

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

IN RE SINOHUB
SECURITIES LITIGATION

This Document Relates to: All Actions

No. 1:12-cv-08478-WHP

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Class Member based on your claims in the action entitled *In re SinoHub Securities Litigation.*, Civil Action No. 12-08478 (WHP) (the “Litigation” or the “Action”), you must complete and, on page 5 hereof, sign this Proof of Claim and Release. If you fail to submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, 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 Litigation.
2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of settlement in the Litigation.
3. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE NOVEMBER 9, 2015, ADDRESSED AS FOLLOWS:**

SinoHub Securities Settlement
c/o KCC Class Action Services
P.O. Box 40007
College Station, TX 77842-4007

If you are NOT a Class Member, DO NOT submit a Proof of Claim and Release form.

4. If you are a Class Member, and you do not timely request exclusion, you are bound by the terms of any judgment entered in the Litigation, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.**
5. All capitalized terms that are not defined herein have the same meanings as such terms as defined in the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”).

II. DEFINITIONS

1. “Defendants” means the Company, Henry T. Cochran, De Hui Li, Lei Xia, Chi Keung Lui and Baker Tilly Hong Kong Limited.
2. “Released Persons” means Defendants, their past or present subsidiaries, parents, successors and predecessors, officers, directors, shareholders, partners, agents, employees, attorneys, insurers, executors, estates, and any person, firm, trust, corporation, officer, director, or other individual or entity in which any Defendant has a controlling interest or which is related to or affiliated with any of the Defendants, and the legal representatives, heirs, successors in interest, or assigns of the Defendants.

III. CLAIMANT IDENTIFICATION

1. If you purchased SinoHub common stock during the Class Period and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, 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.
2. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER OR PURCHASERS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER OR PURCHASERS, OF THE SINO HUB COMMON STOCK UPON WHICH THIS CLAIM IS BASED.
3. 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.

IV. CLAIM FORM

1. Use Part II of this form entitled “Schedule of Transactions in SinoHub Common Stock” to supply all required details of your transaction(s) in SinoHub common stock. 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.
2. On the schedules, provide all of the requested information with respect to **all** of your purchases and **all** of your sales of SinoHub common stock that took place at any time beginning May 17, 2010 through August 21, 2012, inclusive (the “Class Period”), whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.
3. 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.
4. The date of covering a “short sale” is deemed to be the date of purchase of SinoHub common stock. The date of a “short sale” is deemed to be the date of sale of SinoHub common stock.
5. Broker confirmations or other documentation of your transactions in SinoHub 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.
6. Only SinoHub shareholders who purchased shares during the Class Period and were damaged thereby are members of the Class and can submit a valid Proof of Claim and Release. If you did not purchase shares during the Class Period, do not submit a claim.
7. Each Proof of Claim and Release must be accompanied by satisfactory proof that the claimant purchased SinoHub shares during the Class Period. If the shares you purchased lack indicia that they were purchased during the Class Period, you may not be able to prove you are entitled to a portion of the Net Settlement Fund.
8. If you have any questions or need additional Proofs of Claim, you can visit the website www.SinoHubSettlement.com, or contact the Claims Administrator by email at info@SinoHubSettlement.com, by telephone at 1-866-442-9114 or by mail to the address listed above.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re SinoHub Securities Litigation
Civil Action No. 12 CV 8478 (WHP)

PROOF OF CLAIM AND RELEASE

Must be postmarked on or before November 9, 2015.

Please Type or Print

Claimant Name *(as you would like the name(s) to appear on the check, if eligible for payment)*

Claimant Name *(cont'd)*

Street Address

Street Address *(cont'd)*

City

State or Province

Zip Code or Postal Code

Foreign Province

Country

Social Security Number or Taxpayer Identification Number

Representative Name *(if different from the Claimant Name(s) listed above)*

Area Code

Telephone Number *(Work)*

Area Code

Telephone Number *(Home)*

E-Mail Address *(E-Mail Address is not required, but, if provided, you authorize the Claims Administrator to use it to provide you with information relevant to this Claim)*

PART II: SCHEDULE OF TRANSACTIONS IN SINOHUB COMMON STOCK

**A. Number of shares of SinoHub Common Stock
Held at the Opening of Trading on May 17, 2010:**

(If none, write "zero" or "0"; if other than zero, must be documented) * NUMBER OF SHARES

B. Purchases (May 17, 2010 – August 21, 2012, Inclusive) of SinoHub Common Stock:

<u>Date(s) of Purchase(s)</u> <u>(List Chronologically)</u> <u>(Month/Day/Year)</u>	<u>Number of Shares of</u> <u>Common Stock Purchased</u>	<u>Purchase Price Per Share</u>	<u>Total Purchase Price</u> <u>(excluding commissions,</u> <u>taxes and fees)</u>
<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>

