

EXHIBIT “A”

**UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

Bai v. TCP International Holdings, Ltd., et al. No. 1:16-cv-00102

**NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED SETTLEMENT,
SETTLEMENT FAIRNESS HEARING, AND MOTION FOR AWARD OF ATTORNEYS'
FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

TO: All Persons who purchased or otherwise acquired TCP International Holdings Ltd. (“TCPI”) common stock on the public market between May 9, 2015, and November 5, 2015 (the “Class Period”) inclusive, and were damaged thereby.

Excluded from the Class are Defendants, Officers and Directors of TCPI, and their families and affiliates.

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Northern District of Ohio, that a hearing will be held on **February 1, 2018 at 10:00 a.m.**, before the Honorable Donald C. Nugent, United States District Judge, in Courtroom 15A of the United States District Court for the Northern District of Ohio, Carl B. Stokes United States Court House, 801 West Superior Avenue, Cleveland, Ohio, to determine, among other things: (1) whether the proposed Settlement of the Class’s claims against the Defendants for \$1,100,000.00 should be approved as fair, reasonable and adequate; (2) whether the application by Lead Counsel for an award of attorneys’ fees and expenses should be approved; and (3) whether an application for reimbursement of costs and expenses of Lead Plaintiff members should be granted.

If you purchased or otherwise acquired TCPI common stock trading under ticker symbol TCPI during the Class Period, your rights may be affected by this Action and the Settlement thereof. You may obtain a detailed Notice of Pendency of Class Action and Proposed Settlement, Settlement Fairness Hearing, and Motion for Award of Attorneys’ Fees and Reimbursement of Litigation Expenses (the “Notice”) and Proof of Claim and Release Form, free of charge by contacting the Claims Administrator, by mail at: TCP Int’l Litigation, c/o Strategic Claims Services, P.O. Box 230, 600 N. Jackson Street, Suite 3, Media, PA 19063; by telephone at: 866-274-4004; or by visiting the website at: www.strategicclaims.net/TCP and downloading the documents.

If you are a member of the Class and wish to share in the Settlement money, you must submit a Proof of Claim postmarked no later than **March 5, 2018** establishing that you are entitled to recovery. As further described in the Notice, you will be bound by any judgment entered in the Action, regardless of whether you submit a Proof of Claim, unless you exclude yourself from the Class, in accordance with the procedures set forth in the Notice, postmarked by no later than **January 12, 2018**. Any objections to the Settlement, Plan of Allocation or attorney’s fees and expenses must be filed, in accordance with the procedures set forth in the Notice, to be received no later than **January 12, 2018**.

Inquiries, other than requests for the Notice, may be made to Lead Counsel for the Class: Leigh Handelman Smollar, Pomerantz LLP, 10 South La Salle Street, Ste. 3505, Chicago, IL 60603, Telephone: 312-377-1181.

**INQUIRIES SHOULD NOT BE DIRECTED TO THE COURT, THE CLERK’S OFFICE,
THE DEFENDANTS, OR DEFENDANTS’ COUNSEL**

DATED: JULY 28, 2017

**BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE
NORTHERN DISTRICT OF OHIO**

PROOF OF CLAIM AND RELEASE FORM

A. GENERAL INSTRUCTIONS & INFORMATION

1. You are urged to read carefully the accompanying Notice Of Pendency Of Class Action, Motion For Attorneys' Fees And Expenses, And Motion For Award Of Attorneys' Fees And Reimbursement Of Litigation Expenses (the "Notice"). All capitalized terms used herein shall have the same meaning as defined in the Notice.

2. To file a claim and recover under the Settlement of this Litigation, you must submit this Proof of Claim Form and Release (the "Proof of Claim"). However, such filing is not a guarantee that you will share in the proceeds of the Settlement in the Litigation.

3. You must mail your completed and signed Proof Of Claim postmarked on or before March 5, 2018, addressed to the Claims Administrator at:

TCP Int'l Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 3, Media, PA 19063
Tel.: 866-274-4004
info@strategicclaims.net
www.strategicclaims.net/TCP

4. If you are a Class Member and you do not timely request exclusion, you will be bound by the terms of any judgment entered in the Litigation.

5. If you are **not** a Class Member, **do not** submit a Proof of Claim.

6. If you need assistance filling out this Proof of Claim, please contact the Claims Administrator.

B. INSTRUCTIONS FOR FILLING OUT THE PROOF OF CLAIM FORM

Important additional information regarding the Settlement and this Proof of Claim is contained in the accompanying Notice. Please refer to the Plan of Allocation set forth in the accompanying Notice for a detailed explanation of how a Claimant's Recognized Loss will be calculated.

1. In order to be eligible to participate in the distribution of the Settlement Fund, a claimant ("Claimant") must have purchased or otherwise acquired TCPI common stock during the period between May 9, 2015, and November 5, 2015, inclusive (the "Class Period").

