

**UNITED STATES DISTRICT COURT  
FOR SOUTHERN DISTRICT OF NEW YORK**

JOY SINGH, Individually And On Behalf Of All Others  
Similarly Situated,

Plaintiff,

v.

TRI-TECH HOLDING, INC.; WANZONG ZHAO a/k/a  
WARREN ZHAO; YUNXIANG FAN a/k/a PHIL FAN;  
GUANG CHENG a/k/a GAVIN CHENG; PENGYU DONG  
a/k/a PETER DONG; ERIC HANSON, PETER ZHOU, JOHN  
MCAULIFFE, PEIYAO ZHANG, DA-ZHUANG GUO,  
MING ZHU, DAVID HU, XIAOPING ZHOU, and ROBERT  
W. KRAFT,

Defendants.

No: 13-CV-9031 (KMW)

**NOTICE OF PENDENCY AND  
PROPOSED SETTLEMENT OF CLASS ACTION**

If you purchased the common stock (“Stock”) of Tri-Tech Holding Inc. (“Tri-Tech” or the “Company”) between September 10, 2009 and December 12, 2013, inclusive (“Class Period”), you could get a payment from a class action settlement (the “Settlement”).

*Under law, a federal court has authorized this notice.*

- If approved by the Court, the settlement will provide \$975,000, plus interest (the “Settlement Amount”), to pay claims of investors who purchased Tri-Tech Stock during the period between September 10, 2009 and December 12, 2013, inclusive.
- The Settlement represents an average recovery of \$0.18 per share of Tri-Tech Stock for the 5.5 million shares available for trade during the Class Period. A share may have been traded more than once during the Class Period. This estimate solely reflects the average recovery per outstanding share of Tri-Tech Stock. The indicated average recovery per share will be the total average recovery for all purchasers of that share. This is not an estimate of the actual recovery per share you should expect. Your actual recovery will depend on the aggregate losses of all Class Members, the date(s) you purchased and sold Tri-Tech Stock, and the total number and amount of claims filed.
- Attorneys for Lead Plaintiffs (“Class Counsel”) intend to ask the Court to award them fees of up to \$325,000 or thirty-three and one-third percent (33 1/3%) of the Settlement Amount, reimbursement of litigation expenses of no more than \$45,000, and a case contribution award to the Lead Plaintiffs collectively not to exceed \$9,100. Collectively, the attorneys’ fees and expenses and award to Lead Plaintiffs are estimated to average \$0.07 per share of Tri-Tech Stock. If approved by the Court, these amounts will be paid from the Settlement Fund.
- The approximate recovery, after deduction of attorneys’ fees and expenses approved by the Court, is an average of \$0.11 per share of Tri-Tech Stock. This estimate is based on the assumptions set forth in the preceding paragraph. Your actual recovery, if any, will vary depending on your purchase price and sales price, and the number and amount of claims filed.
- The Settlement resolves the lawsuit concerning whether Tri-Tech and its officers and directors made false and misleading statements, in violation of federal securities laws, based upon the allegations set forth in the Second Amended Complaint (“Complaint”), including that Tri-Tech: (1) misled investors by improperly consolidating the financial results of entities it allegedly did not control; (2) improperly claimed to have adequate internal controls; and (3) filed misleading financial statements.
- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this notice carefully.

**YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT**

<b>SUBMIT A CLAIM FORM NO LATER THAN SEPTEMBER 15, 2015</b>	The only way to get a payment.
<b>EXCLUDE YOURSELF NO LATER THAN SEPTEMBER 16, 2015</b>	Get no payment. This is the only option that allows you to be part of any other lawsuit against the Defendants about the legal claims in this case.
<b>OBJECT NO LATER THAN SEPTEMBER 26, 2015</b>	Write to the Court about why you do not like the settlement.
<b>GO TO A HEARING ON OCTOBER 16, 2015</b>	Speak in Court about the fairness of the settlement.
<b>DO NOTHING</b>	Get no payment. Give up rights.

