

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE CHINA AGRITECH, INC.  
SHAREHOLDER DERIVATIVE  
LITIGATION

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Cons. C.A. No. 7163-VCL

**NOTICE OF PENDENCY AND SETTLEMENT OF CLASS ACTION AND DERIVATIVE  
ACTION AND SETTLEMENT HEARING**

**TO: ALL RECORD HOLDERS AND BENEFICIAL OWNERS OF THE COMMON STOCK OF CHINA AGRITECH, INC. AT THE DATE OF THIS NOTICE AND AS OF OCTOBER 17, 2012, INCLUDING ANY AND ALL OF THEIR RESPECTIVE SUCCESSORS IN INTEREST, PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS, ADMINISTRATORS, HEIRS, ASSIGNS, OR TRANSFEREES, IMMEDIATE AND REMOTE, AND ANY PERSON ACTING FOR OR ON BEHALF OF, OR CLAIMING UNDER, ANY OF THEM, AND EACH OF THEM.**

**THIS NOTICE EXPLAINS IMPORTANT RIGHTS YOU MAY HAVE, INCLUDING YOUR POSSIBLE RIGHT TO RECEIVE CASH FROM THE FUND CREATED AS A RESULT OF THE SETTLEMENT OF THE ABOVE-CAPTIONED CONSOLIDATED SHAREHOLDER DERIVATIVE AND CLASS ACTION (THE “ACTION”). YOUR LEGAL RIGHTS WILL BE AFFECTED WHETHER OR NOT YOU ACT. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY!**

**Plaintiff and Court-appointed class representative Thang D. Nguyen (“Plaintiff” or “Class Representative”), on behalf of himself and the Settlement Class (as defined in Paragraph 30 below) and derivatively on behalf of nominal defendant China Agritech, Inc. (“China Ag” or the “Company”) and Defendants (as defined in Paragraph 4 below), have reached a proposed settlement of the Action for \$3,250,000 in cash (the “Settlement”). If approved by the Court of Chancery of the State of Delaware (the “Court”), the Settlement will resolve all claims in the Action.**

**If you are a nominee who held China Ag stock for the benefit of another, please read the section below entitled “Notice to Persons or Entities Holding Record Ownership on Behalf of Others.”**

**Members of the Settlement Class are referred to in this Notice as “Settlement Class Members.” Persons who held China Ag stock as of the date of this Notice are referred to in this Notice as “Current China Ag Stockholders.”**

**YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT:**

<b>ACTIONS YOU MAY PURSUE</b>	<b>EXPLANATION</b>
<b>FILE A PROOF OF CLAIM FORM (“CLAIM FORM”) POSTMARKED NO LATER THAN APRIL 3, 2015, TO DETERMINE WHETHER YOU ARE ENTITLED TO RECEIVE MONEY.</b>	This is the only way to get a payment from the Settlement. If you wish to obtain a payment as a Settlement Class Member, you will need to file a Claim Form (which is included with this Notice) postmarked no later than April 3, 2015. If you qualify as a Class Member and submit a Claim Form, you will release any Released Class Claims (as defined in Paragraph 44 below) you may have against Defendants. Further, if you are a Current China Ag Stockholder, upon the Effective Date (as defined in Paragraph 41 below) of the Settlement, you will be deemed to have released any Released Derivative Claims (as defined in Paragraph 45 below) you may have against Defendants.
<b>OBJECT TO THE SETTLEMENT BY SUBMITTING WRITTEN OBJECTIONS SO THAT THEY ARE RECEIVED NO LATER THAN JANUARY 30, 2015.</b>	Write to the Court and explain why you do not like the proposed Settlement, the proposed Plan of Distribution, and/or the application for attorneys’ fees and expenses. You cannot object to the Settlement unless you are a Current China Ag Stockholder or a Settlement Class Member.
<b>FILE AND SERVE A NOTICE OF INTENTION TO APPEAR SO THAT IT IS RECEIVED NO LATER THAN JANUARY 30, 2015 AND GO TO THE HEARING ON FEBRUARY 13, 2015, AT 10:00 A.M.</b>	Ask to speak in the Court about the fairness of the Settlement, the proposed Plan of Distribution, and/or the application for attorneys’ fees and expenses.
<b>DO NOTHING.</b>	If you do not act in any way, you will not receive any payment and you will release any Released Class Claims (as defined in Paragraph 44 below) and Released Derivative Claims (as defined in Paragraph 45 below) you may have against Defendants.

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## WHY DID I GET THIS NOTICE?

1. This Notice is being sent to you pursuant to an Order of the Court because you or someone in your family may have held China Ag common stock as of October 17, 2012, and/or as of the date of this Notice. This Notice explains the Action, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them. The purpose of this Notice is to inform you of this Action, that it is a class and derivative action, and how you might be affected. It also is being sent to inform you of the terms of the proposed Settlement, and of a hearing regarding the Settlement to be held by the Court (the "Settlement Hearing"). The Court has directed us to send you this Notice because, as a potential Settlement Class Member and/or Current China Ag Stockholder, you have a right to know about your available options before the Court rules on the proposed Settlement of this Action. Additionally, you have the right to understand how a derivative and class action may generally affect your legal rights. If the Court approves the Settlement: (a) this Action will be dismissed with prejudice; (b) Plaintiff, on behalf of himself and the Settlement Class Members, will be deemed to have released the "Released Class Claims" defined below, and on behalf of China Ag and Current China Ag Stockholders, will be deemed to have released the "Released Derivative Claims" defined below; and (c) a settlement administrator selected by the Class Representative and approved by the Court will make payments pursuant to the Settlement after any objections and appeals are resolved.

2. In a class action, the claims of a number of individuals are resolved together, thus providing the class members with both consistency and efficiency. The court selects one or more people, known as class representatives, to sue on behalf of all people with similar claims, commonly known as the class or the class members. Once the class is certified, the court must resolve all issues on behalf of the class members. In this case, the Court has preliminarily directed that the Class Representative and Class Counsel (defined in Paragraph 5 below) shall have primary responsibility for prosecuting all class claims against the Individual Defendants on behalf of all Settlement Class Members that were or could have been asserted in connection with the transactions and events that gave rise to the Action, other than claims for violation of federal securities laws as further described in Paragraph 44 below.

3. In a derivative action, a holder of shares of stock of a corporation brings an action on behalf and for the benefit of that corporation, against the corporation's directors, officers, or third parties for harm caused to the corporation. The person who is suing is called a plaintiff, and those who are being sued are called defendants. In a derivative action, the company on whose behalf the suit is brought is called a nominal defendant. In this Action, the Court has preliminarily directed that Plaintiff's Counsel, as Lead Counsel, have primary responsibility for prosecuting all derivative claims against the Individual Defendants on behalf of China Ag and its stockholders that were or could have been asserted in connection with the transactions and events that gave rise to the Action.

4. The court in charge of this Action is the Court of Chancery of the State of Delaware, and the case is known as *In re China Agritech, Inc. Shareholder Derivative Litigation*, Consolidated C.A. No. 7163-VCL. The judge presiding over this Action is Vice Chancellor J. Travis Laster. In this case, the Plaintiff, on behalf of himself, the Settlement Class, and nominal defendant China Ag, is suing Yu Chang, Xiao Rong Teng, Gene Michael Bennett, Lun Zhang Dai, Hai Lin Zhang ("H. Zhang"), Yau-Sing "Gareth" Tang, Ming Fang Zhu, Charles Law, Zheng "Anne" Wang, Xuenong Zhang ("X. Zhang"), and Kelvin Sim (collectively, the "Individual Defendants," and, together with China Ag, "Defendants").