C. Sales (May 17, 2010 – August 21, 2012, Inclusive) of SinoHub Common Stock:

<u>Date(s) of Sale(s)</u> <u>(List Chronologically)</u> <u>(Month/Day/Year)</u>	<u>Number of Shares of</u> <u>Common Stock Sold</u>	<u>Sale</u> <u>Price Per Share</u>	<u>Total Sale Price</u> <u>(excluding commissions,</u> <u>taxes and fees)</u>
<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>
<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>	<input style="width: 100%; height: 100%; border: 1px solid black;" type="text"/>

**D. Number of shares of SinoHub Common Stock
Held at the Close of Trading on August 21, 2012:**

(If none, write "zero" or "0"; if other than zero, must be documented) * NUMBER OF SHARES

If you require additional space, attach extra schedules in the same format as above.
Sign and print your name on each additional page.

YOU MUST READ THE RELEASE AND SIGN ON PAGE 5.

V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement 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 herein. 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 such as transactions in other SinoHub securities to the Claims Administrator (as defined in the Notice) to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of SinoHub common stock during the Class Period and know of no other person having done so on my (our) behalf.

* Documentation to show holding would commonly include the monthly brokerage statement for the account in which the stock was held.

VI. RELEASE AND COVENANT NOT TO SUE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge all Released Claims against each and all of the Released Persons.
2. “Released Claims” means all claims, demands, losses, charges, complaints, obligations, damages, suits, expenses, rights, liabilities and causes of action of every nature and description whatsoever, whether known or unknown, whether concealed or hidden, whether in law or equity, whether asserted or that might have been asserted, including, without limitation, claims for negligence, gross negligence, breach of duty of care and/or breach of duty of loyalty, fraud, breach of fiduciary duty (including, without limitation, the fiduciary duty claims asserted in the Li Derivative Action), or violations of any state or federal statutes, rules or regulations, including “Unknown Claims” as defined below, and other similar state laws, arising out of, relating to, or in connection with the facts, transactions, events, occurrences, acts, disclosures, statements, omissions or failures to act which were or could have been alleged by Plaintiff or any member of the Class in the Action, against Defendants, their past or present subsidiaries, parents, successors and predecessors, officers, directors, shareholders, partners, agents, employees, attorneys, insurers, executors, estates and any person, firm, trust, corporation, officer, director, or other individual or entity in which any Defendant has a controlling interest or which is related to or affiliated with any of the Defendants, and the legal representatives, heirs, successors in interest, or assigns of the Defendants, except for claims to enforce the terms of this Stipulation.
3. “Unknown Claims” means any and all Released Claims against the Released Persons which Lead Plaintiff or any Class Member does not know or suspect to exist in his, her or its favor as of the Effective Date, and any Released Defendants’ Claims against the Releasing Persons which Defendants do not know or suspect to exist in their favor, which if known by him, her or it might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Released Claims and Released Defendants’ Claims, the Settling Parties stipulate and agree that by operation of the Final Judgment, upon the Effective Date, Lead Plaintiff and Defendants shall have expressly waived, and each Class Member shall be deemed to have waived, and by operation of the Final Judgment shall have expressly waived, the provisions, rights and benefits of Cal. Civ. 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

- and 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 Cal. Civ. Code §1542. 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 Lead Plaintiff shall expressly, fully, finally, and forever settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Final 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 which 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. Lead Plaintiff and Defendants acknowledge, and Class Members shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Released Claims and Released Defendants’ Claims was separately bargained for and was a key element of the Settlement.
4. This release shall be of no force or effect unless and until the Court approves the Stipulation of Settlement and the Stipulation of Settlement becomes effective on the Effective Date.
 5. 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.
 6. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in SinoHub common stock which occurred during the Class Period as well as the number of shares of SinoHub common stock held by me (us) at the opening of trading on May 17, 2010 and at the close of trading on August 21, 2012.

PART I

For Payees Exempt from Backup Withholding

If you are exempt from backup withholding, enter your correct TIN in Part I and write "exempt" on the following line: _____

PART II

Certification

UNDER THE PENALTY OF PERJURY, I (WE) CERTIFY THAT:

1. The number shown on this form is my correct TIN; and
2. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 2 above.

The Internal Revenue Service does not require your consent to any provision of this document other than the certification required to avoid backup withholding.

I declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____,
(Month / Year)

in _____, _____
(City) (State / Country)

(Sign your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g., 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.
3. Do not send original stock certificates.
4. Keep a copy of your claim form for your records.
5. The Claims Administrator will acknowledge the receipt of your Proof of Claim by postcard within 60 days of receipt. If you do not receive such acknowledgment within 60 days, please contact the Claims Administrator. Your claim is not deemed filed unless **a postcard is received**.
6. If you move, please send your new address to:

SinoHub Securities Settlement
c/o KCC Class Action Services
P.O. Box 40007
College Station, TX 77842-4007.