**INQUIRIES**

**Please do not contact the Court regarding this notice.** All inquiries concerning this Notice, the Proof of Claim form, or any other questions by Class members should be directed to:

Tri-Tech Holding Inc. Litigation c/o Strategic Claims Services P.O. Box 230 600 N. Jackson St., Ste. 3 Media, PA 19063 Tel.: 866-274-4004 Fax: 610-565-7985 info@strategicclaims.net	<b>or</b>	Phillip Kim, Esq. THE ROSEN LAW FIRM, P.A. 275 Madison Avenue, 34 <sup>th</sup> Floor New York, New York 10016 Tel.: 212-686-1060 Fax: 212-202-3827 pkim@rosenlegal.com
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## COMMON QUESTIONS AND ANSWERS CONCERNING THE SETTLEMENT

### 1. Why did I get this Notice?

You or someone in your family may have acquired Tri-Tech Stock during the Class Period.

### 2. What is this lawsuit about?

The case is known as Singh v. Tri-Tech Holding Inc., et al., Case No. 13-CV-9031 (KMW) (the “Litigation”), and the Court in charge of the case is the United States District Court for the Southern District of New York.

The Class Action involves whether Defendants violated the federal securities laws because the Company allegedly made false and misleading statements to the investing public as set out in the Complaint, including that: (1) Tri-Tech improperly consolidated the financial results of its variable interest entities it did not control; (2) Tri-Tech lacked adequate internal controls; and (3) as a result Tri-Tech’s financial statements were misstated. Defendants deny they did anything wrong. The Settlement resolves all of the claims in the Class Action against Defendants.

### 3. Why is this a class action?

In a class action, one or more persons and/or entities, called Lead Plaintiffs, sue on behalf of all persons and/or entities who have similar claims. All of these persons and/or entities are referred to collectively as a Class, and these individual persons and/or entities are known as Class Members. One court resolves all of the issues for all Class Members, except for those Class Members who exclude themselves from the Class.

### 4. Why is there a Settlement?

Lead Plaintiffs and Defendants do not agree regarding the merits of Lead Plaintiffs’ allegations with respect to liability or the average amount of damages per share that would be recoverable if Lead Plaintiffs were to prevail at trial on each claim. The issues on which the Lead Plaintiffs and Defendants disagree include: (1) whether Defendants made materially false and misleading statements; (2) whether Defendants made these statements with the intent to defraud the investing public; (3) whether the statements were the cause of the Class Members’ alleged damages; and (4) the amount of damages, if any, suffered by the Class Members.

This matter has not gone to trial and the Court has not decided in favor of either Lead Plaintiffs or Defendants. Instead, Lead Plaintiffs and Defendants have agreed to settle the Class Action. The Lead Plaintiffs and Class Counsel believe the settlement is best for all Class Members because of the risks associated with continued litigation and the nature of the defenses raised by Defendants. Even if Plaintiffs win at trial, and also withstand Defendants’ inevitable challenge on appeal, Plaintiffs might not be able to collect some, or all, of the judgment.

### 5. How do I know if I am part of the Class settlement?

To be a Class Member, you must have purchased Tri-Tech Stock during the period between September 10, 2009 and December 12, 2013, inclusive.

**6. Are there exceptions to being included?**

Yes. Excluded from the Settlement Class are (i) persons who suffered no compensable losses, *e.g.*, those who bought Tri-Tech common stock during the Class Period but sold prior to any alleged corrective disclosure; (ii) persons who exclude themselves from the Class, as described below; (iii) Defendants and any entity in which Defendants have a controlling interest, and the officers, directors, affiliates, legal representatives, immediate family members, heirs, successors, subsidiaries and/or assigns of any such individual or entity in their capacity as such.

**7. What does the Settlement provide?**

**(a) What is the Settlement Fund?**

The proposed Settlement calls for Tri-Tech to create a Settlement Fund (the “Settlement Fund”) in the amount of \$975,000. The Settlement is subject to Court approval. Also, subject to the Court’s approval, a portion of the Settlement Fund will be used to pay Plaintiffs’ Counsel’s attorneys’ fees and reasonable litigation expenses and any case contribution award to Lead Plaintiffs. A portion of the Settlement Fund also will be used to pay taxes due on interest earned by the Settlement Fund, if necessary, and any notice and claims administration expenses permitted by the Court. After the foregoing deductions from the Settlement Fund have been made, the amount remaining (the “Net Settlement Fund”) will be distributed to Class Members who submit valid claims.

