shall consist of at least three directors with an odd number of members, of whom the majority shall be independent non-executive directors.

Article 4 The members of the Nomination Committee shall be nominated by the chairperson, more than half of the independent non-executive directors, or one-third of all directors, and elected by the board of directors.

Article 5 The Nomination Committee shall have one chairperson (convener), who shall be the chairperson of the board of directors or a member being an independent non-executive director, and shall be responsible for presiding over the work of the Nomination Committee; the chairperson shall be nominated by the Nomination Committee and elected or dismissed by more than half of the members of the Nomination Committee. The chairperson shall designate another member to act on his/her behalf when he/she is unable to perform his/her duties.

Article 6 The term of office of the Nomination Committee shall be the same as that of the board of directors. A member may stand for re-election upon the expiration of his/her term of office. If any member ceases to be a director of the Company during the period of office, his/her membership shall automatically be terminated, and the vacancy shall be filled in a timely manner in accordance with the provisions of these rules.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 7 The main duties and authorities of the Nomination Committee are:

(I) to advise the board of directors, at least annually, on its composition and number of members based on the Company's business activities, asset size and equity structure;

(II) to study and make recommendations on the criteria and procedures for selecting directors and senior management;

(III) to extensively search for qualified candidates to serve as directors and senior management;

(IV) to review and make recommendations on the candidates for directors and senior management;

(V) to review and make recommendations on candidates for other senior management who subject to be appointed by the board of directors;

(VI) to assess the independence of independent non-executive directors;

(VII) to establish and maintain policies regarding the diversity of the board of directors and review regularly, and disclose the policies or summary of the policies in the Company's annual report;

(VIII) to identify suitably qualified individuals for appointment as additional directors or to fill the vacancies of the board of directors as and when vacancies arise, and making recommendations to the board of directors on the selection and nomination of such persons; in identifying suitable candidates, the Nomination Committee shall take into full consideration whether the knowledge structure and experience of the board of directors members complement each other, and the balance and independence of the composition of the board of directors, and shall choose from a wide range of candidates based on objective criteria, taking into account the benefits of the diversity of the members of the board of directors and in light of the Group's business needs, so that members of the board of directors possess proper ability, experience and diversified perspectives to support the Company in realizing strategic objectives, maintaining competitive strengths and achieving sustainable development;

(IX) the Nomination Committee shall make recommendations to the board of directors on the re-appointment of non-executive directors (including independent non-executive directors) upon the expiry of their terms of office, and make recommendations on matters in relation to the election or re-election of directors by shareholders, and the continuation in office of any director at any time; where the board of directors decides to propose a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (1) the process used for identifying the individual and the reasons of the belief of the board of directors on the election and independence of such individual; (2) if the proposed independent non-executive director will be holding the directorship of the seventh (or more) issuer listed on the listing company, why the board of directors believes the individual would still be able to devote sufficient time to the board of directors; (3) the perspectives, skills and experience that the individual can bring to the board of directors; and (4) how the individual contributes to diversity of the board of directors;

(X) to inspect the Company's compliance with the Corporate Governance Code in Appendix C1 to the Hong Kong Listing Rules and the Company's disclosures of information in the Corporate Governance Report;

(XI) other matters authorized by the board of directors.

Article 8 The Nomination Committee shall be accountable to the board of directors, and shall submit its proposals to the board of directors for consideration and decision; relevant departments of the Company should cooperate with the Nomination Committee in its performance of duties.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 9 Directors nominated by the board of directors shall have the nomination proposal, detailed information on the nominated candidates and the candidates' letters of commitment submitted to the Nomination Committee of the board of directors by the office of board of directors of the Company ten days prior to the convention of board meeting. The Nomination Committee shall review their qualifications and report to the board of directors.

Article 10 The Nomination Committee shall, in accordance with relevant laws, administrative regulations, other normative documents, the Hong Kong Listing Rules and the Articles of Association, and in combination with the Company's actual circumstances, study the conditions for election, selection procedures and term of office for the Company's directors and senior management. After forming a resolution, it files it for record and submits it to the board of directors for approval, and implement them accordingly.

Article 11 Senior management nominated by the chief executive officer shall have their detailed information submitted to the Nomination Committee of the board of directors by the office of board of directors ten days prior to the convention of board meeting. The Nomination Committee shall review their qualifications and report to the board of directors.

Article 12 If the Nomination Committee considers that the nominated directors and senior management are not qualified for appointment, it shall provide feedback on its review to the nominator ten days prior to the convention of board meeting.

CHAPTER 5 RULES OF PROCEDURE

Article 13 The Nomination Committee meetings are divided into regular meetings and extraordinary meetings. Regular meetings of the Nomination Committee shall be convened at least once a year, and shall be notified to all members of the committee 5 days before the date of the regular meeting.

An extraordinary meeting of the Nomination Committee shall be notified to all members 3 days before convening the meeting. The aforesaid notice period may be waived under unanimous consent of all members. In case that the chairperson is unable to attend the meeting, he/she may appoint another member of the Committee (an independent non-executive director) to preside over the meeting.

Article 14 Nomination Committee meetings shall be held with attendance by more than two-thirds (inclusive) of the members. Each member shall have one vote. Resolutions proposed at the meetings must be passed by a majority of all members.

Article 15 Nomination Committee meeting voting shall be by show of hands or ballot; meetings may be held by correspondence voting when necessary.

Article 16 When necessary, Nomination Committee meetings may invite directors and senior management of the Company to attend meetings. If necessary, the Nomination Committee may engage intermediary institutions to provide professional opinions for its decision-making, with costs borne by the Company.

Article 17 Nomination Committee meetings shall be recorded, and members attending meetings shall sign the meeting records. Meeting records shall be kept by the board secretary of the Company.

Article 18 Resolutions and poll results passed by Nomination Committee meetings shall be reported to the board of directors of the Company in writing.

Article 19 Members and person attending meetings have confidentiality obligations regarding matters discussed at meetings and shall not disclose relevant information without authorization.

CHAPTER 6 ANNUAL GENERAL MEETING

Article 20 The chairperson of the Nomination Committee is required to attend the annual general meeting of the Company and be prepared to answer any questions raised by shareholders on matters relating to the duties of the Nomination Committee.

Article 21 If the chairperson of the Nomination Committee is unable to attend the annual general meeting of the Company, he/she must make arrangement for another committee member (or, if such member is unable to attend, his/her duly appointed proxy) to attend the general meeting. Such person shall be prepared to answer questions raised by shareholders regarding the work of the Nomination Committee at the annual general meeting.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 22 For matters not covered in these rules of procedures, relevant laws, regulations of China, the rules or guidelines of the relevant exchanges and the provisions of the Articles of Association shall apply. In case these rules of procedures conflicts with laws and regulations promulgated by China, rules or guidelines issued by relevant exchanges or the Articles of Association, the provisions of relevant laws and regulations of China and Articles of Association shall apply, and amendments shall be made and submitted to the board of directors of the Company for consideration and approval.

Article 23 The term "above" and "at least" mentioned in these rules of procedures includes the original number; "more than half" do not include the original number.

Article 24 These rules shall be construed by the board of directors of the Company.

Article 25 These terms shall come into effect upon the approval by a resolution of the Board.

Shuangdeng Group Co., Ltd.