

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA**

FREDRIC ELLIOTT, Individually and on Behalf of All  
Others Similarly Situated,

Plaintiff,

vs.

CHINA GREEN AGRICULTURE, INC., et al.,

Defendants.

Case No. 3:10-cv-00648-LRH-WGC

CLASS ACTION

**NOTICE OF PROPOSED SETTLEMENT OF  
CLASS ACTION**

***If you purchased or otherwise acquired the publicly traded securities of China Green Agriculture, Inc. ("CGA") during the period between May 12, 2009 and January 4, 2011, inclusive (the "Settlement Class Period"), you may be entitled to receive a payment under the proposed settlement (the "Settlement") of a securities class action lawsuit (the "Litigation"). Your legal rights are affected whether you act or do not act. Please read this notice carefully.***

This is not a solicitation from a lawyer; a United States District Court authorized this notice (the "Notice"). The complete terms and conditions of the Settlement are set forth in a Stipulation of Settlement, dated March 7, 2014 (the "Stipulation") entered into by the parties to the Litigation, which can be downloaded at [www.chinagreensecuritieslitigation.com](http://www.chinagreensecuritieslitigation.com) or requested at the telephone number and address provided below.

**Relevant securities and time period:** CGA securities purchased or otherwise acquired between May 12, 2009 and January 4, 2011, inclusive.

**Settlement proceeds:** If the Settlement is approved by the United States District Court for the District of Nevada (the "Court"), it will provide for a gross payment of \$2,500,000 into a settlement fund (the "Settlement Fund"), which, after deducting certain fees and expenses described below, would be available for distribution to persons who purchased or otherwise acquired CGA securities during the Settlement Class Period ("Settlement Class"). Whether you are entitled to a payment from the Settlement Fund depends on the timing of your purchases and any sales of CGA securities during the Settlement Class Period. Based on the information currently available to counsel for the Court-appointed lead plaintiffs in the Litigation ("Lead Plaintiffs' Counsel") and the analysis performed by its damage consultants, if claims are submitted representing 100 percent of the eligible CGA shares, the estimated average recovery would be approximately \$0.14 for each share of CGA common stock, before deducting settlement administration costs and Court-approved fees and expenses. Historically, the claim submission rate is less than 100 percent, which results in a higher per-share recovery for those who submit qualifying claims. Please see Question 9 below for a detailed explanation of the proposed plan of allocation (the "Plan of Allocation") for distributing the Settlement proceeds to members of the Settlement Class ("Settlement Class Members").

**Reasons for the Settlement:** The Settlement provides a benefit to Settlement Class Members now and avoids the uncertainty, time and expense of further litigation, including the potential for a contested trial and likely appeals, with the possibility of receiving no recovery at all for the Settlement Class.

**If the Litigation had not settled:** If the parties had not agreed to the Settlement, it is possible that the lead plaintiffs ("Lead Plaintiffs"), on behalf of Settlement Class Members, would have obtained no recovery at all. The parties vigorously disagree on both liability and damages. The defendants in the Litigation (the "Defendants") deny that they are liable in any respect, and deny that Lead Plaintiffs and Settlement Class Members suffered any injury. Among the many issues on which the parties do not agree are: (1) whether any Defendants violated the law; (2) whether CGA's public disclosures contained any false or misleading statements or omissions of material fact; (3) whether any such alleged misstatements or omissions affected the price of CGA common stock, and the amount and method for determining such alleged effect; and (4) the amount of damages (if any) that could be recovered at trial.

**Fees and expenses:** Lead Plaintiffs' Counsel has not received any payments for its work investigating the facts, prosecuting the Litigation and negotiating the Settlement on behalf of Lead Plaintiffs and the Settlement Class. Lead Plaintiffs' Counsel will ask the Court for an award of attorneys' fees equal to 33<sup>1/3</sup>% of the Settlement Fund, and for reimbursement of litigation expenses not to exceed \$100,000. In addition, Lead Plaintiffs will ask the Court for a compensatory payment not to exceed \$5,000 for reimbursement of their reasonable costs and expenses directly relating to their representation of the Settlement Class. All these amounts would be paid exclusively from the Settlement Fund. If the above amounts are approved by the Court, the average cost of such fees and expenses would be approximately \$0.058 for each share of CGA common stock.