**(b) What can you expect to receive under the proposed Settlement?**

Your share of the Net Settlement Fund will or may depend on: (i) the number of claims filed; (ii) the dates you purchased and sold Tri-Tech Stock; (iii) the prices of your purchases and sales; (iv) the amount of administrative costs, including the costs of notice; and (v) the amount awarded by the Court to Lead Plaintiffs and their counsel for attorneys’ fees, costs, and expenses.

The Claims Administrator will determine each Class Member’s *pro rata* share of the Net Settlement Fund based upon each Class Member’s valid “Recognized Loss.” The Recognized Loss formula is not intended to be an estimate of the amount that a Class Member might have been able to recover after a trial; it also is not an estimate of the amount that will be paid to Class Members pursuant to the Settlement. The Recognized Loss formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Class Members with valid claims.

The Net Settlement Fund will be distributed to Class Members who submit valid, timely claim forms (“Authorized Claimants”) under the below Plan of Allocation, which reflects Lead Plaintiffs’ contention that because of the alleged misrepresentations and omissions made by Defendants, the price of Tri-Tech Stock was artificially inflated during the Class Period and that disclosures and materialization of the true facts caused changes in the inflated stock price.

The Recognized Loss of each Authorized Claimant shall be calculated according to the following formula:

## **PROPOSED PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND**

The Plan of Allocation is a matter separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Allocation shall not affect the validity or finality of the proposed Settlement. The Court may approve the Plan of Allocation with or without modifications agreed to among the parties, or another plan of allocation, without further notice to Class Members. Any orders regarding a modification of the Plan of Allocation will be posted to the Claims Administrator's website, [www.strategicclaims.net](http://www.strategicclaims.net).

The Claims Administrator shall determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's Recognized Loss. **Please Note:** The Recognized Loss formula, set forth below, is not intended to be an estimate of the amount of what a Class Member might have been able to recover after a trial, nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Loss formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. To the extent there are sufficient funds remaining in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's Recognized Loss. If, however, Net Settlement Fund is not sufficient to permit payment of the total Recognized Loss of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant's Recognized Loss bears to the total Recognized Losses of all Authorized Claimants (*i.e.*, "*pro rata* share"). Payment in this manner shall be deemed conclusive against all Authorized Claimants. No distribution will be made on a claim where the potential distribution amount is less than ten dollars (\$10.00) in cash.

If any of the Net Settlement Fund remains by reason of uncashed checks, or otherwise, after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in the distribution of the Net Settlement Fund cash their distribution checks, then any balance remaining in the Net Settlement Fund six (6) months after the initial distribution of such funds shall be used: (i) first, to pay any amounts mistakenly omitted from the initial distribution to Authorized Claimants or to pay any late, but otherwise valid and fully documented claims received after the cut-off date used to make the initial distribution, provided that such distributions to any late post-distribution claimants meet all of the other criteria for inclusion in the initial distribution, including the \$10.00 minimum check amount set forth in the Notice; (ii) second, to pay any additional Administrative Costs incurred in administering the Settlement; and (iii) finally, to make a second distribution to Authorized Claimants who cashed their checks from the initial distribution and who would receive at least \$10.00 from such second distribution, after payment of the estimated costs or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. If six (6) months after such second distribution, if undertaken, or if such second distribution is not undertaken, and if any funds shall remain in the Net Settlement Fund after the Claims Administrator has made reasonable and diligent efforts to have Authorized Claimants who are entitled to participate in this Settlement cash their checks, then any funds remaining in the Net Settlement Fund shall be donated to a non-profit 501(c)(3) organization(s) selected by Plaintiffs' Counsel.

### **THE BASIS FOR CALCULATING YOUR RECOGNIZED LOSS:**

Each Authorized Claimant shall be allocated a *pro rata* share of the Net Settlement Fund based on his, her or its Recognized Loss as compared to the total Recognized Losses of all Authorized Claimants.