5. The Settlement Hearing will be held in the Court of Chancery, New Castle County Courthouse, 500 N. King Street, Wilmington, Delaware, 19801, on February 13, 2015, at 10:00 a.m. to: (a) determine whether the temporary class action certification should be made final for Settlement purposes, pursuant to Delaware Court of Chancery Rules 23(a), 23(b)(1) and 23(b)(2); (b) determine whether the provisional certification of Plaintiff Thang D. Nguyen as Class Representative and the law firms of Prickett, Jones & Elliott, P.A. and Kessler Topaz Meltzer & Check, LLP ("Plaintiff's Counsel") as Class Counsel should be made final for Settlement purposes; (c) determine whether the proposed Settlement of the Action on the terms and conditions provided for in the Stipulation and Agreement of Compromise, Settlement, and Release dated November 12, 2014 between Plaintiff and Defendants ("Stipulation") is fair, reasonable, and adequate and in the best interests of the Settlement Class, China Ag and its stockholders; (d) determine whether the Plan of Distribution for the proceeds of the Settlement should be approved by the Court as fair and reasonable; (e) hear and rule on objections to the Settlement, if any; (f) consider Plaintiff's Counsel's application for an award of attorneys' fees and reimbursement of expenses, and hear and rule on objections to the application, if any; (g) determine whether the Judgment (as defined in Paragraph 40 below) should be entered dismissing the Action and the Released Class Claims (as defined in Paragraph 44 below) and Released Derivative Claims (as defined in Paragraph 45 below) with prejudice, and barring and enjoining prosecution of any and all Released Class Claims and Released Derivative Claims; and (h) rule on such other matters as the Court may deem appropriate.

6. This Notice does not express any opinion by the Court concerning the merits of any claim in the Action, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement, payments to

Authorized Claimants (defined in Paragraph 33 below) will be made after any objections and appeals are resolved, and after the completion of all claims processing. Please be patient.

WHAT IS THIS CASE ABOUT? WHAT HAS HAPPENED SO FAR? WHAT ARE THE REASONS FOR THE SETTLEMENT?

THE DESCRIPTION OF THE ACTION AND SETTLEMENT THAT FOLLOWS HAS BEEN PREPARED BY COUNSEL FOR THE PARTIES. THE COURT HAS MADE NO FINDINGS WITH RESPECT TO SUCH MATTERS, AND THIS NOTICE IS NOT AN EXPRESSION OR STATEMENT BY THE COURT OF FINDINGS OF FACT.

7. China Ag is a Delaware corporation headquartered in the People's Republic of China that develops, manufactures and markets high-quality, environmentally friendly fertilizer products in China. It obtained its United States stock market listing in 2005 through a "reverse merger" (as opposed to an initial public offering), whereby a private company merges into a dormant American shell corporation that was registered for public trading.

8. On February 3, 2011, a report was published alleging that China Ag has never been a successful vendor of fertilizer and is essentially a sham created to benefit its controlling stockholders. In addition, China Ag's independent auditor allegedly identified a number of accounting issues during its audit for fiscal year 2010. On March 14, 2011, China Ag issued a press release announcing that it had terminated its auditor. In the wake of the report and termination of the auditor, several directors and executive officers of China Ag resigned from their positions. China Ag's 2010 audit was never completed and it did not file any financial statements with the Securities and Exchange Commission ("SEC") after 2010.

9. On or about June 10, 2011, Albert Rish, a China Ag stockholder, served China Ag with a demand under Section 220 of the Delaware General Corporation Law, 8 *Del. C.* § 220 ("Section 220") for inspection of certain books and records (the "220 Demand"). From August to October 2011, China Ag produced on a rolling basis documents responsive to Rish's 220 Demand.

10. On January 6, 2012, Rish filed a sealed Verified Complaint (the "Complaint") in the Court of Chancery asserting (i) a derivative breach of fiduciary duty claim on behalf of nominal defendant China Ag against various current and former officers and directors, the Individual Defendants; (ii) a derivative unjust enrichment claim against China Ag's former underwriter, Rodman & Renshaw, LLC ("Rodman")<sup>1</sup>; and (iii) a direct claim against China Ag to compel the Company to hold an annual stockholder meeting under 8 *Del. C.* § 211.

11. On February 4, 2012, the Court consolidated Rish's action with a pending derivative action, *Cho v. Chang*, C.A. No. 6420-VCL, filed by Ik Soo Cho, and designated Rish as the Lead Plaintiff and the Complaint as the operative complaint in the consolidated Action. Subsequently, on August 2, 2012, at Cho's request, the Court dismissed him from the Action.

12. On August 13, 2012, the Defendants filed a motion to dismiss the Complaint. Pursuant to Court of Chancery Rule 15(aaa) and in lieu of opposing Defendants' motion, on September 12, 2012, Rish filed a sealed Verified Amended Complaint ("First Amended Complaint").

13. The First Amended Complaint alleged that the Individual Defendants breached their fiduciary duties owed to China Ag by: (i) knowingly failing to institute and maintain adequate internal controls over China Ag's accounting and financial reporting; (ii) entering into self-interested transactions to the detriment of China Ag; (iii) failing to evaluate and monitor related-party transactions; (iv) approving and conducting a \$23 million secondary offering of China Ag's common stock without attempting to ensure that the proceeds would be used as purportedly intended; and (v) attempting to cover up their misconduct by terminating the Company's independent auditor and conducting a sham special committee investigation that raised more questions than it purportedly answered.

14. On October 17, 2012, the SEC commenced cease-and-desist proceedings against China Ag. The SEC found that China Ag had not timely filed its financial reports or followed other procedural deadlines after China Ag filed its Form 10-Q for the quarter ended September 30, 2010. Thus, the SEC issued an order revoking the registration of China Ag's securities. As a result, shares of China Ag's common stock can no longer be publicly traded.

15. On October 26, 2012, Defendants moved to dismiss the First Amended Complaint or, in the alternative, to stay the case pending adjudication of three related actions then pending in California state and federal courts. On February 21, 2013, the Court held a hearing on Defendants' motion, and after hearing argument from the parties, took the motion under submission. On May 21, 2013, the Court issued an Opinion denying Defendants' motion. An online version of the Opinion can be found on the Court's website at <http://courts.delaware.gov/chancery>.

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<sup>1</sup> In April 2013, the claim against Rodman was dismissed after Rodman filed for bankruptcy.

16. On June 19, 2013, Defendants answered the First Amended Complaint. In the following months, the parties engaged in extensive discovery. For example, on July 25, 2013, Rish served his First Request for Production of Documents upon China Ag, and on August 12, 2013, Rish served his First Request for Production of Documents upon the Individual Defendants. In response, Defendants collectively produced approximately one million pages of documents. From approximately October 2013 through January 2014, the parties held numerous telephonic meet-and-confer calls and exchanged multiple letters and correspondence regarding Defendants' objections, the scope of discovery and related issues. As a result of such discussions and exchanges of correspondence, Defendants produced additional documents on a rolling basis from November 2013 through January 2014. On December 5, 2013, Rish served his Second Requests for Production of Documents upon China Ag and the Individual Defendants. In addition, in February 2014, Rish served subpoenas *duces tecum* and *ad testificandum* on certain third-party witnesses and certain third parties produced documents in response thereto.

17. On or around January 2014, the parties commenced discussions regarding a potential resolution of the Action. In furtherance thereof, counsel for the parties met in person on February 4, 2014, at Rish's counsel's office in Radnor, Pennsylvania. Following the parties' meeting, they agreed to retain a mediator, retired Vice Chancellor Stephen P. Lamb, and, in order to allow the parties to discuss a potential resolution and to conserve resources, agreed to a temporary stay of discovery pending the mediation.

