

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

_____	X
In re AGRIA CORPORATION SECURITIES	: Civil Action No. 1:08-cv-03536-WHP
LITIGATION	:
_____	: <u>CLASS ACTION</u>
	:
This Document Relates To:	:
	:
ALL ACTIONS.	:
_____	X

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a member of the Class based on your claims in the action entitled *In re Agria Corporation Securities Litigation*, Civil Action No. 1:08-cv-03536-WHP (the "Litigation"), you must complete and, on page 6, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the proposed Settlement of the Litigation.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE JANUARY 14, 2011, ADDRESSED AS FOLLOWS:

Agria Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 5100
Larkspur, CA 94977-5100

If you are NOT a member of the Class (as defined in the Notice of Pendency and Proposed Settlement of Class Action ("Notice")), DO NOT submit a Proof of Claim.

4. If you are a member of the Class and you do not timely request exclusion in connection with the proposed Settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided by the Settlement, as set forth in the Stipulation of Settlement ("Stipulation"), WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased Agria ADS and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased Agria ADS and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of the form below entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of Agria ADS which forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S), OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S), OF THE AGRIA ADS UPON WHICH THIS CLAIM IS BASED.

All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons 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 your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of the form below entitled "Schedule of Transactions in Agria American Depository Shares" to supply all required details of your transaction(s) in Agria ADS. If you need more space or additional schedules, 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.

On the schedules, provide all of the requested information with respect to **all** of your purchases and/or sales of Agria ADS which took place at any time on or about November 6, 2007 through June 26, 2008, inclusive (the "Class Period"), whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the Agria ADS you held at the close of trading on November 5, 2007, and at the close of trading on June 26, 2008. Failure to report all such transactions may result in the rejection of your claim.

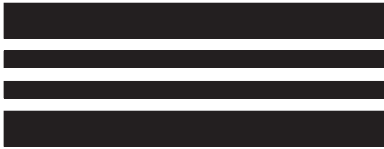
List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Agria ADS. The date of a "short sale" is deemed to be the date of sale of Agria ADS.

Copies of broker confirmations or other documentation of your transactions in Agria ADS should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

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 whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-877-242-7604 or visit their website at www.gilardi.com 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.

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Only



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re Agria Corporation Securities Litigation
Civil Action No. 1:08-cv-03536-WHP

PROOF OF CLAIM AND RELEASE

Please Type or Print in the Boxes Below
Do **NOT** use Red Ink, Pencil, or Staples

**Must be Postmarked
No Later Than
January 14, 2011**

AGRIA

PART I: CLAIMANT IDENTIFICATION

Last Name [] M.I. [] First Name []

Last Name (Co-Beneficial Owner) [] First Name (Co-Beneficial Owner) []

IRA Joint Tenancy Employee Individual Other _____

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA (specify) []

Trustee/Asset Manager/Nominee/Record Owner's Name (if Different from Beneficial Owner Listed Above) []

Account#/Fund# (Not Necessary for Individual Filers) []

Social Security Number [] — [] — [] or Taxpayer Identification Number [] — []

Telephone Number (Work) [] — [] — [] Telephone Number (Home) [] — [] — []

Email Address []

MAILING INFORMATION

Address []

Address []

City [] State [] Zip Code [] — []

Foreign Province [] Foreign Postal Code [] Foreign Country Name/Abbreviation []

FOR CLAIMS PROCESSING ONLY PB [] PC [] ND NS ICI OPT MRG BOTH IHI NTIN OTHER [] M M / D D / Y Y Y Y FOR CLAIMS PROCESSING ONLY



IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth in this Proof of Claim. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases or sales of Agria ADS during the Class Period and know of no other person having done so on my (our) behalf.

V. DEFINITIONS AND RELEASE

1. This Proof of Claim incorporates by reference the definition of all capitalized terms as provided in the Stipulation, unless otherwise set forth in this Proof of Claim. Any inconsistency between the Stipulation and this Proof of Claim is controlled by the language of the Stipulation.

2. "Defendants" means Agria, Terry McCarthy, Jivran Zhao, Shangzhong Xu, Credit Suisse Securities (USA) LLC, HSBC Securities (USA) Inc., Piper Jaffray & Co., CIBC World Markets Corp., Brothers Capital Limited, Guanglin Lai, Kenneth Hua Huang, Gary Tim Ting Yeung, Zhaohua Qian, Zhixin Xue, and Geoffrey Duyk.

3. "Released Persons" means each and all of the Defendants and each and all of their present or former parents, subsidiaries, affiliates (as defined in 17 C.F.R. §210.1-02(b)), successors and assigns, and each and all of the present or former officers, directors, employees, employers, attorneys, accountants, financial advisors, commercial bank lenders, insurers, investment bankers, representatives, general and limited partners and partnerships, heirs, executors, administrators, successors, affiliates, and assigns of each of them.

4. "Released Claims" means all claims, whether known or unknown (including, but not limited to, "Unknown Claims"), that were asserted or could have been asserted in this Action by Lead Plaintiff or members of the Class, directly, derivatively, or in any other capacity, against the Released Persons under federal or state law, including, without limitation, all claims arising out of, or relating to, in whole or in part, (i) the claims or facts and circumstances asserted in this Action, and (ii) the purchase of Agria ADS pursuant and/or traceable to Agria's initial public offering during the Class Period.

5. "Unknown Claims" means any Released Claims which the Lead Plaintiff or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons which, if known by him, her or it, 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 this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiff shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived to the fullest extent permitted by law 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.

The Lead Plaintiff shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code §1542. The Lead Plaintiff and 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 Claims, but the Lead Plaintiff shall expressly, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Lead Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.

6. Upon the Effective Date, I (We) acknowledge full and complete satisfaction of, and fully, finally, and forever settle, release, and discharge from the Released Claims each and all of the Released Persons.

7. This release shall be of no force or effect unless and until the Court approves the Stipulation and the Stipulation becomes effective on the Effective Date (as defined in the Stipulation).

8. I (We) 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.

9. I (We) warrant and represent that I (we) have included information about all of my (our) transactions in Agria ADS which occurred during the Class Period as well as the number of Agria ADS held by me (us) at the close of trading on November 5, 2007, and at the close of trading on June 26, 2008.



I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT.

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 person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

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Beneficial Purchaser, Executor or Administrator)

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

Reminder Checklist:

1. Please sign the above release and declaration.
2. Remember to attach supporting documentation, if available.
3. Do not send original stock certificates.
4. Keep a copy of your claim form and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
6. If you move, please send the Claims Administrator your new address.