**Recognized Loss Calculation of Common Stock Purchased During the Class Period:**

**1. For shares of common stock purchased between September 10, 2009 and December 11, 2013, inclusive:**

- A. For shares retained at the end of trading on July 14, 2014, the Recognized Loss shall be the lesser of:
  - (1) \$1.11 per share; or
  - (2) the difference between the purchase price per share and \$.52 per share.<sup>1</sup>
- B. For shares sold between September 10, 2009 and December 11, 2013, inclusive, the Recognized Loss shall be zero.
- C. For shares sold on December 12, 2013, the Recognized Loss shall be the lesser of:
  - (1) \$.17 per share; or
  - (2) the difference between the purchase price per share and sale price per share.
- D. For shares sold between December 13, 2013 and July 14, 2014, inclusive, the Recognized Loss shall be the lesser of:
  - (1) \$1.11 per share; or
  - (2) the difference between the purchase price per share and the average closing stock price as of date of sale provided in table A below.

**2. For shares of common stock purchased on December 12, 2013, inclusive:**

- A. For shares retained at the end of trading on July 14, 2014, the Recognized Loss shall be the lesser of:
  - (1) \$.94 per share; or
  - (2) the difference between the purchase price per share and \$.52 per share.
- B. For shares sold on December 12, 2013, the Recognized Loss shall be zero.
- C. For shares sold between December 13, 2013 and July 14, 2014, inclusive, the Recognized Loss shall be the lesser of:
  - (1) \$.94 per share; or
  - (2) the difference between the purchase price per share and the average closing stock price as of date of sale provided in table A below.

TABLE A

<u>Date</u>	<u>Closing Price</u>	<u>Average Closing Price</u>	<u>Date</u>	<u>Closing Price</u>	<u>Average Closing Price</u>
4/16/2014	\$0.50	\$0.50	6/2/2014	\$0.47	\$0.58
4/17/2014	\$0.48	\$0.49	6/3/2014	\$0.50	\$0.57
4/21/2014	\$0.48	\$0.49	6/4/2014	\$0.47	\$0.57
4/22/2014	\$0.50	\$0.49	6/5/2014	\$0.47	\$0.57
4/23/2014	\$0.51	\$0.49	6/6/2014	\$0.47	\$0.57
4/24/2014	\$0.51	\$0.50	6/9/2014	\$0.46	\$0.56

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<sup>1</sup> Pursuant to Section 21(D)(e)(1) of the Private Securities Litigation Reform Act of 1995, "in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated." \$.52 per share was the mean (average) daily closing trading price of Tri-Tech's common stock during the 90-day period (after the suspension of trading) beginning on April 16, 2014 and ending on July 14, 2014.

4/25/2014	\$0.50	\$0.50	6/10/2014	\$0.47	\$0.56
4/28/2014	\$0.60	\$0.51	6/11/2014	\$0.47	\$0.56
4/29/2014	\$0.50	\$0.51	6/12/2014	\$0.46	\$0.56
4/30/2014	\$0.48	\$0.51	6/13/2014	\$0.57	\$0.56
5/1/2014	\$0.55	\$0.51	6/16/2014	\$0.50	\$0.55
5/2/2014	\$0.60	\$0.52	6/17/2014	\$0.50	\$0.55
5/5/2014	\$0.75	\$0.54	6/18/2014	\$0.47	\$0.55
5/6/2014	\$0.73	\$0.55	6/19/2014	\$0.45	\$0.55
5/7/2014	\$0.90	\$0.57	6/20/2014	\$0.45	\$0.55
5/8/2014	\$0.70	\$0.58	6/23/2014	\$0.45	\$0.54
5/9/2014	\$0.65	\$0.58	6/24/2014	\$0.45	\$0.54
5/12/2014	\$0.64	\$0.59	6/25/2014	\$0.45	\$0.54
5/13/2014	\$0.64	\$0.59	6/26/2014	\$0.45	\$0.54
5/14/2014	\$0.64	\$0.59	6/27/2014	\$0.45	\$0.54
5/15/2014	\$0.68	\$0.60	6/30/2014	\$0.44	\$0.54
5/16/2014	\$0.63	\$0.60	7/1/2014	\$0.44	\$0.53
5/19/2014	\$0.50	\$0.59	7/2/2014	\$0.44	\$0.53
5/20/2014	\$0.63	\$0.60	7/3/2014	\$0.44	\$0.53
5/21/2014	\$0.62	\$0.60	7/7/2014	\$0.44	\$0.53
5/22/2014	\$0.60	\$0.60	7/8/2014	\$0.42	\$0.53
5/23/2014	\$0.47	\$0.59	7/9/2014	\$0.42	\$0.52
5/27/2014	\$0.47	\$0.59	7/10/2014	\$0.40	\$0.52
5/28/2014	\$0.50	\$0.58	7/11/2014	\$0.45	\$0.52
5/29/2014	\$0.50	\$0.58	7/14/2014	\$0.40	\$0.52
5/30/2014	\$0.51	\$0.58			