18. On April 23, 2014, Rish filed a sealed Verified Second Amended Complaint ("Second Amended Complaint"). In addition to alleging a derivative breach of fiduciary duty claim against the Individual Defendants on behalf of China Ag similar to the claim asserted in the First Amended Complaint, the Second Amended Complaint also sought to recover on behalf of a putative class of China Ag stockholders for (i) breach of fiduciary duty against Defendants Chang, Teng, Bennett, Dai, H. Zhang, Tang, Zhu, X. Zhang and Sim; (ii) conversion against Defendants Chang, Teng, Bennett, Dai, H. Zhang, Tang, Zhu, X. Zhang and Sim; (iii) breach of fiduciary duty against Chang and Teng as controlling stockholders; and (iv) failure to hold an annual meeting against Chang, Teng and Dai. Rish alleged that defendants Chang, Teng, Bennett, Dai, H. Zhang, Tang, Zhu, X. Zhang, and Sim were in a position to take the necessary steps to correct the deficiencies in China Ag's accounting and financial controls, assist China Ag's new independent auditor with its audit, complete China Ag's financial statements and bring the company back into compliance with SEC regulations, and repeatedly assured stockholders that they were doing so, but instead deliberately attempted to cover up their wrongdoing and failed to correct the deficiencies by, among other things: (i) creating a special committee comprised of conflicted directors to conduct a sham investigation; (ii) assisting management in preventing China Ag's new auditor from conducting its audit by failing to provide information or otherwise cooperate with the audit team; (iii) failing to disclose material information to stockholders; (iv) failing to file periodic financial statements; (v) failing to hold annual meetings of China Ag's stockholders; (vi) causing and allowing China Ag to be delisted by NASDAQ; and (vii) failing to adequately respond to concerns raised by the SEC in its investigation. Rish alleged that as a result of this intentional, bad-faith conduct, China Ag's registration was revoked by the SEC, which deprived class members of their rights as stockholders and left them unable to dispose of their stock.

19. To facilitate the parties' mediation efforts, at the parties' request, the Court continued the deadline for Defendants to respond to the Second Amended Complaint.

20. On May 22, 2014, the parties, including representatives of the Company's insurance carrier, participated in an all-day mediation session with former Vice Chancellor Lamb. At the conclusion of the mediation, former Vice Chancellor Lamb made a proposal to resolve the Action. Following the mediation, the parties continued to confer with former Vice Chancellor Lamb in an attempt to resolve outstanding issues and reach an agreement regarding the terms of a settlement. On July 18, 2014, Thang D. Nguyen—a China Ag stockholder since November 9, 2010, seeking to assert similar claims against the Individual Defendants as those asserted by Rish—moved to join this Action as an additional plaintiff. Defendants did not oppose the motion. On July 21, 2014, the Court granted Plaintiff Nguyen's unopposed motion. Also on July 21, 2014, Plaintiff Nguyen, the Individual Defendants, and China Ag accepted the mediator's proposal and reached an agreement to settle the Action subject to the negotiation and execution of the settlement documents.

21. On November 12, 2014, the Settling Parties entered into the Stipulation, and on November 14, 2014, the Court entered a Scheduling Order preliminarily certifying the Settlement Class for purposes of the Settlement only, preliminarily certifying Plaintiff as Class Representative and Plaintiff's Counsel as Class Counsel for the purposes of the Settlement only, directing this Notice to be sent to potential Settlement Class Members and Current China Ag Stockholders, and scheduling the Settlement Hearing to consider whether to grant final approval of the Settlement.

22. The entry by Plaintiff into the Settlement is not an admission as to the lack of any merit of any claims asserted in the Action. Plaintiff's Counsel has conducted an extensive investigation concerning the claims asserted in the Action. Plaintiff's Counsel's factual investigation has included the review of: (i) corporate documents obtained pursuant to the 220 Demand; (ii) approximately one million pages of documents that Defendants produced in the Action; (iii) China Ag's public filings with the SEC from February 3, 2005, through June 27, 2012 (its last filing); (iv) China Ag's press releases and other public statements concerning China Ag; (v) deposition transcripts in a related action; and (vi) documents produced by certain third-party witnesses in connection with the Action. Plaintiff's Counsel's legal investigation has included research of

applicable law to allege and prove the claims alleged against the Defendants, including significant research regarding Defendants' claimed privileges and other objections made in response to discovery requests in the Action. Plaintiff's Counsel also consulted with an expert regarding certain issues relevant to the Action.

23. Plaintiff believes that the claims asserted in the Action have merit. Plaintiff and Plaintiff's Counsel, however, recognize and acknowledge the expense and length of continued proceedings necessary to prosecute the Action against the Individual Defendants through trial and appeals. Plaintiff and Plaintiff's Counsel also have taken into account the uncertain outcome and the risk of any litigation, especially in complex class and derivative actions such as this Action, as well as the difficulties and delays inherent in such litigation. Plaintiff and Plaintiff's Counsel are also mindful of the inherent problems of proof and possible defenses to the violations asserted in the Second Amended Complaint, including the defenses that the Individual Defendants asserted both orally in discussions with counsel and in papers filed in the Action.

24. In light of the foregoing and based on Plaintiff's Counsel's thorough review and analysis of the relevant facts, allegations, defenses, and controlling legal principles, Plaintiff and Plaintiff's Counsel believe that the Settlement is fair, reasonable, and adequate, and confers substantial benefits upon Settlement Class Members, China Ag, and its stockholders.

25. Each of the Defendants has separately denied and continues to deny each and all of the claims and contentions that Plaintiff has alleged individually, on behalf of the Settlement Class, and on behalf of the Nominal Defendant China Ag. Each of the Defendants expressly has denied and continues to deny all charges of wrongdoing or liability against him, her, or it arising out of any of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the Action. Each of the Individual Defendants also has denied and continues to deny, *inter alia*, each and every allegation that they breached their fiduciary duties to China Ag or China Ag's stockholders; converted Plaintiff's or the Settlement Class's China Ag stock; or that Plaintiff, the Settlement Class, China Ag stockholders, or China Ag suffered any injury for which they are entitled to relief. Each of the Defendants further has asserted and continues to assert that Plaintiff's claims are meritless and at all material times, he, she, or it acted in good faith and in a manner he, she, or it reasonably believed to be in the best interests of China Ag and China Ag stockholders.

26. Nonetheless, each Defendant has concluded that the further conduct of the Action would be protracted and expensive, and that it is desirable that the Action be fully and finally settled in the manner and upon the terms and conditions set forth in the Stipulation in order to limit further expense, inconvenience, and distraction, to dispose of burdensome and protracted litigation, and to permit the operation of China Ag's business without further expensive litigation and the distraction and diversion of executive personnel with respect to matters at issue in the Action. Defendants have therefore determined that it is desirable and beneficial to them that the Action be settled in the manner and upon the terms and conditions set forth in the Stipulation. China Ag believes that the Settlement confers substantial benefits upon China Ag and that the Settlement is in the best interests of China Ag.

27. THE SETTLEMENT OF THE ACTION, IF APPROVED BY THE COURT, ON THE TERMS AND CONDITIONS SET FORTH IN THE STIPULATION, WILL INCLUDE, BUT WILL NOT BE LIMITED TO, A RELEASE ON BEHALF OF THE SETTLEMENT CLASS, CHINA AG, AND CHINA AG STOCKHOLDERS OF THE RELEASED PERSONS OF ALL CLAIMS ASSERTED IN THE ACTION.

28. THE COURT HAS NOT FINALLY DETERMINED THE MERITS OF THE CLAIMS MADE BY PLAINTIFF AGAINST, OR THE DEFENSES OF, DEFENDANTS. THIS NOTICE DOES NOT IMPLY THAT THERE HAS BEEN OR WOULD BE ANY FINDING OF VIOLATION OF THE LAW OR THAT RELIEF IN ANY FORM OR RECOVERY IN ANY AMOUNT COULD BE HAD IF THE ACTION WAS NOT SETTLED.

#### WHAT ARE THE TERMS OF THE SETTLEMENT?

29. In consideration for the full and final settlement and dismissal with prejudice of, and the release of, any and all Released Class Claims and Released Derivative Claims, Defendants' insurer(s) shall pay \$3,250,000 for the benefit of the Settlement Class as provided in the Stipulation. No Defendant nor any Released Person (as defined in Paragraph 43 below) has any obligation to pay or bear any additional amounts, expenses, costs, damages, or fees to or for the benefit of Plaintiff, any Settlement Class Member, China Ag, or any China Ag stockholder in connection with the Settlement, including but not limited to attorneys' fees and expenses for any counsel to any Settlement Class Member or China Ag stockholder, or any costs of notice or settlement administration or otherwise, except as provided in the Stipulation.