**Important deadlines:**

Deadline to submit a claim for Settlement proceeds: July 9, 2014

Deadline to request exclusion from the Settlement Class: July 9, 2014

Deadline to object to the Settlement: July 9, 2014

**Settlement hearing:** July 22, 2014

**More information:** [www.chinagreensecuritieslitigation.com](http://www.chinagreensecuritieslitigation.com) or contact:

Claims Administrator  
*China Green Agriculture, Inc. Securities Litigation*  
Claims Administrator  
c/o Epiq Systems, Inc.  
P.O. Box 3518  
Portland, OR 97208-3518  
[info@chinagreensecuritieslitigation.com](mailto:info@chinagreensecuritieslitigation.com)

Lead Plaintiffs' Counsel  
SAXENA WHITE P.A.  
Joseph E. White, III  
2424 N. Federal Hwy., Suite 257  
Boca Raton, FL 33431  
Telephone: (561) 394-3399

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

|                           |                                                                                                                                                                                                                    |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SUBMIT A CLAIM</b>     | You may submit a claim to request a payment from the Settlement Fund by following the instructions in this Notice and on the Proof of Claim enclosed with this Notice.                                             |
| <b>OBJECT</b>             | You may write to the Court if you do not like this Settlement, the request for fees and expenses, or the Plan of Allocation. The Court will consider your objection in deciding whether to approve the Settlement. |
| <b>REQUEST EXCLUSION</b>  | You may request to be excluded from the Settlement Class by following the instructions in this Notice. If you request exclusion, you will not be able to submit a claim for a payment from the Settlement Fund.    |
| <b>ATTEND THE HEARING</b> | You may attend the hearing at which the Court will consider whether to approve the Settlement (the "Settlement Hearing"). Attendance, however, is not required.                                                    |
| <b>DO NOTHING</b>         | You may do nothing, in which case you will not receive any payment from the Settlement Fund and you will be bound by the terms of the Settlement, including the release of claims.                                 |

The above rights and options — ***and the deadlines to exercise them*** — are explained in this Notice. The Court must decide whether to approve the Settlement. Payments will be made only if the Court approves the Settlement and, if there are any appeals, after appeals are resolved. Please be patient.

## BASIC INFORMATION

### 1. WHY DID I GET THIS NOTICE?

You or someone in your family may have purchased CGA securities between May 12, 2009 and January 4, 2011, inclusive.

The Court authorized this Notice to inform people who purchased CGA securities during the Settlement Class Period about a proposed settlement of a class action lawsuit filed against CGA, and the options that such people have before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and any appeals are resolved in favor of the Settlement, the claims administrator appointed by the Court (the “Claims Administrator”) will make the payments provided for under the Settlement.

This Notice explains the Litigation, the Settlement, your legal rights, what benefits are available, who is eligible for such benefits, and how to obtain them.

The title of the Litigation is *Elliott v. China Green Agriculture, Inc., et al.*, Case No. 3:10-CV-00648-LRH-WGC (D. Nev.). Lead Plaintiffs are Thomas Johnston, Giuliano Lazzeretti, Thuan Ly, Christina Galbraith, and Charles White. Defendants are CGA, Tao Li, Ying Yang, Yu Hao, Lianfu Liu, Yizhao Zhang and Barry Raeburn.

### 2. WHAT IS THIS LAWSUIT ABOUT?

Fredric Elliott filed the original purported securities class action complaint in the Litigation on October 15, 2010 alleging that CGA and certain of its officers and directors made false and misleading statements in CGA’s public filings with the U.S. Securities and Exchange Commission in violation of federal securities laws. On April 27, 2011, the Court appointed a group of purported CGA shareholders as Lead Plaintiffs. Lead Plaintiffs subsequently filed an amended complaint against the same defendants, and added as defendants Roth Capital Partners LLC, Rodman & Renshaw LLC, who acted as underwriters in connection with CGA’s public offering of securities. On November 2, 2012, the Court entered an order dismissing defendants Roth Capital Partners LLC, Rodman & Renshaw LLC, Ken Ren and Robert B. Fields from the Litigation.

