

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

-----X
ACCESS AMERICA FUND, LP, TAYLOR
INTERNATIONAL FUND, LTD., JAYHAWK
PRIVATE EQUITY FUND II, L.P., SILVER ROCK
II, LTD, MAGEE-WOLFSON, LLC, FENG BAI,
EOS HOLDINGS LLC, NOEL ROBYN, STEVE
MAZUR, RL CAPITAL PARTNERS L.P.,
NAMTOR GROWTH FUND LP, JON
GUNDLACH, ANTHONY POLAK, JAMIE
POLAK, RONALD LAZAR, DOMACO VENTURE
CAPITAL FUND, MID-OCEAN CONSULTING
LTD, TRILLION GROWTH CHINA LP, MATT
HAYDEN, GREG GLYMAN,
KARLSON KA TSON PO, SIMON YICK,
CHARLES SHEARER, J. EUSTACE
WOLFINGTON, MARY MARGARET TRUST,
JENNIFER SPINNEY AS EXECUTOR FOR D.
SPINNEY, MARISA A. MAGEE, JON WOLFSON,
JUSTIN WOLFSON, JW ASSET MANAGEMENT
LLC, JW GP LLC, JW PARTNERS LP, LESLIE
WHEELER, BHARAT SAHGAL, ROBERT
KIRKLAND, MARY BETH SHEA, LUCIANO
BRUNO, WILLIAM ROSEN, CMT INVESTMENTS
LLC, WARBURG OPPORTUNISTIC TRADING
FUND LP, ROBERT SHEARER, RICHARD
SHEARER, DAVID OFMAN, MERRY LEE
CARNALL, THOMAS E. NOLAN

Index No.: _____
Date Index No. Purchased:

SUMMONS

Plaintiffs,

-against-

ORIENTAL DRAGON CORPORATION f/k/a
EMERALD ACQUISITION CORPORATION,

Defendant.

-----X
TO THE ABOVE NAMED DEFENDANT:

You are hereby summoned and required to serve upon the Plaintiffs, at the address stated below, a written and verified answer to the attached Verified Complaint. If this Summons is served upon you within the State of New York by personal service, you must respond within twenty (20) days after service, exclusive of the date of service. If this Summons is not personally served upon you within the State of New York, you must respond within thirty (30) days after service is complete, as provided by law. If you do not respond to the attached Verified Complaint within the applicable time limitations stated above, a judgment will be entered against each of you, by default, for the relief demanded in the Verified Complaint, without any further notice to you.

Plaintiffs designate New York County as the place of trial; venue is based upon CPLR § 501.

Dated: New York, NY
April 19, 2016

ANDERSON KILL, P.C.

/s/ David Graff

David Graff, Esq.
Rachael Kierych, Esq.
1251 Avenue of the Americas
New York, NY 10020
(212) 278-1000
Counsel for Plaintiffs

**TO: ORIENTAL DRAGON CORPORATION
(formerly known as EMERALD ACQUISITION CORPORATION)**

Business address:
care of Stuarts Corporate Services Ltd.
P.O Box 2510 GT
Grand Cayman E9 00000

Mailing address:
No. 48 South Qingshui Road
Laiyang City, Shandong 265200
People's Republic of China

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-----X

ACCESS AMERICA FUND, LP, TAYLOR INTERNATIONAL FUND, LTD., JAYHAWK PRIVATE EQUITY FUND II, L.P., SILVER ROCK II, LTD, MAGEE-WOLFSON, LLC, FENG BAI, EOS HOLDINGS LLC, NOEL ROBYN, STEVE MAZUR, RL CAPITAL PARTNERS L.P., NAMTOR GROWTH FUND LP, JON GUNDLACH, ANTHONY POLAK, JAMIE POLAK, RONALD LAZAR, DOMACO VENTURE CAPITAL FUND, MID-OCEAN CONSULTING LTD, TRILLION GROWTH CHINA LP, MATT HAYDEN, GREG GLYMAN, KARLSON KA TSON PO, SIMON YICK, CHARLES SHEARER, J. EUSTACE WOLFINGTON, MARY MARGARET TRUST, JENNIFER SPINNEY AS EXECUTOR FOR D. SPINNEY, MARISA A. MAGEE, JON WOLFSON, JUSTIN WOLFSON, JW ASSET MANAGEMENT LLC, JW GP LLC, JW PARTNERS LP, LESLIE WHEELER, BHARAT SAHGAL, ROBERT KIRKLAND, MARY BETH SHEA, LUCIANO BRUNO, WILLIAM ROSEN, CMT INVESTMENTS LLC, WARBURG OPPORTUNISTIC TRADING FUND LP, ROBERT SHEARER, RICHARD SHEARER, DAVID OFMAN, MERRY LEE CARNALL, THOMAS E. NOLAN