#### HOW DO I KNOW IF I AM AFFECTED BY THE SETTLEMENT?

30. If you are a Settlement Class Member and/or a Current China Ag Stockholder, you are subject to the Settlement. The Settlement Class preliminarily certified by the Court, for Settlement purposes only, consists of any and all

stockholders of record of China Ag's common stock as of October 17, 2012, including any and all of their respective successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns, or transferees, immediate and remote, and any Person acting for or on behalf of, or claiming under, any of them, and each of them, and that such stockholders shall not have the right to opt out of the Settlement Class. Excluded from the Settlement Class are Defendants, all current and former officers and directors of China Ag and any person, firm, trust, corporation, or other entity related to, or affiliated with the current and former directors and officers of China Ag. Notwithstanding the foregoing, the Settlement Class includes The Carlyle Group, Carlyle Asia Growth Partners IV, L.P., CAGP IV Co-Investment, L.P., Carlyle Group Management L.L.C., Carlyle Group L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P. and TC Group Cayman Investment Holdings Sub L.P., and all of their predecessors and successors, and all present and former parents, subsidiaries, divisions, and related or affiliated entities.

**RECEIPT OF THIS NOTICE DOES NOT NECESSARILY MEAN THAT YOU ARE A SETTLEMENT CLASS MEMBER OR THAT YOU ARE ENTITLED TO RECEIVE PROCEEDS FROM THE SETTLEMENT. IF YOU WISH TO BE ELIGIBLE TO PARTICIPATE IN THE SETTLEMENT, YOU MUST SUBMIT THE ENCLOSED CLAIM FORM POSTMARKED NO LATER THAN APRIL 3, 2015.**

#### HOW MUCH WILL MY PAYMENT BE?

31. At this time, it is not possible to make any exact determination as to how much any individual Settlement Class Member may receive from the Settlement given various factors, including but not limited to how many claimants submit properly authenticated claim forms and are eligible to receive a distribution under the Plan of Distribution, the date of purchase of the Settlement Class Member's stock, and the Fee and Expense Award ordered by the Court.

32. Each person or entity claiming to be an Authorized Claimant (as defined in Paragraph 33 below) shall be required to submit a separate Claim Form signed under penalty of perjury and supported by such documents as specified in the Claim Form. If you are entitled to a payment, your share of the Net Settlement Fund (as defined in Paragraph 36 below) will depend on the number of valid Claim Forms that Settlement Class Members submit and the amount of China Ag common stock you retained on October 17, 2012, when China Ag's common stock was deregistered by the SEC. By following the "Proposed Plan of Distribution of the Net Settlement Fund" described below, you can calculate your "Recognized Claim." The Claims Administrator (defined in Paragraph 34 below) will distribute the Net Settlement Fund according to the proposed Plan of Distribution set forth below, or such other plan or formula as the Court may approve, after the deadline for submission of Claim Forms has passed.

33. "Authorized Claimant" means a Settlement Class Member who submits a timely, valid, and properly executed Claim Form to the Claims Administrator, in accordance with the requirements established by the Court, which Claim is approved for payment, in whole or in part, from the Net Settlement Fund.

34. "Claims Administrator" means Strategic Claims Services, which shall provide all notices approved by the Court to potential Settlement Class Members, to process the Claim Forms submitted, and to administer the Settlement in accordance with the terms and conditions set forth in the Stipulation, the Plan of Distribution, and any orders of the Court.

35. "Gross Settlement Fund" means the Settlement Amount plus all interest earned thereon.

36. "Net Settlement Fund" means the Gross Settlement Fund, less (i) any Fee and Expense Award (as defined in Paragraph 47 below) to Plaintiff's Counsel; (ii) Notice and Administration Expenses; (iii) taxes; and (iv) other fees and expenses authorized by the Court.

37. "Notice and Administration Expenses" means all costs, fees and expenses incurred by the Claims Administrator in connection with the preparation, printing, and mailing of this Notice to Current China Ag stockholders and the Settlement Class Members, and all expenses of Settlement administration, including processing of Claim Forms, as well as any escrow-related fees; provided, however, that none of these expenses shall include Plaintiff's Counsel's Fee and Expense Award. All Notice and Administration Expenses shall be paid from the Gross Settlement Fund.

38. "Settlement Amount" means the amount of \$3,250,000.00 (Three Million Two Hundred Fifty Thousand Dollars).

39. If the Settlement and proposed Plan of Distribution are approved by the Court, payments to Settlement Class Members will be determined as follows:

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

The Plan of Distribution is a matter separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Distribution shall not affect the validity or finality of the proposed Settlement. The Court may

approve the Plan of Distribution with or without modifications agreed to among the Settling Parties, or another Plan of Distribution, without further notice to Settlement Class Members. Any orders regarding a modification of the Plan of Distribution 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 Claim. **Please Note:** The Recognized Claim formula, set forth below, is not intended to be an estimate of the amount of what a Settlement 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 Claim 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 in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant's Recognized Claim. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total Recognized Claim of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant's Recognized Claim bears to the total Recognized Claims 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 funds remain in the Net Settlement Fund 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 this Notice; (ii) second, to pay any additional Notice and Administration Expenses 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, 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, any funds remaining in the Net Settlement Fund shall escheat to the State of Delaware.

#### **The Basis For Calculating Your Recognized Claim**

Each Authorized Claimant shall be allocated a *pro rata* share of the Net Settlement Fund based on his, her or its Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants. Recognized Claims will only be calculated for those shares of China Ag common stock retained on October 17, 2012<sup>2</sup>. Recognized Claims will be computed as follows:

- I) Common Stock purchased before March 11, 2011 and retained as of March 11, 2011:
  - A. For shares of China Ag common stock retained as of October 17, 2012, the Recognized Claim shall be \$7.19 per share<sup>3</sup>; and
  - B. For shares sold before October 17, 2012, the Recognized Claim shall be zero.
- II) Common Stock purchased during the period March 11, 2011, through October 17, 2012, inclusive:
  - A. For shares of China Ag common stock retained as of October 17, 2012, the Recognized Claim shall be the difference between the purchase price per share and \$0.16 per share<sup>4</sup>; and
  - B. For shares sold before October 17, 2012, the Recognized Claim shall be zero.

For purposes of calculating your Recognized Claim you must have retained shares of China Ag common stock as of October 17, 2012. If you did not retain shares of China Ag common stock as of October 17, 2012, you are not a Settlement Class Member and are not eligible to receive a distribution from the Net Settlement Fund. The date of purchase, acquisition

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<sup>2</sup> The registration of China Ag's common stock was revoked by the SEC on October 17, 2012.

<sup>3</sup> This represents the difference between the closing price of China Ag common stock of \$7.35 per share on March 10, 2011, the last day of trading prior to a 10-week hold on the trading of China Ag stock, and its closing price of \$0.16 per share on October 16, 2012, the last day of trading prior to the revocation of its registration.

<sup>4</sup> This represents the closing price of China Agritech common stock on October 16, 2012, the last day of trading prior to the revocation of its registration.



or sale during the period March 11, 2011 through October 17, 2012, inclusive, is the “contract” or “trade” date and not the “settlement” or “payment” date. All purchases, acquisitions and sales shall be matched on a First In First Out (“FIFO”) basis. In the event that you have more than one purchase or acquisition of common stock during the period March 11, 2011, through October 17, 2012, inclusive, (which must include at least one share of common stock retained as of October 17, 2012) all purchases, acquisitions and sales will be matched, in chronological order. Therefore, on the Claim Form enclosed with this Notice, you must have at least one share of common stock retained as of October 17, 2012. If so, then you need to list your holdings as of March 11, 2011, if any, and all of your purchases, acquisitions and sales of China Ag common stock during the period March 11, 2011, through October 17, 2012, inclusive. Brokerage commissions and transfer taxes paid by you in connection with your purchases, acquisitions and sales of China Ag common stock should be excluded from the “total purchase price” and “total proceeds.”