### 3. WHY IS THIS A CLASS ACTION?

The Litigation was filed as a class action lawsuit. In a class action, one or more plaintiffs file a lawsuit on behalf of himself or herself and as a representative of other people who have similar claims. Class actions allow a court to consider the claims of a class of similarly situated people collectively where it might not be economically worthwhile for those people to file individual claims. The court’s decisions in a class action case are binding on all members of the class, except for those who inform the court that they wish to be excluded from the class.

### 4. WHY IS THERE A SETTLEMENT?

The Settlement avoids the risks and costs of lengthy and uncertain continued litigation, including potential trial and likely appeals, and instead allows eligible Settlement Class Members to be compensated now. After extensive good-faith settlement discussions during the course of the Litigation, counsel for Lead Plaintiffs and for Defendants participated in a mediation session on March 7, 2013 to try to reach a resolution. Prior to the mediation, each side submitted a comprehensive statement setting forth its position. As a result of negotiations that occurred during and after the mediation, the parties reached an agreement to settle the Litigation. Lead Plaintiffs and Lead Plaintiffs’ Counsel believe that the Settlement is in the best interests of all Settlement Class Members.

Defendants have denied and continue to deny any and all wrongdoing whatsoever, but have nonetheless agreed to the Settlement in order to eliminate the uncertainty, distraction, disruption, burden, risk and expense of further litigation.

If the Court approves the Settlement, Lead Plaintiffs will request that the Court dismiss the Litigation with prejudice and enter an order releasing all claims against Defendants. The effectiveness of the Settlement is contingent upon the Court’s approval.

## THE SCOPE OF THE SETTLEMENT

### 5. HOW DO I KNOW IF I AM COVERED BY THE SETTLEMENT?

All persons or entities who purchased or otherwise acquired CGA securities between May 12, 2009 and January 4, 2011, inclusive, are covered by the Settlement.

### 6. ARE THERE EXCEPTIONS TO BEING INCLUDED IN THE SETTLEMENT CLASS?

Yes. Excluded from the Settlement Class are Defendants and all officers and directors of CGA, and all such excluded persons' immediate family members, legal representatives, heirs, predecessors, successors and assigns, and any entity in which any excluded person has or had a controlling interest. Also excluded from the Settlement Class are persons who file valid and timely requests for exclusion by following the instructions below.

### 7. I'M STILL NOT SURE IF I AM COVERED BY THE SETTLEMENT.

If you still are not sure whether you are included, you can ask for free help. You can call the Claims Administrator at (877) 803-8463 or visit [www.chinagreensecuritieslitigation.com](http://www.chinagreensecuritieslitigation.com) for more information; you can e-mail a representative of Lead Plaintiffs' Counsel, Joseph E. White, III at [jwhite@saxenawhite.com](mailto:jwhite@saxenawhite.com) for more information; or you can fill out and return the claim form described in Question 11 to see if you qualify.

## THE SETTLEMENT BENEFITS – WHAT YOU GET

### 8. WHAT DOES THE SETTLEMENT PROVIDE?

CGA has agreed to a payment of \$2,500,000, to be made by its insurers, in exchange for the release of claims provided for in the Stipulation. The Settlement Fund will be divided among all eligible Settlement Class Members who submit timely and valid Proofs of Claim and Release approved by the Claims Administrator in whole or in part ("Authorized Claimants"), after payment of Court-approved attorneys' fees and litigation expenses, taxes, Lead Plaintiffs' compensatory award and the costs of claims administration, including the costs of printing and mailing this Notice and the cost of publishing a notice in the news media. The amount remaining after such deductions is referred to as the "Net Settlement Fund."