Index No.: _____

COMPLAINT

Plaintiffs,

-against-

ORIENTAL DRAGON CORPORATION f/k/a
EMERALD ACQUISITION CORPORATION,

Defendant.

-----X

Plaintiffs Access America Fund LP, Taylor International Fund, Ltd., Jayhawk Private Equity Fund II, L.P., Silver Rock II, LTD, Magee-Wolfson, LLC, Feng Bai, Eos Holdings LLC, Noel Robyn, Steve Mazur, RL Capital Partners L.P., Namtor Growth Fund

LP, Jon Gundlach, Anthony Polak, Jamie Polak, Ronald Lazar, Domaco Venture Capital Fund Mid-Ocean Consulting Ltd, Trillion Growth China Lp, Matt Hayden, Greg Glyman, Karlson Ka Tson Po, Simon Yick, Charles Shearer, J. Eustace Wolfington, Mary Margaret Trust, Jennifer Spinney As Executor For D. Spinney, Marisa A. Magee, Jon Wolfson, Justin Wolfson, JW Asset Management LLC, JW GP LLC, JW Partners LP, Leslie Wheeler, Bharat Sahgal, Robert Kirkland, Mary Beth Shea, Luciano Bruno, William Rosen, CMT Investments LLC, Warburg Opportunistic Trading Fund LP, Robert Shearer, Richard Shearer, David Ofman, Merry Lee Carnall, Thomas E. Nolan, (“Plaintiffs”), complaining of Defendant Oriental Dragon Corporation (formerly known as Emerald Acquisition Corporation) (“Defendant”) allege:

NATURE OF ACTION

1. The shareholder plaintiffs bring this action to recover damages as a result of Defendant’s breach of its obligations under various agreements in connection with an anticipated Initial Public Offering (“IPO”), including written Subscription Agreements (each referred to as the “Agreement”) wherein Plaintiffs and other investors purchased certain units of shares and warrants of Defendant in a private placement offering (the “Offering”).

2. The Offering was related to a reverse merger acquisition transaction by, Defendant, a Cayman Islands Company, in which Defendant acquired a British Virgin Islands company called Merit Times International Limited (“Merit Times”) as its wholly-owned subsidiary. Merit Times, in turn, owns 100% of the outstanding capital stock of Shandong MeKeFuBang Food Limited (“MKFB”), a wholly foreign owned enterprise incorporated under the laws of the People’s Republic of China. Defendant’s business

operations were carried out through MKFP and Shandong Longkang Juice Co., Ltd. (“SL Juice”), a limited liability company under the laws of China. Through a series of contractual agreements, Defendant controlled and received the economic benefits of the SL Juice business operations.

3. Defendant was, and, upon information and belief remains to be, an apple, strawberry, and Laiyang Pear, juice concentrate producer and distributor in the Peoples’ Republic of China. Defendant’s fruit processed products were mainly used in pharmaceutical, health supplement, and food and beverage industries, taking advantage of the growing sales of such products in China which was \$26.1 billion in 2007. Defendant had an exclusive license for producing Laiyang Pear juice concentrate, which is known for its taste, nutrition, and medical benefits. With a history of more than 300 years, it reportedly contains 46 kinds of organic acids, vitamin B1, B2, vitamin C, nicotinic acid, carotene, and minerals, such as calcium, phosphorus and iron.