For purposes of calculating your Recognized Loss, the date of purchase, acquisition or sale is the “contract” or “trade” date and not the “settlement” or “payment” date. The receipt or grant by gift, inheritance or operation of law of Tri-Tech common shares shall not be deemed a purchase, acquisition or sale of Tri-Tech common shares for the calculation of an Authorized Claimant’s Recognized Loss.

For purposes of calculating your Recognized Loss, all purchases, acquisitions and sales shall be matched on a First In First Out (“FIFO”) basis in chronological order. Therefore, on the Proof of Claim enclosed with this Notice, you must provide all of your purchases, acquisitions and sales of Tri-Tech common shares during the time period from September 10, 2009 through and including July 14, 2014.

Payment pursuant to the Plan of Allocation approved by the Court shall be conclusive against all Authorized Claimants. No person shall have any claim against Defendants, Defendants’ counsel, Lead Plaintiffs, Plaintiffs’ Counsel or the Claims Administrator or other agent designated by Plaintiffs’ Counsel based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. Each claimant shall be deemed to have submitted to the jurisdiction of the Court with respect to the claimant’s Proof of Claim Form. All persons involved in the review, verification, calculation, tabulation, or any other aspect of the processing of the claims submitted in connection with the Settlement, or otherwise involved in the administration or taxation of the Settlement Fund or the Net Settlement Fund shall be released and discharged from any and all claims arising out of such involvement, and all Class Members, whether or not they are to receive payment from the Net Settlement Fund, will be barred from making any further claim against the Net

Settlement Fund beyond the amount allocated to them as provided in any distribution orders entered by the Court.

**(c) Are there any further limitations on the amount I may receive?**

- (i) Transactions during the Class Period resulting in a gain shall be netted against the Class Member's transactions resulting in a loss to arrive at the Recognized Loss.
- (ii) Any Class members whose collective transactions in Tri-Tech Stock during the Class Period resulted in a net gain shall not be entitled to share in the Net Settlement Fund.
- (iii) The purchase and sale prices exclude any brokerage commissions, transfer taxes or other fees.
- (iv) The covering purchase of a short sale is not an eligible purchase. Gifts and transfers are not eligible purchases.

**8. How can I get a payment?**

To qualify for a payment, you must send in a form entitled "Proof of Claim and Release." This form is attached to this Notice. You may also obtain this form on the Internet at [www.strategicclaims.net](http://www.strategicclaims.net). Read the instructions carefully, fill out the form, sign it in the location indicated, and mail the form together with all documentation requested in the form, postmarked no later than September 15, 2015, to:

Tri-Tech Holding Inc. Litigation  
c/o Strategic Claims Services  
P.O. Box 230  
600 N. Jackson St., Ste. 3  
Media, PA 19063  
Tel.: 866-274-4004  
Fax: 610-565-7985  
[info@strategicclaims.net](mailto:info@strategicclaims.net)

The Claims Administrator will process your claim and determine whether you are an "Authorized Claimant."

**9. What am I giving up to get a payment or stay in the Class?**

Unless you exclude yourself, you will remain in the Class. That means that if the Settlement is approved, you and all Class Members will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) the Released Claims against the "Released Parties" defined as (i) Tri-Tech, its past, present and future, direct or indirect, parent entities, associates, affiliates, and subsidiaries, each and all of their respective past and present directors, officers, partners, alleged partners, stockholders, predecessors, successors and employees, and in their capacity as such, each and all of their underwriters, attorneys, advisors, consultants, trustees, insurers, co-insurers, reinsurers, representatives, and assigns; (ii) each of the Individual Defendants, Wanzong (Warren) Zhao, Pengyu (Peter) Dong, Guang (Gavin) Cheng, Yunxiang (Phil) Fan, Eric Hanson, Peter Zhou, John McAuliffe, Peiyao Zhang, Da-Zhuang Guo, Ming Zhu, David Hu, Xiaoping Zhou, and Robert W. Kraft, and their respective present and past spouses and children; (iii) any and all persons, firms, trusts, corporations, and other entities in which any of the Defendants has a financial interest or was a founder, settler or creator of the entity, and, in their capacity as such, any and all officers, directors, employees, trustees, beneficiaries, settlers, creators, attorneys, consultants, agents, or representatives of any such person, firm, trust, corporation or other entity; and (iv) in their capacity