### 9. HOW MUCH WILL MY PAYMENT BE?

Your share of the Net Settlement Fund will depend on the overall number of valid claims that Settlement Class Members send in, the amount due under those claims, how many shares of CGA common stock you purchased and sold during the Settlement Class Period, and when you bought and sold such shares. All calculations and determinations will be made by the Claims Administrator under the supervision of Lead Plaintiffs' Counsel. Defendants have no role or responsibility in making any claim determinations.

### 10. THE PLAN OF ALLOCATION

In the unlikely event that there are sufficient funds in the Net Settlement Fund to permit payment of the total claims of all Authorized Claimants, each Authorized Claimant would receive the full amount of his, her or its claim according to the formula below. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total claims of all Authorized Claimants, each Authorized Claimant will be paid a percentage of the Net Settlement Fund equal to the percentage that such Authorized Claimant's claim represents in relation to the total amount claimed by all Authorized Claimants. Payment in this manner will be deemed conclusive against all Authorized Claimants.

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Authorized Claimants who suffered economic losses as a result of the alleged fraud, as opposed to losses caused by market- or industry-wide factors, or Company-specific factors not related to the alleged fraud. The computation of the alleged artificial inflation in shares of CGA securities ("Eligible Securities") reflects the price change of each Eligible Security net of market- and industry-wide

factors in reaction to public announcements that corrected or reinforced the misrepresentations alleged by Lead Plaintiffs in the Amended Complaint for Violations of the Federal Securities Laws. Based on the opinions of Lead Plaintiffs' Counsel's damages consultant, the Plan of Allocation assumes that there were varied amounts of alleged artificial inflation in the prices of each Eligible Security during the entire Settlement Class Period. An estimate of alleged artificial inflation for each Eligible Security during the Settlement Class Period, assuming that Lead Plaintiffs could adequately allege and prove liability for that entire period, is reflected in Table 1 below:

**Table 1**

**Alleged Artificial Inflation in Eligible Securities**

| <b>From</b> | <b>To</b> | <b>China Green Common Stock</b> |
|-------------|-----------|---------------------------------|
| 5/12/2009   | 9/1/2010  | \$2.36                          |
| 9/2/2010    | 9/2/2010  | \$1.67                          |
| 9/3/2010    | 11/9/2010 | \$1.08                          |
| 11/10/2010  | 1/4/2011  | \$1.76                          |
| 1/5/2011    | 1/5/2011  | \$0.70                          |
| 1/6/2011    | Present   | \$0.00                          |

Federal securities laws allow investors to recover for losses caused by disclosures that correct Defendants' previous misleading statements or omissions. Thus, in order to have been damaged by the alleged fraud, an Eligible Security purchased or otherwise acquired during the Settlement Class Period must have been held during a period of time in which its price declined due to the disclosure of information that corrected an allegedly misleading statement or omission. Lead Plaintiff and Lead Plaintiffs' Counsel have identified the following dates of such price declines: September 2, 2010; September 3, 2010; January 5, 2011; and January 6, 2011 (collectively, the "alleged corrective disclosure dates"). If an Eligible Security was purchased and then sold before May 12, 2009; or purchased and then sold between consecutive alleged corrective disclosure dates, the Recognized Loss for that Eligible Security is \$0.00, and any loss suffered is not compensable under the federal securities laws.

**CALCULATION OF RECOGNIZED LOSS OR GAIN PER SECURITY**

For each Eligible Security purchased or acquired during the Settlement Class Period (*i.e.*, during the period May 12, 2009 through January 4, 2011, inclusive):

