



**CERTIFICATION**

**SECTION I** By submitting this Proof of Claim, I state that I believe in good faith that I am a Class Member, as defined in the Notice, or that I am acting for such person; I have read and understand the Notice; I believe that I am entitled to receive a share of the proceeds of the Settlement; and I elect to participate in the proposed Settlement described in the Notice and that I have not filed a request for exclusion. If you are acting in a representative capacity on behalf of a Class Member (such as an executor, administrator, trustee, guardian, attorney-in-fact, or other representative), you must certify that you are currently authorized to act on behalf of the Class Member and submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

**SECTION II** I have set forth where requested below all relevant information with respect to each purchase of, acquisition of, and sale (if any) of China Organic common stock that I made during the Class Period.

**SECTION III** I have enclosed photocopies of the confirmation slips, account statements, relevant portions of my tax returns, or other documents evidencing each purchase, acquisition, or sale of China Organic common stock listed below in support of my claim. IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER OR YOUR TAX ADVISOR BECAUSE THOSE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.

**SECTION IV** I understand that the information contained in this Proof of Claim is subject to such verification as the Court may direct, and I agree to cooperate in any such verification. I agree to furnish reasonable additional information to the Lead Plaintiffs’ Counsel or the Claims Administrator to support this claim if requested to do so.

**SECTION V** My signature hereto constitutes a full and complete release and discharge by me or if I am submitting this Proof of Claim on behalf of a corporation, a partnership, estate, or one or more other Persons, by it, him, her, or them and by my, its, his, her, or their heirs, executors, administrators, successors, and assigns, of each of the Released Parties of all Settled Plaintiffs’ Claims, as those terms are defined in the Notice.

**SECTION VI** I submit this Proof of Claim under the terms of the Settlement Agreement described in the Notice. I submit to the jurisdiction of the United States District Court for the Southern District of New York for purposes of the Class Action and for the purpose of enforcing the release set forth herein. I further acknowledge that I am bound by and subject to the terms of any judgment that may be entered in this Action. I have not submitted any other claim covering the same purchases or sales of China Organic securities and I am not aware that any other person has done so on my behalf.

**SECTION VII Statement of Claim**

**A. Identification of Beneficial Owner:** If you purchased or otherwise acquired China Organic common stock and held the certificate(s) in your name, you are the beneficial owner as well as the record owner. If, however, you purchased or otherwise acquired China Organic common stock and the certificate(s) were 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. In order to share in the proceeds of the Settlement, you must provide the following information concerning the beneficial and record owners of the China Organic common stock that you purchased during the Class Period:

Last Name (Claimant)	First Name (Claimant)
_____	_____
Last Name (Beneficial Owner If Different From Claimant)	First Name (Beneficial Owner)
_____	_____
Last Name (Co-Beneficial Owner)	First Name (Co-Beneficial Owner)
_____	_____
Company/Other Entity (If Claimant Is Not an Individual)	_____
_____	_____
Record Owner’s Name (If Different From Beneficial Owner Listed Above, e.g., brokerage firm, bank, nominee, etc.)	_____
_____	_____
Account Number (If Claimant Is Not an Individual)	Trust/Other Date (If Applicable)
_____	_____
_____	_____

Address Line 1

Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country

**Check Here to Use Alternate Address for Distribution**

(Optional) Distribution Address

Distribution Address Line 1

Distribution Address Line 2 (If Applicable)

City

State

Zip Code

Foreign Province

Foreign Zip Code

Foreign Country

Telephone Number (Day)

Telephone Number (Night)

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Beneficial Owner's Employer Identification Number or Social Security Number

Email Address

IDENTITY OF CLAIMANT:  Individual or Sole Proprietor  Joint Owners  Estate  Corporation  Trust  Partnership  IRA  Other (specify, describe on separate sheet)

Excluded from the Class are Defendants, members of the immediate family of each of the Defendants, any subsidiary or affiliate of China Organic and the directors and officers of China Organic or its subsidiaries or affiliates, or any entity in which any excluded person has a controlling interest, and the legal representatives, heirs, successors and assigns claiming through any excluded person.

Check here if the claimant or beneficial owner is excluded from the Class.

**B. Purchase and Sale Data:** In order to share in the proceeds of the Settlement, you must provide the following information concerning your purchases, acquisitions, and sales of China Organic common stock during the Class Period. If you require additional space beyond what is provided, attach extra schedules in the same form as is set forth below. Please sign and print your name and Social Security number or employer identification number on each additional page.



**SECTION VIII: Substitute Form W-9/Request for Social Security Number or Employer Identification Number**

In order for your claim to be processed, the Internal Revenue Service requires that you provide the employer identification number or Social Security number of the beneficial owner(s) who are entitled to a payment from the Settlement proceeds. You should provide the beneficial owner's Social Security number if the beneficial owner is an individual. For estates, trusts, corporations, partnerships, and other entities, please provide the beneficial owner's employer identification number. If you fail to provide this information, your claim may be rejected.

Employer Identification Number (for estates, trusts, corporations, partnerships, etc.)

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Social Security Number (for individuals)

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**SECTION IX: Release**

“Released Parties” means China Organic, Changqing Xu, Xuefeng Guo, Huizhi Xiao, Shujie Wu and Jian Lin, and any of its, his or their current, former or future subsidiaries, parents, divisions, affiliates, acquirers, officers, directors, shareholders, members, joint venturers, investors, underwriters, auditors, accountants, agents, servants, attorneys, investment advisors, employees, insurers, heirs, executors, representatives, predecessors, successors, assigns, trusts, 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 or affiliated with any of the Defendants, and the respective legal representatives, heirs, executors, administrators, predecessors, successors in interest, and/or assigns of any of them. Any reference herein to “Released Parties” shall be deemed to include the phrase “and each and all of them.”

“Settled Plaintiffs’ Claims” means any and all claims, debts, demands, rights or causes of action or liabilities whatsoever (including but not limited to, any claims for damages, interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, including both known claims and Unknown Claims, accrued claims and unaccrued claims, foreseen claims and unforeseen claims, matured claims and not matured claims, whether known or unknown, (i) that have been asserted in this Class Action by the Class Members or any of them against any of the Released Parties, or (ii) that could have been, or could in the future be, asserted in the Class Action against any of the Released Parties which arise out of or relate in any way to the allegations, transactions, conduct, facts, matters or occurrences, representations or omissions involved, set forth, referred to or that could have been asserted in the Class Action, or (iii) that relate to the purchase, transfer, acquisition, holding, or sale of China Organic common stock during the Class Period, except claims relating to the enforcement of the Settlement or Settlement Agreement. To the extent applicable, with respect to the above, it is the intention of the Class Plaintiffs, on behalf of themselves and the Class Members, to expressly waive and relinquish: (a) the provisions, rights, and benefits of Section 1542 of the California Civil Code, which provides that: “A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor;” and (b) the provisions, right and benefits of any similar statute or common law of any other jurisdiction that may be, or may be asserted to be, applicable.

By executing this Release, I settle and release any and all Settled Plaintiffs’ Claims I may have against the Released Parties.

By executing this Release, I represent and warrant that I have not assigned, transferred, or purported to assign or transfer any such Settled Plaintiffs’ Claims released above or any part thereof.

I have read the foregoing Release carefully and, knowing and understanding its contents and the full legal effect thereof, I certify, under penalty of perjury, that I have signed the same as my own free act and deed as an instrument under seal.

**CONTINUE ON TO PAGE 6 OF THE CLAIM FORM**