2. The submission of a Proof of Claim does not ensure that your claim will be upheld or that you will share in any recovery. All claims are subject to verification and investigation. You may be requested to provide further information.

3. All claims must be made by persons or entities who were beneficial owners (as opposed to record holders or nominees) of shares of TCPI common stock. (Brokerage firms, banks and other nominees are requested to transmit copies of the Notice and Proof of Claim to their present or former customers who were such beneficial owners. See Notice, Section X). If shares of TCPI common stock were owned jointly, all joint owners must complete and sign the Proof of Claim.

4. Executors, administrators, guardians, conservators and trustees may complete and sign the Proof of Claim on behalf of persons or entities represented by them, but they must identify such persons

or entities and provide proof of their authority (e.g., powers of attorney or currently effective letters testamentary or letters of administration) to do so.

5. You must file a separate Proof of Claim for each differently named account or ownership, such as an individual account, an IRA account, a joint account, a custodial account, etc. Joint tenants, co-owners or custodians UGMA should file a single claim. Claimants who file one or more claims (e.g., one in Claimant's name and one for an IRA or joint ownership) must identify the other claims filed.

6. There will be no Recognized Loss attributed to any TCPI securities other than common stock.

7. The date of purchase and/or sale of shares of TCPI common stock is the "trade" date and not the "settlement" date.

8. The first-in, first-out basis ("FIFO") will be applied to both purchases and sales.

9. Exercise or assignment of option contracts will be considered to be purchases or sales of common stock.

10. The date of covering a "short sale" is deemed to be the date of purchase of TCPI common stock; and the date of a "share sale" is deemed to be the date of sale of TCPI common stock. Shares originally sold short will have a Recognized Loss of zero.

11. No cash payment will be made on a claim where the potential distribution is less than \$10.00.

12. You must attach to your claim form copies of brokerage confirmations, monthly statements or other documentation of your transactions in TCPI common stock in order for your claim to be valid. If such documents are not available, a complete list of acceptable supporting documentation can be found on the settlement website: www.strategicclaims.net/TCP. Failure to provide this documentation could delay verification of your claim or could result in rejection of your claim.

13. If you have any questions or need additional Proofs of Claim, contact the Claims Administrator via the information set forth in the preceding paragraph. You may make photocopies of this form.

Bai v. TCP International Holdings, Ltd. et al.

PROOF OF CLAIM

Must be received by the Claims Administrator postmarked no later than March 5, 2018

C. CLAIMANT IDENTIFICATION

Please Type or Print

Beneficial Owner's Name *(as it appears on your brokerage statement)*

Joint Beneficial Owner's Name *(as it appears on your brokerage statement)*

Street Address

City

State

Zip Code

Foreign Province

Foreign Country

Social Security Number

or

Taxpayer Identification Number

Area Code Telephone Number (Day)

Area Code Telephone Number (Evening)

Facsimile Number

E-Mail Address

D. SCHEDULE OF TRANSACTIONS IN TCPI COMMON STOCK

1. State the total number of shares of TCPI common stock owned at the close of trading on May 8, 2015 (if none, enter "0"; if other than zero, must be documented): _____
2. Separately list each and every **purchase** of TCPI common stock during the period May 9, 2015 and February 3, 2016, inclusive, and provide the following information (must be documented):

Trade Date (list chronologically) Month/Day/Year	Number of Shares Purchased	Price Per Share (excluding commissions, taxes and other fees)

3. Separately list each and every **sale** of TCPI common stock during the period May 9, 2015 and February 3, 2016, inclusive, and provide the following information (must be documented):

Trade Date (list chronologically) Month/Day/Year	Number of Shares Sold	Price Per Share (excluding commissions, taxes and other fees)

4. State the total number of shares of TCPI common stock owned at the close of trading on February 3, 2016 (if none, enter "0"; if other than zero, must be documented): _____

If you need additional space, attach the required information on separate, numbered sheets in the same format as above and print your name and Social Security or Taxpayer Identification number at the top of each additional sheet.

YOU MUST ALSO READ THE RELEASE AND SIGN THE CERTIFICATION OR THE W-9 CERTIFICATION BELOW

E. SUBMISSION TO JURISDICTION OF THE COURT

By submitting this Proof of Claim Form and Release, I/we, and every Class member I/we represent, submit to the jurisdiction of the United States District Court for the Northern District of Ohio for purposes of this Action and the Settlement of the Action, as reflected in the Stipulation of Settlement (the "Settlement"). I/We further agree to be bound by the orders of the Court, agree that this Proof of Claim Form, my/our status or the status of the Class member I/we represent as a Claimant and the allowable amount of this claim will be subject to review and further inquiry, and that I/we will furnish such additional documentation with respect to this Proof of Claim as may be required.