1. and sold during the Settlement Class Period, the Recognized Loss or Gain Per Security is the lesser of:
  - i. the purchase/acquisition price **minus** the average closing price for the Eligible Security during the 90 days following the Settlement Class Period, which is \$7.75; or
  - ii. the amount of alleged artificial inflation per Eligible Security on the date of purchase/acquisition as appears in Table 1 above **minus** the amount of alleged artificial inflation per Eligible Security on the date of sale/disposition as appears in Table 1.
2. and sold during the period January 5, 2011 through April 4, 2011, inclusive (*i.e.*, the 90-day period following the Settlement Class Period), the Recognized Loss or Gain Per Security is the lesser of:
  - i. the purchase/acquisition price **minus** the "90-Day Look Back Value" on the date of sale/disposition provided in Exhibit A to the Plan of Allocation; or
  - ii. the amount of alleged artificial inflation per Eligible Security on the date of purchase/acquisition as appears in Table 1 above.
3. and held after April 4, 2011, the Recognized Loss or Gain Per Security is the lesser of:
  - i. the purchase/acquisition price minus the average closing price for the Eligible Security during the 90 days following the Settlement Class Period, which is \$7.75; or
  - ii. the amount of alleged artificial inflation per Eligible Security on the date of purchase/acquisition as appears in Table 1 above.



For Authorized Claimants who made multiple purchases, acquisitions, or sales of Eligible Securities during the Settlement Class Period, the earliest subsequent sale will be matched first against the Authorized Claimant's opening position on the first day of the Settlement Class Period, and then matched chronologically thereafter against each purchase or acquisition made through January 4, 2011. The Recognized Loss or Gain per Security for "short sales" is \$0. In the event that there is a short position in Eligible Securities, the date of covering a "short sale" is deemed to be the date of purchase of the stock. The date of a "short sale" is deemed to be the date of sale of the stock. The earliest Settlement Class Period purchases shall be matched against such short position, and not be entitled to a recovery, until that short position is fully covered.

A Settlement Class Member will be eligible to receive a distribution from the Net Settlement Fund only if that Settlement Class Member had a net loss after all profits from transactions in CGA stock during the Settlement Class Period are subtracted from all losses. A Settlement Class Member's net market loss or gain represents his, her or its out-of-pocket losses (or profit) on Eligible Securities purchased during the Settlement Class Period, and is based on the difference between the total amount paid for all Eligible Securities acquired during the Settlement Class Period less the total proceeds received from sales or the holding value of such Eligible Securities (for Eligible Securities Held as of the end of the Settlement Class Period the holding value shall be \$7.75 the average closing price for the Eligible Security during the 90 days following the Settlement Class Period). Where sales of securities during the Settlement Class Period have been applied against securities held at the beginning of the Settlement Class Period, the proceeds of such sales will not be used in the calculation of such net market loss. If, during the Settlement Class Period, a Settlement Class Member had a net market loss in his, her or its trading in Eligible Securities, the Settlement Class Member's net Recognized Loss shall be limited to the Settlement Class Member's net market loss. No distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

The Court has jurisdiction to allow, disallow, or adjust the claim of any Settlement Class Member on equitable grounds.

All payments made under the Plan of Allocation set forth above will be conclusive against all Settlement Class Members. No person will have any claim against Lead Plaintiffs, Lead Plaintiffs' Counsel, the Claims Administrator or other person designated by Lead Plaintiffs' Counsel, Defendants, or Defendants' counsel based on any calculations, determinations and/or distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. Any Settlement Class Member who does not complete and submit a valid and timely Proof of Claim will not receive any distribution from the Net Settlement Fund (unless otherwise ordered by the Court), but will otherwise be bound by all of the terms of the Stipulation.

## **HOW YOU GET A PAYMENT – SUBMITTING A PROOF OF CLAIM**

### **11. HOW WILL I GET A PAYMENT?**

To qualify for a payment, you must send a Proof of Claim to the Claims Administrator. A Proof of Claim is enclosed with this Notice. Read the instructions carefully, fill out the Proof of Claim, include all the documents requested, sign it, and mail it in the enclosed envelope postmarked no later than July 9, 2014.