Payment pursuant to the Plan of Distribution approved by the Court shall be conclusive against all Authorized Claimants. No person shall have any claim against Defendants, Defendants’ Counsel, Plaintiff, Plaintiff’s Counsel or the Claims Administrator or other agent designated by Plaintiff’s Counsel based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Distribution, 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 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. All Settlement 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.

#### WHAT RIGHTS ARE BEING COMPROMISED BY THE SETTLEMENT?

40. If the Settlement is approved, the Court will enter a final order and judgment (the “Judgment”). The Judgment will provide that, upon the Effective Date (as defined in Paragraph 41 below):

- a. Plaintiff and the Settlement Class shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged the Released Class Claims against the Released Persons and any and all claims arising out of, relating to, or in connection with, the defense, settlement or resolution of the Action against the Released Persons, whether or not such Settlement Class Members execute and deliver a Claim Form. Plaintiff and the Settlement Class shall be deemed to have, and by operation of the Judgment shall have, covenanted not to sue any Released Person with respect to such Released Class Claims, and shall be permanently barred and enjoined from instituting, commencing or prosecuting the Released Class Claims against the Released Persons except to enforce the releases and other terms and conditions contained in the Stipulation and/or Judgment entered pursuant thereto. Upon the Effective Date, each of the Released Persons shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged each and all of Plaintiff, Plaintiff’s Related Persons, the Settlement Class Members, and Plaintiff’s Counsel from all claims (including Unknown Claims) arising out of, relating to, or in connection with, the institution, prosecution, assertion, settlement or resolution of the Action or the Released Class Claims; and
- b. Plaintiff (acting on his own behalf and derivatively on behalf of China Ag), and each of China Ag’s stockholders (solely in their capacity as China Ag stockholders) shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged the Released Derivative Claims against the Released Persons and any and all claims arising out of, relating to, or in connection with, the defense, settlement or resolution of the Action against the Released Persons. China Ag, Plaintiff (acting on his own behalf and derivatively on behalf of China Ag) and each of China Ag’s stockholders (solely in their capacity as China Ag’s stockholders) shall be deemed to have, and by operation of the Judgment shall have, covenanted not to sue any Released Person with respect to such Released Derivative Claims, and shall be permanently barred and enjoined from instituting, commencing or prosecuting the Released Derivative Claims against the Released Persons except to enforce the releases and other terms and conditions contained in the Stipulation and/or Judgment entered pursuant thereto. Upon the Effective Date, each of the Released Persons shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged each and all of China Ag, Plaintiff, Plaintiff’s Related Persons and Plaintiff’s Counsel from all claims

(including Unknown Claims) arising out of, relating to, or in connection with, the institution, prosecution, assertion, settlement or resolution of the Action or the Released Derivative Claims.

41. “Effective Date” means the first day by which all of the following events shall have occurred:
- a. The Court has entered the Scheduling Order;
  - b. The Court has entered the Final Order and Judgment, or a judgment substantially in the form of Exhibit D to the Stipulation;
  - c. The Judgment in the Action has become Final; and
  - d. The Settlement Amount shall have been paid in accordance with the Stipulation.

42. “Related Persons” means (i) as to China Ag, China Ag’s past or present directors, officers, managers, employees, partners, agents, underwriters, attorneys, accountants, auditors, banks, insurers, co-insurers, re-insurers, consultants, experts, successors, subsidiaries, divisions, joint ventures, assigns, general or limited partners or partnerships, limited liability companies, any entity in which China Ag has a controlling interest, and all officers, directors and employees of China Ag’s current and former subsidiaries, (ii) as to the Individual Defendants, (1) each spouse, immediate family member, heir, executor, estate, administrator, agent, attorney, accountant, auditor, bank, insurer, co-insurer, re-insurer, advisor, consultant, expert, or affiliate of any of them, (2) any trust in respect of which any Individual Defendant, or any spouse or family member thereof serves as a settlor, beneficiary or trustee, and (3) any entity in which an Individual Defendant, or any spouse or immediate family member thereof, holds a controlling interest or for which an Individual Defendant has served as an employee, director, officer, managing director, advisor, general partner, limited partner, or member and any collective investment vehicle which is advised or managed by any of them; and (iii) as to Plaintiff, (1) his spouse, immediate family member, heir, executor, estate, administrator, agent, attorney, accountant, auditor, bank, insurer, co-insurer, re-insurer, advisor, consultant, expert, or affiliate of any of them, (2) any trust in respect of which the Plaintiff, his spouse or any family member thereof serves as a settlor, beneficiary or trustee, and (3) any entity in which Plaintiff, his spouse, or any immediate family member thereof, holds a controlling interest or for which Plaintiff has served as an employee, director, officer, managing director, advisor, general partner, limited partner, or member and any collective investment vehicle which is advised or managed by any of them.

43. “Released Persons” means (i) each of the Individual Defendants; (ii) China Ag; (iii) any China Ag stockholder, derivatively on behalf of China Ag, or a member of the Settlement Class; and (iv) each and all of their Related Persons.

44. “Released Class Claims” means any and all claims, causes of action, debts, demands, rights or liabilities, including but not limited to, claims for conversion, negligence, gross negligence, professional negligence, breach of duty of care, breach of duty of loyalty, fraud, breach of fiduciary duty, breach of contract, negligent misrepresentation, waste of corporate assets, gross mismanagement, unjust enrichment, violations of any local, state, and federal statutes, rules, or regulations, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, including both known claims and any Unknown Claims (as defined below) that have been, or could have been asserted in the Action by Plaintiff and/or the members of the Settlement Class against any Released Persons that are based upon or related to: (i) the allegations, transactions, facts, matters, or occurrences, representations, or omissions involved, set forth, or referred to in the Second Amended Complaint through and including the date of the Stipulation; and/or (ii) the settlement of the Action, including the payment provided for in the Stipulation, except claims to enforce any of the terms of the Stipulation. Notwithstanding the foregoing, (i) this definition explicitly does not include, and the parties to the Stipulation expressly reserve and do not release, any claims for violation of federal securities laws alleged in the action captioned *Resh v. China Agritech, Inc., et al.*, No. 2:14-cv-05083, pending in the United States District Court for the Central District of California (the “*Resh* Action”); (ii) nothing in the Stipulation releases any claim by any of the Individual Defendants for recovery of insurance proceeds or any other claim against any insurer under any policy of insurance; and (iii) this definition explicitly does not include, and the parties to the Stipulation expressly reserve and do not release, any obligations, claims, or rights any of them may have under the Stipulation. Notwithstanding the foregoing, Defendants and their insurers expressly reserve all of their defenses in the *Resh* Action including but not limited to their challenge on the basis of double recovery the ability of any member(s) of the Settlement Class to recover damages or any form of settlement in the *Resh* Action.

45. “Released Derivative Claims” means any and all claims, causes of action, debts, demands, rights or liabilities, including but not limited to, claims for conversion, negligence, gross negligence, professional negligence, breach of duty of care, breach of duty of loyalty, fraud, breach of fiduciary duty, malpractice, breach of contract, negligent misrepresentation, waste of corporate assets, gross mismanagement, unjust enrichment, violations of any local, state, or federal statutes, rules, or regulations, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, including both known claims and any Unknown Claims that have been, or could have been

asserted in the Action by Plaintiff, China Ag, or any China Ag stockholder derivatively on behalf of China Ag against any of the Released Persons that are based upon or related to: (i) the allegations, transactions, facts, matters, or occurrences, representations, or omissions involved, set forth, or referred to in the Second Amended Complaint through and including the date of the Stipulation; and/or (ii) the settlement of the Action, including the payment provided for in the Stipulation, except claims to enforce any of the terms of the Stipulation. Notwithstanding the foregoing, (i) nothing in the Stipulation releases any claim by any of the Individual Defendants for recovery of insurance proceeds or any other claim against any insurer under any policy of insurance; and (ii) this definition explicitly does not include, and the parties to the Stipulation expressly reserve and do not release, any obligations, claims, or rights any of them may have under the Stipulation.