as such, the legal representatives, heirs, executors, administrators, predecessors, successors, predecessors-in-interest, successors-in-interest, and assigns of any of the foregoing.

“Released Claims” or “Release of Claims” means any and all Claims, including Unknown Claims, that have been, could have been, or in the future can or might be asserted in any federal, state or foreign court, tribunal, forum or proceeding by on or behalf of any of the Releasing Parties against any one or more of the Released Parties, whether any such Released Parties were named, served with process, or appeared in the Action, which directly or indirectly arise out of or relate to (i) the subject matter of the Action or any of the claims asserted in the Action, (ii) the purchase or sale of Tri-Tech common stock by any of the Releasing Parties during the Class Period, and (iii) any claims in connection with, based upon, arising out of, or relating to the Settlement (but excluding any claims to enforce the terms of the Settlement).

If you sign the claim form, you are agreeing to a Release of Claims which will bar you from ever filing a lawsuit against any Released Party. That means you will accept a share in the Net Settlement Fund as sole compensation for any losses you have suffered in the acquisition and sale of Tri-Tech Stock during the Class Period.

Further detail and information about what you are agreeing to and giving up is detailed in the Stipulation of Settlement which is available at [www.strategicclaims.net](http://www.strategicclaims.net).

**10. How do I get out of the Settlement?**

If you do not want to receive a payment from this Settlement, and you want to keep any right you may have to sue or continue to sue Defendants on your own based on the legal claims raised in this Class Action, then you must take steps to get out of the Settlement. This is called excluding yourself from – or “opting out” of – the Settlement. To exclude yourself from the Settlement, you must mail a letter stating you want to be excluded as a Class Member from Singh v. Tri-Tech Holding Inc., et al., Case No. 13-CV-9031 (KMW). Be sure to include your name, address, telephone number, email contact information (if any) and your signature, along with an accurate list of all of your purchases and sales of Tri-Tech common stock during the Class Period, including the date, number of shares and price of the shares purchased or sold and supporting account documentation. You must mail your exclusion request, postmarked no later than September 16, 2015 to:

Tri-Tech Holding Inc. Litigation  
c/o Strategic Claims Services  
P.O. Box 230  
600 N. Jackson St., Ste. 3  
Media, PA 19063

You cannot exclude yourself by telephone or by e-mail. If you ask to be excluded, you will not receive a settlement payment, and you cannot object to the Settlement. If you ask to be excluded in conformity with this Notice, you will not be legally bound by anything that happens in this Class Action.

**11. If I do not exclude myself, can I sue Defendants for the same thing later?**

No. Unless you exclude yourself, you give up any right to sue Defendants for the claims that this Settlement resolves. If you have a pending lawsuit, speak to your lawyer in that case immediately, since you may have to exclude yourself from this Class to continue your own lawsuit.

**12. Do I have a lawyer in this case?**

The Court has appointed The Rosen Law Firm, P.A. and Gainey McKenna & Egleston as class counsel to represent the Class Members for the purposes of this settlement (“Class Counsel”). You have the option to retain your own separate counsel at your own cost and expense. You need not retain your own separate counsel to opt-out, object, submit a Proof of Claim, or appear at the Settlement Hearing.