F. RELEASE

To receive the payment under the Settlement, if the Settlement is approved, you must release all “Released Claims,” including “Unknown Claims,” against the “Released Persons.”

“**Released Claims**” means any and all claims (including Unknown Claims as defined below), duties, debts, demands, rights, disputes, suits, matters, damages, losses, obligations, proceedings, issues, judgments, liabilities, and causes of action of every nature and description whatsoever (including, but not limited to, any claims for damages, whether compensatory, consequential, special, punitive, exemplary or otherwise; restitution, rescission; interest; attorneys’ fees; expert or consulting fees; and any other costs, expenses, charges, or liability whatsoever), whether based on federal, state, local, statutory, common, administrative, or foreign law or any other law, rule or regulation, or at equity, whether known or unknown, contingent or absolute, mature or immature, discoverable or undiscoverable, whether concealed or hidden, suspected or unsuspected, liquidated or unliquidated, accrued or unaccrued, matured or unmatured, at law or in equity, whether class, derivative, or individual in nature, which now exist, or heretofore have existed, been asserted, or that could have been asserted by the Lead Plaintiff or any member of the Settlement Class against Defendants, TCPI, and their respective Related Persons based upon, arising out of, or relating in any way to: (i) the allegations, matters, facts, transactions, events, occurrences, disclosures, statements, acts, omissions, or failures to act that were or could have been alleged in the Litigation, or (ii) the purchase, acquisition, disposition, sale, or retention of TCPI securities by Lead Plaintiff or any member of the Settlement Class during the Settlement Class Period. Expressly excluded from Released Claims are the matters set forth in ¶ 5.5 of the Stipulation.

“**Released Persons**” means each and all of the Defendants and their respective Related Persons.

“**Unknown Claims**” means any and all claims, of every nature and description, that Lead Plaintiff and/or any member of the Settlement Class does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons which, if known by him, her, or it, would or might have affected his, her, or its settlement with and release of the Released Persons, or would or might have affected his, her, or its decision not to object to this Settlement or not to exclude himself, herself, or itself from the Settlement Class or to release the Released Claims. Lead Plaintiff and members of the Settlement Class may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiff upon the Effective Date shall expressly, fully, finally, and forever settle and release, and each member of the Settlement Class, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiff shall expressly waive, and each of the members of the Settlement Class shall have expressly waived, any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law or foreign law, which is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiff acknowledges, and the members of the Settlement Class shall be deemed by operation of the Judgment to have acknowledged, that the inclusion of Unknown Claims in the definition of Released

Claims and the foregoing waiver were separately bargained for and a key element of the Settlement of which this release is a material and essential part.

G. REPRESENTATIONS

I/We acknowledge that I/we have read the Notice, and that pursuant thereto I/we file this claim to participate in the Settlement.

I/We hereby warrant and represent that neither I/we, nor any person I/we represent, is a Defendant (as defined in the Notice) with respect to any of the claims asserted in the Litigation, a member of the immediate family of any of the Individual Defendants, or a person or entity who has requested exclusion from the Class.

I/We hereby warrant and represent that I am/we are authorized to execute and deliver this Proof of Claim Form and Release.

H. CERTIFICATION

I/We certify that I am/we are not subject to backup withholding. **(If you have been notified by the IRS that you are subject to backup withholding, strike out the previous sentence.)**

I/We declare and affirm under penalties of perjury that the foregoing information and the documents attached hereto, including the Social Security or Taxpayer Identification Number shown on this Proof of Claim, are true, correct and complete to the best of my/our knowledge, information and belief, and that this Proof of Claim was executed this _____ day of _____, 201__ in _____(City) _____(State/Country).

Signature of Claimant

(Print your name here)

Signature of Joint Claimant, if any

(Print your name here)

Signature of person signing on behalf of Claimant

(Print your name here)

Capacity of person signing on behalf of Claimant, if other than an individual, (e.g., Executor, President, Custodian, etc.)

TCP Int'l Litigation
c/o Strategic Claims Services
600 N. Jackson St., Ste. 3
Media, PA 19063

IMPORTANT LEGAL DOCUMENT – PLEASE FORWARD

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT
AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Remember to sign the above Release and Certification.
2. Remember to attach only **copies** of acceptable supporting documentation, a complete list of which can be found on the settlement website: www.strategicclaims.net/TCP
3. Do not send originals of securities certificates.
4. Keep copies of the completed claim form and documentation for your own records.
5. If your address changes in the future, or if these documents were sent to an old or incorrect address, please send the Claims Administrator **written** notification of your new address.
6. If you have any questions or concerns regarding your claim, you can contact the Claims Administrator by phone: 866-274-4004, or by mail at:

TCP Int'l Litigation
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 3, Media, PA 19063
www.strategicclaims.net/TCP

IMPORTANT LEGAL INFORMATION