46. “Unknown Claims” means any Released Class Claims and Released Derivative Claims that Plaintiff, any Settlement Class Member, or any of China Ag’s stockholders derivatively on behalf of China Ag do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Persons, including claims which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to the Settlement. With respect to any and all Released Class Claims and Released Derivative Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Plaintiff individually and derivatively on behalf of China Ag, Individual Defendants, and China Ag, shall expressly waive, and each of China Ag’s stockholders and Settlement Class Members by operation of the Judgment shall have expressly waived the provisions, rights and benefits of 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.”**

Each of the Settling Parties, upon the Effective Date, shall be deemed to have, and by operation of the Final Order and Judgment shall have, 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 that is similar, comparable, or equivalent to California Civil Code § 1542. Plaintiff, China Ag, China Ag’s stockholders and the Settlement Class Members 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 Class Claims or the Released Derivative Claims, but upon the Effective Date, Plaintiff and China Ag shall expressly settle and release, and each of China Ag’s stockholders and the Settlement Class Members shall be deemed to have, and by operation of the Final Order and Judgment shall have, fully, finally, and forever settled and released any and all Released Class Claims or Released Derivative 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.

**WHAT PAYMENT ARE THE ATTORNEYS FOR THE PLAINTIFF AND THE SETTLEMENT CLASS SEEKING?  
HOW WILL THE LAWYERS BE PAID?**

47. Plaintiff’s Counsel have not received any payment for their services in pursuing claims against the Individual Defendants on behalf of the Settlement Class, China Ag or China Ag stockholders, nor have Plaintiff’s Counsel been reimbursed for their expenses. Before final approval of the Settlement, Plaintiff’s Counsel intend to apply to the Court for a collective award of attorneys’ fees and expenses to Plaintiff’s Counsel in an amount not to exceed seven hundred fifty thousand dollars (\$750,000) to be paid solely out of the Gross Settlement Fund. The Court will determine the amount of the attorneys’ fees and expenses to be awarded to Plaintiff’s Counsel (the “Fee and Expense Award”).

**HOW DO I PARTICIPATE IN THE SETTLEMENT? WHAT DO I NEED TO DO?**

48. If you are a Settlement Class Member, you must submit a Claim Form and supporting documentation to establish your entitlement to share in the Settlement. You must submit your Claim Form to the Claims Administrator, addressed to *In re China Agritech, Inc. Shareholder Derivative Litigation*, c/o Strategic Claims Services, P.O. Box 230, 600 North Jackson Street, Suite 3, Media, PA 19063, postmarked no later than April 3, 2015. A Claim Form is included with this Notice, or you may go to the website maintained by the Claims Administrator for the Settlement, [www.strategicclaims.net](http://www.strategicclaims.net), to download a copy of the Claim Form. You may also request that a Claim Form be mailed to you by contacting the Claims Administrator toll-free at 1.866.274.4004. Those who do not submit timely and valid Claim Forms with adequate supporting documentation will be barred from participating in the distribution of the Net Settlement Fund, but otherwise will be bound by all of the terms of the Stipulation, including the terms of any final orders or judgments entered and the releases given to Defendants and other Released Persons. Please retain all records of your ownership of, or transactions in, China Ag common stock, as they may be needed to document your Claim. In addition, please retain a copy of everything you mail to the Claims

Administrator, in case the materials are lost or destroyed during shipping. **If you have questions regarding your Claim Form, you may contact the Claims Administrator toll-free at 1.866.274.4004.**

49. As a Settlement Class Member, you are represented by the Class Representative and Class Counsel, unless you enter an appearance through counsel of your own choice at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file a notice of appearance on your behalf and must serve copies of his or her notice of appearance on the attorneys listed in the section below entitled, “When And Where Will The Court Decide Whether To Approve The Settlement? Do I Have To Come To The Hearing? May I Speak At The Hearing If I Don’t Like The Settlement?”

50. If you wish to object to the Settlement or any of its terms, the proposed Plan of Distribution, or Plaintiff’s Counsel’s application for attorneys’ fees and expenses, you may present your objections by following the instructions in the section below entitled “When And Where Will The Court Decide Whether To Approve The Settlement? Do I Have To Come To The Hearing? May I Speak At The Hearing If I Don’t Like The Settlement?”

**WHEN AND WHERE WILL THE COURT DECIDE WHETHER TO APPROVE THE SETTLEMENT? DO I HAVE TO COME TO THE HEARING? MAY I SPEAK AT THE HEARING IF I DON’T LIKE THE SETTLEMENT?**

**51. If you do not wish to object in person to the proposed Settlement, the proposed Plan of Distribution, and/or the application for attorneys’ fees and expenses, you do not need to attend the Settlement Hearing. You can object to or participate in the Settlement without attending the Settlement Hearing.**

52. The Court has scheduled the Settlement Hearing for February 13, 2015 at 10:00 a.m., in the Court of Chancery, New Castle County Courthouse, 500 N. King Street, Wilmington, Delaware, 19801. The Court reserves the right to approve the Settlement and/or the Plan of Distribution at or after the Settlement Hearing without further notice to the Settlement Class Members.

53. Any Settlement Class Member may object to the Settlement, the Plan of Distribution, or Plaintiff’s Counsel’s request for an award of attorneys’ fees and expenses. Any Current China Ag Stockholder may object to the Settlement or Plaintiff’s Counsel’s request for an award of attorneys’ fees and expenses. Objections or oppositions must be in writing. You must file any written objection or opposition, together with copies of all other papers and briefs, with the Register in Chancery, Court of Chancery, 500 N. King Street, Wilmington, Delaware, 19801. You must also serve the papers on the following counsel of record so that the papers are received on or before January 30, 2015:

Paul A. Fioravanti, Jr. PRICKETT, JONES & ELLIOTT, P.A. 1310 King Street P.O. Box 1328 Wilmington, DE 19899	Bradley R. Aronstam SEITZ ROSS ARONSTAM & MORITZ LLP 100 South West Street, Suite 400 Wilmington, DE 19801
Richard D. Heins ASHBY & GEDDES 500 Delaware Avenue, 8th Floor Wilmington, DE 19899	David A. Jenkins SMITH, KATZENSTEIN & JENKINS LLP 800 Delaware Avenue P.O. Box 410 Wilmington, DE 19899

54. If you are a Current China Ag Stockholder, your filing must include: (a) a written notice of intention to appear; (b) evidence proving ownership of China Ag common stock as of the date of this Notice, including the number of shares of China Ag common stock held as of such date; (c) a detailed statement of your objection to any matters before the Court; and (d) the grounds for such objections and/or the reasons that you desire to appear and be heard as well as all documents and writings you desire the Court to consider. If you are a Settlement Class Member, your filing must include: (a) a written notice of whether you intend to appear; (b) evidence proving membership in the Settlement Class, including the number of shares of China Ag common stock held as of October 17, 2012; (c) a detailed statement of your objection to any matters before the Court; and (d) the grounds for such objections and/or the reasons that you desire to appear and be heard as well as all documents and writings you desire the Court to consider.

55. You may file a written objection without having to appear at the Settlement Hearing. You may not appear at the Settlement Hearing to present your objection, however, unless you first filed and served a written objection in accordance with the procedures described above, unless the Court orders otherwise.

56. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. If you decide to hire an attorney, which will be at your own expense, however, he or she must file a

notice of appearance with the Court and serve it on the counsel listed in Paragraph 53 above so that the notice is received on or before January 30, 2015.