**13. How will the lawyers be paid?**

Class Counsel have expended considerable time litigating this action on a contingent fee basis, and have paid for the expenses of the litigation themselves and have not been paid any attorneys’ fees in advance of this Settlement. Class Counsel have done so with the expectation that if they are successful in recovering money for the Class, they will receive attorneys’ fees and be reimbursed for their litigation expenses from the Settlement Fund, as is customary in this type of litigation. Class Counsel will not receive attorneys’ fees or be reimbursed for their litigation expenses except from the Settlement Fund. Therefore, Class Counsel will file a motion asking the Court at the Settlement Hearing to make an award of attorneys’ fees in an amount not to exceed \$325,000, for reimbursement of reasonable litigation expenses not to exceed \$45,000, and a case contribution award to Lead Plaintiffs in an amount collectively not to exceed \$9,100. The Court may award less than these amounts. Any amounts awarded by the Court will come out of the Settlement Fund.

**14. How do I tell the Court that I do not like the Settlement?**

You can tell the Court you do not agree with the Settlement, any part of the Settlement, or Class Counsel’s motion for attorneys’ fees, and that you think the Court should not approve the Settlement, by mailing a letter stating that you object to the Settlement in the matter of Singh v. Tri-Tech Holding, Inc., et al., Case No. 13-CV-9031 (KMW). Be sure to include your name, address, telephone number, your signature, a list of your purchases and sales of Tri-Tech common stock during the Class Period, including the date, number of shares and price of the shares purchased or sold in order to show your membership in the Class, and all of the reasons you object to the Settlement. Be sure to mail the objections to the four different places listed below, delivered no later than by September 26, 2015, so the Court will consider your views:

Clerk of the Court United States District Court Southern District of New York 500 Pearl Street New York, New York 10007-1312	Phillip Kim THE ROSEN LAW FIRM, P.A. 275 Madison Avenue, 34 <sup>th</sup> Floor New York, New York 10016  -and-  Thomas J. McKenna GAINey McKENNA & EGLESTON 440 Park Avenue South, 5 <sup>th</sup> Floor New York, New York 10016  <i>Class Counsel</i>	Stephen L. Saxl GREENBERG TRAURIG, LLP 200 Park Avenue, 39 <sup>th</sup> Floor New York, New York 10166  <i>Counsel for Defendant Tri-Tech Holding Inc.</i>
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Attendance at the Final Settlement Hearing is not necessary but persons wishing to be heard orally in opposition to the Settlement, the Plan of Allocation, and/or the application for attorneys' fees and expenses or award to Lead Plaintiffs are required to indicate in their written objection (or in a separate writing that is submitted in accordance with the deadline and after instruction pertinent to the submission of a written objection) that they intend to appear at the Settlement Hearing and identify any witnesses they may call to testify or exhibits they intend to introduce into evidence at the Final Settlement Hearing.

**15. What is the difference between objecting and requesting exclusion?**

Objecting is simply telling the Court you do not like something about the Settlement. You can object only if you stay in the Class. Requesting exclusion is telling the Court you do not want to be part of the Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it no longer concerns you. If you stay in the Class and object, but your objection is overruled, you will not be allowed a second opportunity to exclude yourself and you will be bound by any order issued by the Court.

**16. When and where will the Court decide whether to approve the Settlement?**

The Court will hold a Final Settlement Hearing on October 16, 2015 at 10:00 a.m., at the United States District Court, Southern District of New York, 500 Pearl Street, New York, New York, 10007-1312.

At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate and whether to approve the Settlement. If there are objections, the Court will consider them, and the Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Class Counsel for attorneys' fees and expenses.

**17. Do I have to come to the hearing?**

No. Class Counsel will answer any questions the Court may have. However, you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

**18. What happens if I do nothing at all?**

If you do nothing, you will not receive a payment from the Settlement. However, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants about the claims made in this case ever again.

DATED: JULY 8, 2015

BY ORDER OF THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

## PROOF OF CLAIM AND RELEASE

**Deadline for Submission: September 15, 2015**

IF YOU PURCHASED TRI-TECH HOLDING INC. COMMON STOCK BETWEEN SEPTEMBER 10, 2009 AND DECEMBER 12, 2013, INCLUSIVE (“CLASS PERIOD”), YOU MAY BE A “CLASS MEMBER” AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE (“PROOF OF CLAIM”) AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN SEPTEMBER 15, 2015 TO STRATEGIC CLAIMS SERVICES, THE CLAIMS ADMINISTRATOR, AT THE FOLLOWING ADDRESS:

Tri-Tech Holding Inc. Litigation  
c/o Strategic Claims Services  
P.O. Box 230  
600 N. Jackson St., Ste. 3  
Media, PA 19063  
Tel.: 866-274-4004  
Fax: 610-565-7985  
[info@strategicclaims.net](mailto:info@strategicclaims.net)

YOUR FAILURE TO SUBMIT YOUR POSTMARKED CLAIM BY SEPTEMBER 15, 2015 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

### CLAIMANT’S STATEMENT

1. I (we) purchased common stock in Tri-Tech Holding Inc. (“Tri-Tech”) and was (were) damaged thereby. (Do not submit this Proof of Claim if you did not purchase Tri-Tech common stock during the designated Class Period).
2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class Member as defined above and in the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Actions or anyone excluded from the Class; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund, as defined in the Notice; that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member [*e.g.*, as an executor, administrator, trustee, or other representative], you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)
3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we) understand and agree that my (our) claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status as a Class Member(s) and the validity and amount of my

(our) claim. No discovery shall be allowed on the merits of the Litigation or Settlement in connection with processing of the Proof of Claim.

4. I (we) have set forth where requested below all relevant information with respect to each purchase of Tri-Tech common stock during the Class Period, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so.
5. I (we) have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale or retention of Tri-Tech common stock listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)
6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your recognized claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives securities such as options.)
7. Upon the occurrence of the Court's approval of the Settlement, as detailed in the Notice, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a full and complete release, remise and discharge by me (us) and my (our) heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, predecessors, successors, attorneys, insurers and assigns (or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their heirs, executors, administrators, predecessors, successors, and assigns) of each of the "Released Parties" of all "Released of Claims," as defined in the Notice.
8. NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants MUST submit a manually signed paper Proof of Claim form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-866-274-4004 or visit their website at [www.strategicclaims.net](http://www.strategicclaims.net) to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

**I. CLAIMANT INFORMATION**

Name:		
Address:		
City	State	ZIP
Foreign Province	Foreign Country	
Day Phone	Evening Phone	
Email		
Social Security Number (for individuals):	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

**II. SCHEDULE OF TRANSACTIONS IN TRI-TECH COMMON STOCK**

**Purchases:**

A. Separately list each and every open market purchase of Tri-Tech common stock during the period from September 10, 2009 through and including July 14, 2014, and provide the following information (*must be documented*):

<b>Trade Date (List Chronologically) (Month/Day/Year)</b>	<b>Number of Shares Purchased</b>	<b>Price per Share</b>	<b>Total Cost (Excluding Commissions, Taxes, and Fees)</b>

**Sales:**

B. Separately list each and every sale of Tri-Tech common stock during the period from September 10, 2009 through and including July 14, 2014, and provide the following information (*must be documented*):

Trade Date (List Chronologically) (Month/Day/Year)	Number of Shares Sold	Price per Share	Amount Received (Excluding Commissions, Taxes, and Fees)

**Ending Holdings:**

C. State the total number of shares of Tri-Tech common stock owned at the close of trading on July 14, 2014, long or short (*must be documented*).

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**If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.**

**III. SUBSTITUTE FORM W-9**

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service (“I.R.S.”) requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals)	<b>or</b>	Taxpayer Identification Number (for estates, trusts, corporations, etc.)

**IV. CERTIFICATION**

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY UNDER THE LAWS OF THE UNITED STATES, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign):

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

Check here if proof of authority to file is enclosed.  
(See Item 2 under Claimant's Statement)

Date: \_\_\_\_\_

**THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN SEPTEMBER 15, 2015 AND MUST BE MAILED TO:**

Tri-Tech Holding Inc. Litigation  
c/o Strategic Claims Services  
P.O Box 230  
600 N. Jackson St., Ste. 3  
Media, PA 19063  
Tel.: 866-274-4004  
Fax: 610-565-7985  
info@strategicclaims.net

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by September 15, 2015 and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.



## **REMINDER CHECKLIST**

- Please be sure to sign this Proof of Claim on page 16. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
- Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
- Do NOT use highlighter on the Proof of Claim or any supporting documents.
- If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

Tri-Tech Holding Inc. Litigation  
c/o Strategic Claims Services  
600 N Jackson Street – Suite 3  
Media, PA 19063

**IMPORTANT LEGAL DOCUMENT – PLEASE FORWARD**