### **12. WHEN WOULD I GET MY PAYMENT?**

It is difficult to predict when payments from the Settlement Fund will be begin. The Court will hold the Settlement Hearing on July 22, 2014, at 10 a.m., to decide whether to approve the Settlement. If the Court approves the Settlement, there may be appeals from the Court's approval, which could take a year or longer to resolve. The timing also depends on the number of Proofs of Claim submitted, which take time to process. If the Court approves the Settlement at the Settlement Hearing and no appeals are taken, it will likely take nine months or longer from the date of the Settlement Hearing for the Claims Administrator to begin making payments. Please be patient.

### **13. CAN I SUE DEFENDANTS FOR THE SAME THING?**

If you are a Settlement Class Member and you do not request exclusion from the Settlement Class in the manner described below, you may not sue any of the Released Persons (as defined in the Stipulation), including Defendants, based on the same or similar facts and issues as in the Litigation. The precise scope of the releases is set forth in the Stipulation. If you have a pending lawsuit against any of the Defendants, speak to your lawyer in that case immediately.

## **EXCLUDING YOURSELF FROM THE SETTLEMENT**

If you do not want a payment from this Settlement, but you want to keep any right you may have to sue or continue to sue the Released Persons, on your own, about the Released Claims, then you must take steps to get out. This is called excluding yourself from the Settlement, or is sometimes referred to as “opting out” of the Settlement. The Settling Defendants may withdraw from and terminate the Settlement if more than a certain number of claimants exclude themselves from the Settlement.

### **14. HOW DO I GET OUT OF THE PROPOSED SETTLEMENT?**

You cannot exclude yourself by telephone or by email. To exclude yourself from the Settlement, you must send a signed letter by mail stating that you “request exclusion from the Settlement in the China Green Agriculture, Inc. Securities Litigation, Case No. 3:10-cv-00648-LRH.” Your letter should state the dates, prices, and amounts of all purchases and sales of CGA common stock during the Settlement Class Period. Please be sure to include your name, address, telephone number, e-mail address and your signature. If the exclusion request is made by someone other than the Class Member directly, the person or entity submitting the exclusion request must provide documentation evidencing authority to submit the exclusion request on behalf of the Class Member. You must mail your exclusion request postmarked no later than July 9, 2014 to:

*China Green Agriculture, Inc. Securities Litigation*  
Exclusions  
c/o Epiq Systems, Inc.  
P.O. Box 3518  
Portland, OR 97208-3518

If you ask to be excluded, you will not get any Settlement payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit. You may be able to sue (or continue to sue) the Released Persons in the future.

## **THE LAWYERS REPRESENTING YOU**

### **15. DO I HAVE A LAWYER IN THIS CASE?**

The Court appointed the law firm of Saxena White P.A. to represent Lead Plaintiffs and all Settlement Class Members. The Court also appointed Bowen Hall as liaison counsel for Lead Plaintiffs and the Settlement Class. You will not be charged for the services of these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

### **16. HOW WILL THE LAWYERS BE PAID?**

Before the date of the Settlement Hearing, Lead Plaintiffs’ Counsel will submit an application asking the Court for an award of attorneys’ fees equal to 33<sup>1/3</sup>% of the Settlement Fund, and for reimbursement of litigation expenses not to exceed \$5,000, both of which would be paid from the Settlement Fund. Settlement Class Members are not personally liable for such fees or expenses. To date, Lead Plaintiffs’ Counsel has not received any payment for its services in conducting this Litigation on behalf of Lead Plaintiffs and the Settlement Class, nor has it received any reimbursement of litigation expenses. The fee requested will compensate Lead Plaintiffs’ Counsel for its work in achieving the Settlement and is within the range of fees awarded to class counsel under similar circumstances in other cases of this type. This motion will be considered at the Settlement Hearing.

## **OBJECTING TO THE SETTLEMENT**

You can tell the Court that you do not agree with the Settlement or some part of it.