4. To finance the reverse acquisition transaction, Defendant induced Plaintiffs and others to enter into the private placement by representing and promising that it would, among other things, (a) file with the United States Securities and Exchange Commission a Registration Statement to support the IPO, (b) use its best efforts to cause the Registration Statement to be declared effective under the Securities Act of 1933, as amended, and (c) to list and trade its ordinary shares on a major United States stock exchange. Since the Offering, Defendant has made numerous material representations and promises to the Plaintiffs that proved to be false and misleading. Defendant proceeded to induce Plaintiffs to invest in its business and operations and to support an initial public offering with the intent of directing the investments to China and offshore jurisdictions and placing the investments far from the reach of shareholders.

5. Despite raising nearly \$17 million in the Offering, Defendant did not complete an IPO and has not listed its ordinary shares for trading on either the New York Stock Exchange or certain Nasdaq senior exchanges and prevented Plaintiffs from being able to realize the value of their investment. Additionally, Defendant has since withdrawn its Registration Statement from the SEC, refused to provide regular and transparent financial information to some or all of its shareholders, and, recently, severed ties with three independent auditing firms. Accordingly, and based on Defendant's submission to the exclusive jurisdiction of the New York courts, Plaintiffs seek to recover damages they sustained as a result of Defendant's conduct.

PARTIES

6. Access America Fund LP is a Delaware Limited Partnership with its principal place of business located in Houston, Texas.

7. Taylor International Fund, Ltd. is a Cayman Islands Corporation with its principal place of business located in Chicago, Illinois.

8. Jayhawk Private Equity Fund II, L.P., is a Delaware Limited Partnership with its principal place of business located in Shawnee, Kansas.

9. Silver Rock II, LTD is a British Virgin Islands Limited Company with its principal place of business located in Dubai, United Arab Emirates.

10. Magee-Wolfson, LLC is a Florida Limited Liability Company with its principal place of business located in Boca Raton, Florida.

11. Feng Bai is an individual residing in Kowloon, Hong Kong.

12. Eos Holdings LLC is a corporation formed under the Dominica International Business Company Act and incorporated in the Commonwealth of Dominica with its principal place of business located in New York, New York.

13. Noel Robyn is an individual residing in Miami, Florida.
14. Steve Mazur is an individual residing in Hellertown, Pennsylvania.
15. RL Capital Partners L.P., is a New York domestic limited partnership with its principal place of business located in New York, NY.
16. Namtor Growth Fund LP is an Illinois limited partnership with its principal place of business located in Chicago, IL.
17. Jon Gundlach is an individual residing in Ft. Lauderdale, Florida.
18. Anthony Polak is an individual residing in Greenwich, CT.
19. Jamie Polak is an individual residing in Thornwood, NY.
20. Ronald Lazar is an individual residing in the State of New York, and invested individually through an Individual Retirement Account, care of Pershing Capital LLC, as custodian, with its principal place of business located in Jersey City, NJ.
21. Domaco Venture Capital Fund is a New York limited partnership with its principal place of business located in Greenwich, CT.
22. Mid-Ocean Consulting Ltd is a Grand Cayman, Cayman Islands exempt limited liability company with a principal place of business at 5 Governor's Cay, Sandy Port, Nassau, Bahamas.
23. Trillion Growth China LP is a limited partnership with its principal place of business located in Calgary, Alberta, Canada.
24. Matt Hayden is an individual residing in San Clemente, CA.
25. Greg Glyman is an individual residing in Lake Forest, IL.
26. Karlson Ka Tson PO is an individual residing in Hong Kong.
27. Simon Yick is an individual residing in Hong Kong.
28. Charles Shearer is an individual residing in Glen Mills, PA.

29. Richard Shearer is an individual residing in Rosemont, PA.
30. Robert Shearer is an individual residing in Houston, TX.
31. David Ofman is an individual residing in Chicago, IL.
32. Justin Wolfson is an individual residing in Brooklyn, NY.
33. J. Eustace Wolfington is an individual residing in King of Prussia, PA.
34. Mary Margaret Trust, is a trust, with the trustee/executor located King of Prussia, PA.
35. Jennifer Spinney, as Executor for D. Spinney, is an individual residing in Winnetka, IL.
36. Marisa A. Magee is an individual residing in Boca Raton FL.
37. Jon Wolfson is an individual residing in St. Petersburg FL.
38. JW Asset Management, LLC is a Delaware Limited Liability Company with its principal place of business located in Armonk, NY.
39. JW GP, LLC is a Delaware Limited Liability Company with its principal place of business located in Armonk, NY.
40. JW Partners, LP is a Delaware Limited Partnership with its principal place of business located in New York, NY.
41. Leslie Wheeler is an individual residing in Santa Monica CA.
42. Bharat Sahgal is an individual residing in New York, NY.
43. Robert Kirkland is an individual residing in Fontana, WI.
44. Mary Beth Shea is an individual residing in Chicago IL.
45. Luciano Bruno is an individual residing in the United States.
46. William Rosen is an individual residing in Highland Park, IL.

