SHUANGDENG GROUP CO., LTD.

RULES OF PROCEDURES OF THE REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further establish the remuneration and assessment management system for directors, chief executive officer and other senior management of Shuangdeng Group Co., Ltd. (the "Company"), and improve the corporate governance structure, the board of directors of the Company has established the remuneration committee of the board of directors (the "Remuneration Committee") and formulated these rules 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 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 Remuneration Committee is a specialized working body under the board of directors, mainly responsible for formulating assessment standards for the directors, managers and other senior management of the Company and conducting assessment; formulating and reviewing remuneration policies and plans for directors, managers and other senior management of the Company.

Article 3 The term "directors" used in these rules shall refer to all of the directors who receive remuneration from the Company; managers and other senior management refer to the chief executive officer, vice president, board secretary and chief financial officer appointed by the board of directors. Directors who do not receive remuneration from the Company are not included in the scope of assessment under these rules.

CHAPTER 2 COMPOSITION

Article 4 The members of the Remuneration Committee shall consist of more than three directors with an odd number of members, of whom the majority shall be independent non-executive directors.

Article 5 The members of the Remuneration Committee shall be nominated by the chairman, more than half of the independent non-executive directors or one-third of all directors, and elected or dismissed by more than half of all directors.

Article 6 The Remuneration Committee shall have one chairperson (convener), who shall be a member being an independent non-executive director, and shall be responsible for presiding over the work of the committee; the chairperson shall be nominated by the Remuneration Committee within the independent non-executive director, and elected or dismissed by more than half of the members of the Remuneration Committee.

Article 7 The term of office of the Remuneration 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, he/she shall automatically lose his/her membership, and the board of directors shall fill the vacancy in accordance with the provisions of Articles 4 to 6 above.

Article 8 The Remuneration Committee has established a working group as its daily administrative body, with the human resources department of the Company serving as the lead unit. The working group is responsible for daily communication and meeting organization. Members of the working group do not need to be members of the Remuneration Committee.

CHAPTER 3 DUTIES AND AUTHORITIES

Article 9 The main duties and authorities of the Remuneration Committee are:

(I) to study the assessment standard of directors, chief executive officer and other senior management, conduct assessment and make recommendations;

(II) to formulate remuneration plans or schemes in accordance to the main scope, responsibilities and importance of the management positions of directors, chief executive officers and other senior management, and with reference to the remuneration levels of other relevant companies and relevant positions; the remuneration plans or schemes include, but are not limited to, performance assessment standards, procedures and main evaluation systems, as well as main reward and punishment schemes and systems;

(III) to make recommendations to the board of directors in accordance to the establishment of a formal and transparent procedure;

(IV) to review and approve the remuneration proposals of management in accordance with corporate objectives and aims set by the board of directors;

(V) to make recommendation to the board of director in accordance to the remuneration packages for individual executive directors and senior management (including nonmonetary benefits, pensions and payment of compensation (including the compensation for losing or terminating the office or appointment));

(VI) to review the performance of the directors (non-independent non-executive directors), chief executive officer and other senior management of the Company in fulfilling their duties and conduct annual performance evaluations for them;

(VII) to monitor the implementation of the remuneration system of the Company;

(VIII) to ensure that no director or any of his/her associates (as defined in the Hong Kong Listing Rules) is involved in determining his/her own remuneration;

(IX) to review and/or approve matters relating to share schemes as described in Chapter 17 of the Hong Kong Listing Rules;

(X) the Remuneration Committee shall consult with the chief executive officer regarding the remuneration proposals of other executive directors;

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

Article 10 The board of directors has the right to veto remuneration plans or schemes that are detrimental to the interests of all shareholders.

Article 11 The remuneration plans for directors of the Company proposed by the Remuneration Committee shall be subject to the approval of the board of directors and may be implemented only upon the consideration and approval of the general meeting. The remuneration distribution plan for chief executive officer and senior management of the Company shall be subject to the board of directors' approval.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 12 The working group under the Remuneration Committee is responsible for the preliminary preparatory work for the Remuneration Committee's decision-making and provides the Company with information on the following aspects:

(I) to provide key financial indicators and operational target achievement status for the Company;

(II) the scope of responsibilities and primary duties of the chief executive officer and other senior management of the Company;

(III) to provide the performance of completion of indicators involved in the performance evaluation system for the positions of directors, chief executive officer and other senior management of the Company;

(IV) to provide status on the business innovation capabilities and profit-making capabilities, as well as operational performance of the directors, chief executive officer and other senior management of the Company;

(V) to provide relevant calculation bases for determining remuneration distribution plans and distribution methods based on the performance of the Company.

Article 13 The assessment procedures of the Remuneration Committee for the directors, chief executive officer and other senior management of the Company:

(I) The directors, chief executive officer and other senior management of the Company report on his/her work to the board of directors and conduct self-evaluations;

(II) The Remuneration Committee evaluates performance of the directors, chief executive officer and other senior management of the Company in accordance with performance evaluation standards and procedures;

(III) to propose the amount of remuneration and reward methods for the directors, chief executive officer and other senior management of the Company based on the results of work performance evaluations and remuneration distribution policies, and submit to the board of directors of the Company after approval by vote.

CHAPTER 5 RULES OF PROCEDURE

Article 14 The Remuneration Committee meetings are divided into regular meetings and extraordinary meetings. Regular meetings shall be convened at least once a year. All members shall be notified three days prior to the meeting of the Remuneration Committee. The meeting shall be convened and chaired by the chairperson. In case that the chairperson is unable to attend the meeting, he/she may appoint one member of the Committee to preside over the meeting.

Article 15 Remuneration 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 16 Remuneration Committee meeting voting shall be by show of hands or ballot; meetings may be held by correspondence voting when necessary.

Article 17 When necessary, Remuneration Committee meetings may invite other directors and senior management of the Company to attend meetings.

Article 18 If necessary, the Remuneration Committee may engage intermediary institutions to provide professional opinions for its decision-making, with costs borne by the Company.

Article 19 When a subject related committee member or members is under discussion in the meeting of Remuneration Committee, he/she shall excuse himself/herself from the discussion.

Article 20 The procedures of convening a Remuneration Committee meeting, method of voting thereat and remuneration policy and distribution plan passed thereby must be in accordance with provisions of pertinent laws, regulations, the Articles of Association and these rules.

Article 21 Remuneration 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 22 Resolutions and poll results passed by Remuneration Committee meetings shall be reported to the board of directors of the Company in writing.

Article 23 Members attending meetings have confidentiality obligations regarding matters discussed at meetings and shall not disclose relevant information without authorization.

CHAPTER 6 ANNUAL GENERAL MEETING

Article 24 The chairman of the Remuneration 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 Remuneration Committee.

Article 25 If the chairman of the Remuneration 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 Remuneration Committee at the annual general meeting.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 26 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 the content of these rules of procedures conflicts with laws and regulations promulgated by China in future, rules or guidelines issued by relevant exchanges or the Articles of Association amended through legal procedures, the provisions of relevant laws and regulations of China and Articles of Association shall apply, and amendments to these rules shall be made immediately and submitted to the board of directors of the Company for consideration and approval.

Article 27 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 28 These rules shall be construed by the board of directors of the Company.

Article 29 These terms shall come into effect upon the approval by a resolution of the Board of the Company.

Shuangdeng Group Co., Ltd.