57. The Settlement Hearing may be adjourned by the Court without further written notice to the Settlement Class. If you intend to attend the Settlement Hearing, you should confirm the date and time with Plaintiff's Counsel.

58. Unless the Court orders otherwise, (a) any Current China Ag Stockholder who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the proposed Settlement or Plaintiff's Counsel's request for an award of attorneys' fees and expenses, and (b) any Settlement Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the proposed Settlement, the proposed Plan of Distribution, or Plaintiff's Counsel's request for an award of attorneys' fees and expenses. Current China Ag Stockholders and Settlement Class Members do not need to appear at the hearing or take any other action to indicate their approval.

CAN I SEE THE COURT OF CHANCERY FILE? WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?

59. This Notice does not purport to be a comprehensive description of the Action, the allegations or transactions related thereto, the terms of the Settlement or the Settlement Hearing. For a more detailed statement of the matters involved in this Action, you may inspect the pleadings, the Stipulation, the Orders entered by the Court and other papers filed in the Action, unless sealed, at the Office of the Register in Chancery, 500 N. King Street, Wilmington, Delaware, 19801, during regular business hours of each business day. Copies of the Stipulation, this Notice and the Claim Form are also available on the settlement website, [www.strategicclaims.net/cases](http://www.strategicclaims.net/cases). DO NOT WRITE OR TELEPHONE THE COURT.


60. Questions regarding the Settlement should be directed to either of the following Plaintiff's Counsel:

Paul A. Fioravanti, Jr. PRICKETT, JONES & ELLIOTT, P.A. 1310 King Street P.O. Box 1328 Wilmington, DE 19899 302.888.6500	Robin Winchester KESSLER TOPAZ MELTZER & CHECK, LLP 280 King of Prussia Road Radnor, PA 19087 610.667.7706
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NOTICE TO PERSONS OR ENTITIES HOLDING RECORD OWNERSHIP ON BEHALF OF OTHERS

61. If you held China Ag common stock as of October 17, 2012 and/or the date of this Notice for the beneficial interest of a person or entity other than yourself, the Court has requested that within ten (10) calendar days of receipt of this Notice, you must either (i) send this Notice and Claim Form to all such beneficial owners, or (ii) send a list of the names and addresses of such beneficial owners to the Claims Administrator: *In re China Agritech, Inc. Shareholder Derivative Litigation*, c/o Strategic Claims Services, P.O. Box 230, 600 North Jackson Street, Suite 3, Media, PA 19063. If you choose the first option, additional copies of this Notice and the Claim Form are available (a) by requesting additional copies of the Notice and Claim Form from the Claims Administrator by writing to *In re China Agritech, Inc. Shareholder Derivative Litigation*, c/o Strategic Claims Services, P.O. Box 230, 600 North Jackson Street, Suite 3, Media, PA 19063 or by calling toll-free 1.866.274.4004, or (b) by downloading the Notice and Claim Form from the following website [www.strategicclaims.net/cases](http://www.strategicclaims.net/cases). If you choose the second option, the Claims Administrator will send a copy of the Notice and Claim Form to the beneficial owners provided. Upon full compliance with these directions, such nominees may seek reimbursement of their reasonable expenses actually incurred, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought.

Dated: November 24, 2014



Karlo Johnson

Register in Chancery

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE CHINA AGRITECH, INC. SHAREHOLDER )  
DERIVATIVE LITIGATION ) Cons. C.A. No. 7163-VCL )

**PROOF OF CLAIM AND RELEASE FORM**

**I. GENERAL INSTRUCTIONS**

A. To recover as a member of the Settlement Class based on your claim in the action entitled *In re China Agritech, Inc. Shareholder Derivative Litigation*, Consolidated C.A. No. 7163-VCL (the “Action”), you must complete this Proof of Claim and Release form (“Claim Form”). If you fail to submit a Claim Form by the deadline, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement of the Action (“Settlement”), as set forth in the Stipulation and Agreement of Compromise, Settlement, and Release (“Stipulation”) dated November 12, 2014. **If you have questions regarding this Claim Form, you may contact the Claims Administrator toll-free at 1.866.274.4004.**

B. Submission of this Claim Form, however, does not ensure that you will share in the proceeds of the Net Settlement Fund created in this Action.

C. **YOU MUST COMPLETE AND SUBMIT YOUR CLAIM FORM VIA MAIL POSTMARKED ON OR BEFORE APRIL 3, 2015, ADDRESSED TO THE CLAIMS ADMINISTRATOR AS FOLLOWS:**

*In re China Agritech, Inc. Shareholder Derivative Litigation*  
c/o Strategic Claims Services  
P.O. Box 230  
600 North Jackson Street, Suite 3  
Media, PA 19063

If you are NOT a member of the Settlement Class, as defined in the Notice of Pendency and Settlement of Class Action and Derivative Action and Settlement Hearing (the “Notice”), then DO NOT submit a Claim Form.

D. If you are a member of the Settlement Class and the Settlement is approved, you are bound by the terms of the judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A CLAIM FORM.

**II. INSTRUCTIONS FOR CLAIMANT IDENTIFICATION SCHEDULE**

A. If you held the common stock of China Agritech, Inc. (“China Ag”) in your name, you are the beneficial owner as well as the record owner. If, however, the stock was registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.

B. Use “Part I” of this form (below) entitled “Claimant Identification” to identify each owner of record (“nominee”), if different from the beneficial owner of the China Ag common stock which forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR THE LEGAL REPRESENTATIVE OF SUCH OWNER(S) OF THE CHINA AG COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

C. All joint owners must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons or entities represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of the claim or result in rejection of the claim.

**III. INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS**

A. In the space provided below, supply all required details of your transaction(s) in China Ag common stock. If you need more space, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

B. Please provide all of the requested information with respect to *all* of your holdings, purchases, acquisitions and sales of China Ag common stock, regardless of whether such transactions resulted in a profit or a loss. **Failure to report all such**

**transactions may result in the rejection of your claim. Please note:** only China Ag common stock held as of October 17, 2012 is eligible to potentially recover under the Settlement.

C. List each transaction separately and in chronological order by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

D. Broker confirmations or other documentation of your transactions in China Ag common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

E. The requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Claim. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Settlement Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the claimant's cost.

**THE COURT OF CHANCERY  
OF THE STATE OF DELAWARE**

*In re China Agritech, Inc. Shareholder Derivative Litigation*  
Cons. C.A. No. 7163-VCL

PROOF OF CLAIM AND RELEASE

**Must be Postmarked No Later Than: April 3, 2015**

**Please Type or Print**

**PART I: CLAIMANT IDENTIFICATION**

Beneficial Owner's Name (First, Middle, Last)		
Record Owner's Name (if different from beneficial owner listed above)		
Street Address		
Street Address		
City	State	Postal / Zip Code
Foreign Province	Foreign Country	
Social Security Number (if U.S. Citizen / Resident)	OR	Taxpayer Identification Number (if U.S. Citizen / Resident)
Country/Area Code	Telephone Number (work)	
Country/Area Code	Telephone Number (home/cell)	
Email Address		
Check One:		
<input type="checkbox"/> Individual	<input type="checkbox"/> Corporation	
<input type="checkbox"/> Joint Owners	<input type="checkbox"/> IRA	
<input type="checkbox"/> Estate	<input type="checkbox"/> Other _____ (specify)	



**PART II: SCHEDULE OF TRANSACTIONS IN CHINA AG COMMON STOCK**

A. **BEGINNING HOLDINGS:** On March 11, 2011, I (we) owned \_\_\_\_\_ shares of China Ag common stock. (If none, write 0).