47. CMT Investments LLC is an Illinois Limited Liability Company with its principal place of business located in Chicago, Illinois.

48. Warburg Opportunistic Trading Fund LP is a Delaware Limited Partnership with its principal place of business located in Winnetka, Il.

49. Merry Lee Carnall is an individual residing in the United States.

50. Thomas E. Nolan is an individual residing in the United State.

51. Upon information and belief, Defendant is a Cayman Islands corporation with its principal place of business located in the People's Republic of China.

JURISDICTION AND VENUE

52. The Court has personal jurisdiction over Defendant because the Defendant expressly consented in Section 8.1 of the Agreement to the exclusive jurisdiction of the federal and state courts located in the State of New York, providing that: "The parties hereto hereby submit to the exclusive jurisdiction of the United States federal and state courts located in the State of New York with respect to any dispute arising under this Agreement or the transactions contemplated hereby or thereby."

53. Plaintiffs designate New York County as the venue for this action, which designation is proper pursuant to CPLR §501 and Defendant's agreement to submit any dispute arising under the Agreement or the related transactions to New York to the exclusive jurisdiction of the federal and state courts located within the State of New York as set forth in Section 8.1 of the Agreement.

STATEMENT OF FACTS

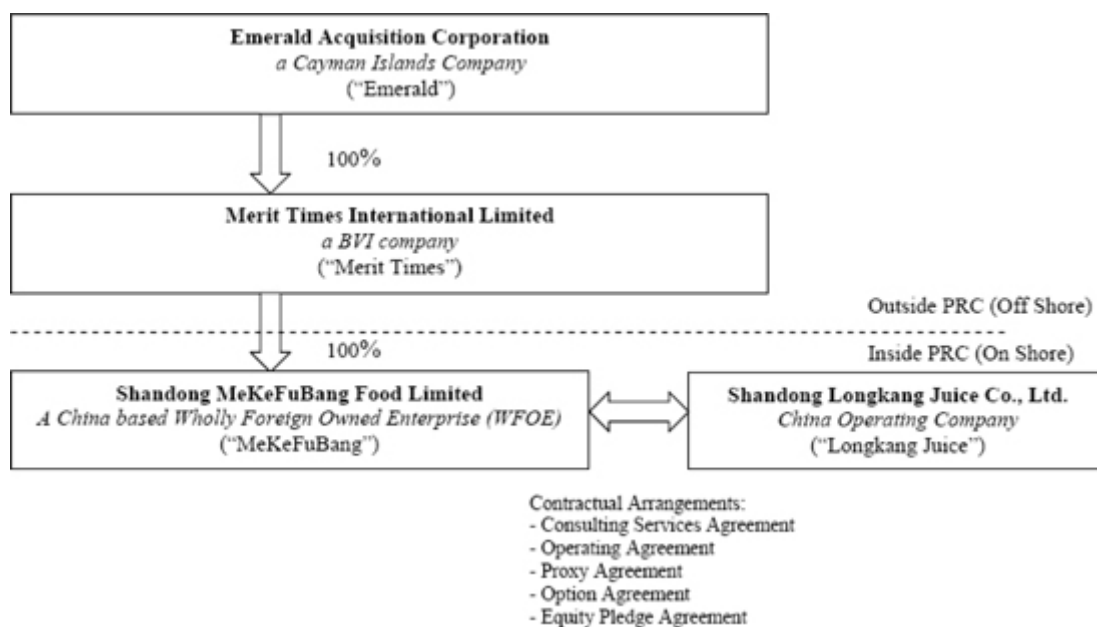
54. Upon information and belief, Merit Times reported having revenues for the fiscal year ended December 31, 2008 of \$74,232,226, representing a 14.1% growth from the fiscal year ended December 31, 2007 with revenues of \$65,038,233. Its fiscal year 2008 net income was \$11,558,401, an increase of 44.8% compared with its fiscal year 2007 net income of \$7,979,751.