## 17. HOW DO I TELL THE COURT THAT I DO NOT LIKE THE SETTLEMENT?

Any Settlement Class Member may object to the Settlement, the Plan of Allocation, the application for attorneys' fees and expenses, and/or the application for reimbursement of Lead Plaintiffs' compensatory award, and may also (but need not) appear at the Settlement Hearing to raise such an objection. To object, you must submit (a) a written statement identifying your name, address, and telephone number, and, if represented by counsel, your counsel's name and contact information; (b) proof of ownership of CGA securities during the Settlement Class Period, including the number of CGA securities and the date or dates of purchase; (c) a statement explaining your objection and your reasons for such objection; and (d) any supporting documentation. If you wish to appear at the Settlement Hearing, you must also include a statement of intention to appear at the Settlement Hearing. You must send these materials by first class mail to the following addresses **by July 9, 2014**:

### The Court

Clerk of the Court

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA - RENO

Bruce R. Thompson Federal Building & U.S. Courthouse

400 S. Virginia Street

Reno, NV 89501

### Lead Plaintiffs' Counsel

Joseph E. White, III

SAXENA WHITE P.A.

2424 North Federal Highway, Suite 257

Boca Raton, FL 33431

### Counsel for Defendants

Jerome S. Fortinsky

SHEARMAN & STERLING LLP

599 Lexington Avenue

New York, NY 10022

If you do not raise an objection in the manner provided above, you will be deemed to have waived any objection to the Settlement, the Plan of Allocation, the attorneys' fees and expenses, and the reimbursement of Lead Plaintiffs' expenses, unless otherwise ordered by the Court.

## **THE SETTLEMENT HEARING**

The Court will hold a Settlement Hearing at 10 a.m., on July 22, 2014, in Courtroom 5, at the Bruce R. Thompson Federal Building & U.S. Courthouse, United States District Court, District of Nevada - Reno, 400 S. Virginia Street, Reno, Nevada 89501. You may attend the Settlement Hearing, but you do not have to.

At the Settlement Hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. The Court will consider any objections that have been properly submitted. The Court will also decide whether to approve the Plan of Allocation, the payment of fees and expenses to Lead Plaintiffs' Counsel, and the application for reimbursement of Lead Plaintiffs' expenses. It is difficult to predict how long the hearing may take or whether the Court will make a decision on the day of the hearing or sometime later.



## 18. DO I HAVE TO COME TO THE HEARING?

No. Lead Plaintiffs' Counsel will be attending the Settlement Hearing on behalf of the Settlement Class. If you submit an objection in accordance with the instructions above, the Court will consider your objection even if you do not attend the Settlement Hearing. You may attend the Settlement Hearing if you want, at your own expense, or you may send your own lawyer to attend, but it is not necessary.

## IF YOU DO NOTHING

## 19. WHAT HAPPENS IF I DO NOTHING AT ALL?

If you do nothing, you will not receive any payment from the Settlement Fund and you will be bound by the terms of the Settlement, including the release of claims against Defendants.

## GETTING MORE INFORMATION

## 20. ARE THERE MORE DETAILS ABOUT THE SETTLEMENT?

This Notice summarizes the Settlement. More details are in the Stipulation, which has been filed with the Court. You can obtain a copy of the Stipulation from the Clerk's office at the Bruce R. Thompson Federal Building & U.S. Courthouse, United States District Court, District of Nevada - Reno, 400 S. Virginia Street, Reno, Nevada 89501, during regular business hours, or it can be viewed or downloaded at [www.chinagreensecuritieslitigation.com](http://www.chinagreensecuritieslitigation.com). Or you may contact the Claims Administrator at (877) 803-8463 or [info@chinagreensecuritieslitigation.com](mailto:info@chinagreensecuritieslitigation.com).

## 21. HOW DO I GET MORE INFORMATION?

You can call (877) 803-8463 or write to a representative of Lead Plaintiffs' Counsel, Joseph E. White, III, or go to [www.chinagreensecuritieslitigation.com](http://www.chinagreensecuritieslitigation.com) for additional information regarding the Settlement or the Litigation. ***Please do not call the Court or the Clerk of the Court for additional information about the Settlement.***

## 22. SPECIAL NOTICE TO NOMINEES

If you hold any CGA securities purchased between May 12, 2009 and January 4, 2011, inclusive, as a nominee for a beneficial owner, within ten (10) days after you receive this Notice, you must either (1) send a copy of this Notice by first class mail to all such beneficial owners; or (2) provide a list of the names and addresses of such beneficial owners to the Claims Administrator at the following address:

*China Green Agriculture, Inc. Securities Litigation*  
Claims Administrator  
c/o Epiq Systems, Inc.  
P.O. Box 3518  
Portland, OR 97208-3518

If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing. You may be able to obtain reimbursement for, or advancement of, any reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice that would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator. Please contact the Claims Administrator for more information.