B. **PURCHASES AND ACQUISITIONS:** I (We) made the following PURCHASES and ACQUISITIONS of China Ag common stock from March 11, 2011 to October 17, 2012, inclusive. (Must be documented):

Trade Date(s) of Purchase(s) and Acquisition(s) (List Chronologically) Month/Day/Year	Number of Shares of China Ag Common Stock Purchased or Acquired	Purchase or Acquisition Price Per Share of China Ag Common Stock	Total Purchase Price (excluding commissions, taxes and fees)
___/___/___	_____	\$ _____	\$ _____
___/___/___	_____	\$ _____	\$ _____
___/___/___	_____	\$ _____	\$ _____
___/___/___	_____	\$ _____	\$ _____
___/___/___	_____	\$ _____	\$ _____

C. **SALES:** I (We) made the following SALES of China Ag common stock from March 11, 2011 to October 17, 2012, inclusive. (Must be documented):

Trade Date(s) of Sale(s) (List Chronologically) Month/Day/Year	Number of Shares of China Ag Common Stock Sold	Sale Price Per Share of China Ag Common Stock	Total Proceeds (excluding commissions, taxes and fees)
___/___/___	_____	\$ _____	\$ _____
___/___/___	_____	\$ _____	\$ _____
___/___/___	_____	\$ _____	\$ _____
___/___/___	_____	\$ _____	\$ _____
___/___/___	_____	\$ _____	\$ _____

D. **UNSOLD HOLDINGS:** On October 17, 2012, I (we) still owned \_\_\_\_\_ shares of China Ag common stock. (If none, write 0).

YOU MUST READ THE RELEASE ON PAGE 18 AND SIGN THIS PROOF OF CLAIM AND RELEASE ON PAGE 19. FAILURE TO SIGN THIS PROOF OF CLAIM AND RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

If you require additional space, attach extra schedules in the same format as above. Copies of broker’s confirmations or other documentation evidencing your transactions in China Ag common stock must be attached.

**PART III: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGEMENTS**

1. I (We) submit this Proof of Claim and Release under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the Court of Chancery of the State of Delaware with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein and the judgment entered in the Action. I (We) further acknowledge that I (we) am (are) bound by and subject to the terms of any judgment that may be entered in the Action.

2. I (We) agree to furnish additional information to the Claims Administrator to support this claim if required to do so.

#### PART IV: DEFINITIONS AND RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, discharge, and release all “Released Class Claims” against all “Released Persons,” including “Unknown Claims,” as defined below.

(a) “Released Class Claims” means and includes any and all claims, causes of action, debts, demands, rights or liabilities, including but not limited to, claims for conversion, negligence, gross negligence, professional negligence, breach of duty of care, breach of duty of loyalty, fraud, breach of fiduciary duty, breach of contract, negligent misrepresentation, waste of corporate assets, gross mismanagement, unjust enrichment, violations of any local, state, and federal statutes, rules, or regulations, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, including both known claims and any Unknown Claims (as defined below) that have been, or could have been asserted in the Action by Plaintiff and/or the members of the Settlement Class against any Released Persons that are based upon or related to: (i) the allegations, transactions, facts, matters, or occurrences, representations, or omissions involved, set forth, or referred to in the Second Amended Complaint through and including the date of the Stipulation; and/or (ii) the settlement of the Action, including the payment provided for in the Stipulation, except claims to enforce any of the terms of the Stipulation. Notwithstanding the foregoing, this definition explicitly does not include any claims for violation of federal securities laws alleged in the action captioned *Resh v. China Agritech, Inc., et al.*, No. 2:14-cv-05083, pending in the United States District Court for the Central District of California.

(b) “Released Persons” means (i) each of the Individual Defendants; (ii) China Ag; (iii) any China Ag stockholder, derivatively on behalf of China Ag, or a member of the Settlement Class; and (iv) each and all of their Related Persons.

(c) “Related Persons” means (i) as to China Ag, China Ag’s past or present directors, officers, managers, employees, partners, agents, underwriters, attorneys, accountants, auditors, banks, insurers, co-insurers, re-insurers, consultants, experts, successors, subsidiaries, divisions, joint ventures, assigns, general or limited partners or partnerships, limited liability companies, any entity in which China Ag has a controlling interest, and all officers, directors and employees of China Ag’s current and former subsidiaries, (ii) as to the Individual Defendants, (1) each spouse, immediate family member, heir, executor, estate, administrator, agent, attorney, accountant, auditor, bank, insurer, co-insurer, re-insurer, advisor, consultant, expert, or affiliate of any of them, (2) any trust in respect of which any Individual Defendant, or any spouse or family member thereof serves as a settlor, beneficiary or trustee, and (3) any entity in which an Individual Defendant, or any spouse or immediate family member thereof, holds a controlling interest or for which an Individual Defendant has served as an employee, director, officer, managing director, advisor, general partner, limited partner, or member and any collective investment vehicle which is advised or managed by any of them; and (iii) as to Plaintiff, (1) his spouse, immediate family member, heir, executor, estate, administrator, agent, attorney, accountant, auditor, bank, insurer, co-insurer, re-insurer, advisor, consultant, expert, or affiliate of any of them, (2) any trust in respect of which the Plaintiff, his spouse or any family member thereof serves as a settlor, beneficiary or trustee, and (3) any entity in which Plaintiff, his spouse, or any immediate family member thereof, holds a controlling interest or for which Plaintiff has served as an employee, director, officer, managing director, advisor, general partner, limited partner, or member and any collective investment vehicle which is advised or managed by any of them.

(d) “Unknown Claims” means any Released Class Claims I (we) do not know or suspect to exist in my (our) favor at the time of the release of the Released Persons, including claims which, if known by me (us), might have affected my (our) decision not to object to the Settlement. With respect to any and all Released Class Claims, by operation of the Judgment I (we) shall have expressly waived the provisions, rights and benefits of 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.”**

Upon the Effective Date, by operation of the Final Order and Judgment I (we) shall have 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 that is similar, comparable, or equivalent to California Civil Code § 1542. I (We) may hereafter discover facts in addition to or different from those which I (we) now know or believe to be true with respect to the subject matter of the Released Class Claims, but upon the Effective Date I (we) shall be deemed to have, and by operation of the Final Order and Judgment shall have, fully, finally, and forever settled and released any and all Released Class 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.

2. This release shall be of no force or effect unless and until the Court gives final approval to the Settlement and the Effective Date (as defined in the Stipulation) occurs.

3. If the Settlement, including any amendment made in accordance with the Stipulation, is not approved by the Court or shall not become effective for any reason whatsoever, the Settlement (including any modification thereof) and any actions taken or to be taken in connection therewith (including the judgment entered in the Action), shall be terminated and shall become void and of no further force and effect except as set forth in the Stipulation.

**PART V: REPRESENTATIONS AND CERTIFICATION**

1. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

2. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases and sales transactions in China Ag common stock which occurred from March 11, 2011 to October 17, 2012, inclusive, as well as the number of shares of China Ag common stock held by me (us) on March 11, 2011, and on October 17, 2012.

3. 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.

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

I (We) declare under penalty of perjury under the laws of the State of \_\_\_\_\_ (location at the time this declaration is made) that the foregoing information supplied by the undersigned is true and correct and that this Proof of Claim and Release form was executed this \_\_\_\_ day of \_\_\_\_\_ in \_\_\_\_\_.  
(month, year) (City, State, Country)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Sign your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Type or print your name here)

\_\_\_\_\_  
(Capacity of persons signing, e.g., Beneficial Owner, Executor or Administrator)

\_\_\_\_\_  
(Capacity of persons signing, e.g., Beneficial Owner, Executor or Administrator)

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

**Reminder Checklist**

1. Please sign this Proof of Claim and Release on Page 19.
2. If this claim is being made on behalf of joint claimants, both must sign.
3. Remember to attach supporting documentation.
4. Do not send original stock certificates.
5. Keep a copy of your Proof of Claim and Release form and all documents submitted for your records.
6. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send the Claims Administrator your new address.

These forms and your supporting documentation must be postmarked  
no later than April 3, 2015.

*In re China Agritech, Inc. Shareholder Derivative Litigation*  
c/o Strategic Claims Services  
P.O. Box 230  
600 N Jackson Street – Suite 3  
Media, PA 19063