55. Upon information and belief, Merit Times' revenues for the nine months ended September 30, 2009 were reported to be \$57,956,699, an increase of 11.7% from revenues of \$51,884,413 during the nine months ended September 30, 2008. Its net income was \$10,842,733 during the nine months ended September 30, 2009, an increase of 40.4% from net income of \$7,721,918 during the same period of 2008.

56. Defendant represented to Plaintiffs its plans to utilize the proceeds of the Offering and the IPO to facilitate its growth strategy of opening additional facilities, increasing its production capacity, and expand the business and brand portfolios.

57. On October 22, 2009, Defendant acquired 100% of the shares of Merit Times, a British Virgin Islands corporation, in a reverse merger transaction pursuant to a Share Exchange Agreement dated as of October 22, 2009 (the "Reverse Merger Transaction"). At the time of the Reverse Merger Transaction, Merit Times's wholly owned subsidiary, MKFB, a People's Republic of China corporation, controlled and had the right to receive through its subsidiaries all of the profits of SL Juice, a producer of fruit juice products in China. As a result of the Reverse Merger Transaction, Defendant became a holding company operating through its indirect control and rights to the business operations and profits of Longkang Juice.

58. The corporate structure of the companies following the Reverse Merger Transaction was, and remains to be, as follows:



59. Simultaneously with, and conditioned upon the success of, the Reverse Merger Transaction, Defendant initiated the Offering, in which Defendant offered ordinary shares and warrants in Defendant to potential purchasers for the purpose of completing an IPO pursuant to the terms of the Agreement. Defendant relied upon a lead placement agent to facilitate and complete the Offering.

60. Defendant made a series of knowingly false and misleading representations to Plaintiffs with the intent of inducing them to participate in the Offering. Specifically, Defendant knowingly misrepresented material facts to Plaintiffs and other potential investors that Defendant intended to complete an IPO and to trade its shares on a major United States securities exchange, when in fact Defendant never intended to do so. Plaintiff's reliance on Defendants' representations was justified and reasonable.

61. Defendant knew that potential investors would be more likely to participate in the Private Placement Offering and purchase Units if the investors believed that Defendant

was going public and executed its business plan with respect to expansion and growth. Defendant retained various professionals in order to legitimize its efforts and had agreed to be subject to the United States securities laws, to submit itself to the New York courts in the event of a dispute, and employed a chief financial officer who is English-speaking and has experience with financial reporting companies under Sarbanes-Oxley and other federal or state securities laws.

62. To further induce Plaintiffs and other investors to purchase Units and convince them of Defendant’s false intent to go public, the Agreement, as well as other documents executed in connection with the Private Placement Offering, explicitly required Defendant to hold a portion of the proceeds from Plaintiffs and the other investors in escrow to be used solely for costs and expenses related to Defendant becoming a public company and listing its shares on a major exchange.

63. The Offering closed on October 22, 2009 (the “Closing”).

64. Following the Closing, Defendant raised a total of approximately \$17,011,014 and had approximately 27,491,171 shares issued and outstanding, and indicated that Plaintiffs and the other private placement investors held an 18.3% ownership stake.

65. To date, Plaintiffs own a total of 4,950,567 ordinary shares of Defendant’s stock, representing approximately as set forth in the chart below:

Plaintiff Name	Amount of Defendant Shares Owned
Access America Fund LP	1,126,667
Taylor International Fund, Ltd.	660,156
Jayhawk Private Equity Fund II, L.P.	500,000
Silver Rock II, LTD	425,000
Mid-Ocean Consulting Ltd	331,500