DATED: APRIL 11, 2014

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA

## China Green Common Stock

### Exhibit A to the Plan of Allocation

| Sale/Disposition Date | 90-Day Look Back Value <sup>1</sup> |
|-----------------------|-------------------------------------|
| 1/5/2011              | \$8.11                              |
| 1/6/2011              | \$7.80                              |
| 1/7/2011              | \$7.64                              |
| 1/10/2011             | \$7.60                              |
| 1/11/2011             | \$7.61                              |
| 1/12/2011             | \$7.61                              |
| 1/13/2011             | \$7.63                              |
| 1/14/2011             | \$7.68                              |
| 1/18/2011             | \$7.76                              |
| 1/19/2011             | \$7.79                              |
| 1/20/2011             | \$7.80                              |
| 1/21/2011             | \$7.82                              |
| 1/24/2011             | \$7.86                              |
| 1/25/2011             | \$7.90                              |
| 1/26/2011             | \$7.93                              |
| 1/27/2011             | \$7.96                              |
| 1/28/2011             | \$7.97                              |
| 1/31/2011             | \$7.98                              |
| 2/1/2011              | \$8.00                              |
| 2/2/2011              | \$8.02                              |
| 2/3/2011              | \$8.03                              |
| 2/4/2011              | \$8.04                              |
| 2/7/2011              | \$8.05                              |
| 2/8/2011              | \$8.06                              |
| 2/9/2011              | \$8.09                              |
| 2/10/2011             | \$8.10                              |
| 2/11/2011             | \$8.10                              |
| 2/14/2011             | \$8.10                              |
| 2/15/2011             | \$8.10                              |
| 2/16/2011             | \$8.09                              |
| 2/17/2011             | \$8.08                              |
| 2/18/2011             | \$8.08                              |
| 2/22/2011             | \$8.07                              |
| 2/23/2011             | \$8.06                              |
| 2/24/2011             | \$8.06                              |
| 2/25/2011             | \$8.06                              |
| 2/28/2011             | \$8.05                              |
| 3/1/2011              | \$8.05                              |

| Sale/Disposition Date | 90-Day Look Back Value <sup>1</sup> |
|-----------------------|-------------------------------------|
| 3/2/2011              | \$8.04                              |
| 3/3/2011              | \$8.04                              |
| 3/4/2011              | \$8.04                              |
| 3/7/2011              | \$8.03                              |
| 3/8/2011              | \$8.03                              |
| 3/9/2011              | \$8.03                              |
| 3/10/2011             | \$8.02                              |
| 3/11/2011             | \$8.02                              |
| 3/14/2011             | \$8.01                              |
| 3/15/2011             | \$8.00                              |
| 3/16/2011             | \$7.98                              |
| 3/17/2011             | \$7.96                              |
| 3/18/2011             | \$7.93                              |
| 3/21/2011             | \$7.91                              |
| 3/22/2011             | \$7.88                              |
| 3/23/2011             | \$7.87                              |
| 3/24/2011             | \$7.85                              |
| 3/25/2011             | \$7.83                              |
| 3/28/2011             | \$7.81                              |
| 3/29/2011             | \$7.80                              |
| 3/30/2011             | \$7.79                              |
| 3/31/2011             | \$7.77                              |
| 4/1/2011              | \$7.76                              |
| 4/4/2011              | \$7.75                              |

<sup>1</sup>Rolling average price during the period beginning January 5, 2011 and ending on the date of sale/disposition of an Eligible Security.