Plaintiff Name	Amount of Defendant Shares Owned
JW Partners, LP	266,334
Magee-Wolfson, LLC	250,000
Feng Bai	200,000
Eos Holdings LLC	200,000
Trillion Growth China LP	100,000
CMT Investments LLC	83,334
Matt Hayden	66,667
Noel Robyn	55,000
Greg Glyman	50,676
Steve Mazur	50,000
RL Capital Partners L.P.	50,000
Karlson Ka Tson Po	50,000
Simon Yick	50,000
Namtor Growth Fund LP	45,751
David Ofman	33,334
Merry Lee Carnall	33,333
Jennifer Spinney as Executor for D. Spinney	26,751
Marissa A. Magee	25,733
Jon Gundlach	25,000
Jon Wolfson	20,000
Justin Wolfson	20,000
Leslie Wheeler	20,000
J. Eustace Wolfington	16,667
Mary Margaret Trust	16,667
Anthony Polak	33,332
William Rosen	15,000
Warburg Opportunistic Trading Fund LP	15,000
JW GP, LLC	14,400
Jamie Polak	8,333

Plaintiff Name	Amount of Defendant Shares Owned
Ronald Lazar (held by Pershing LLC, as custodian)	8,333
Domaco Venture Capital Fund	8,333
Bharat Sahgal	8,333
Robert Kirkland	8,333
Mary Beth Shea	8,333
Charles Shearer	6,667
Richard Shearer	6,667
Luciano Bruno	5,000
Robert Shearer	3,333
JW Asset Management, LLC	2,600
Thomas E. Nolan	7,000

Plaintiffs also own warrants for shares of Defendant's ordinary stock.

1. Pursuant to Section 7.1 of the Agreement, Defendant agreed to file with the SEC an S-1 Registration Statement within thirty (30) days of the Closing Date and to use its "best efforts" to have the Registration Statement be declared effective no later than 180 days following the Closing Date.

2. Pursuant to Section 5.7 the Agreement, Defendant also expressly agreed to use its best efforts to apply to list and trade its ordinary shares on a major United States stock exchange no later than thirty (30) days after the Registration Statement being declared effective.

3. Defendant agreed to continue the effectiveness of the Registration Statement until all of the registered shares were sold.

4. On November 20, 2009, Defendant filed an S-1 Registration Statement ("Registration Statement") with the SEC, in compliance with the terms of the Agreement.

The Registration Statement contained a prospectus for the sale of 8,590,571 of Defendant's ordinary shares.

5. From November 2009 through November 2010, Defendant filed multiple amendments to the Registration Statement and periodic reports with the SEC, but failed to have the Registration Statement be declared effective and never submitted an application to list and trade its shares on any securities exchange.

6. During this time, upon information and belief, Defendant continued to misrepresent to Plaintiffs and the other investors that Defendant intended to complete an IPO and was taking action to complete that process. In one example, in a May 25, 2010 e-mail, Defendant's private placement agent assured Taylor International Fund, Ltd. of Defendant's "inten[t] to apply for the listing on NASDAQ." According to Defendant's private placement agent, the "expected public offering price" would yield "... approximately a 265% increase over the [Private Placement Offering] shares, which were purchased by you"

7. On May 6, 2010, Defendant's board of directors approved the change of Emerald Acquisition Corporation's name to Oriental Dragon Corporation to, according to the company's SEC filings, better reflect the company's current business.

8. On November 2, 2010, Defendant filed its sixth and last amendment to the Registration Statement ("Sixth Amendment"). Upon information and belief, Defendant never filed any further amendments, and the Registration Statement was never declared effective.

9. Instead, on February 21, 2013, Defendant submitted a letter to the SEC "requesting withdrawal of the Registration Statement because it has elected not to pursue

the sale of the securities included therein at this time” and admitted that “[n]o securities were sold pursuant to the Registration Statement.”

10. On March 31, 2014, Defendant filed a Notification of Late Filing with the SEC in which its CFO revealed that the company:

... was unable to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 on a timely basis because the Company required additional time to complete the audits of its 2013 and 2011 financial statements. We are required to re-audit our financial statement for the year ended December 31, 2011 as Sherb & Co., LLP, the auditors who audited our financial statements for the year ended December 31, 2011, was denied the privilege of appearing before the SEC as independent auditors.

11. According to the SEC’s press release issues months earlier on November 7, 2013, Sherb & Co LLP and its auditors were found to have “falsely represented in audit reports that they had conducted the audits in accordance with U.S. auditing standards when in fact they were riddled with failures and improper professional conduct.”

12. On November 14, 2013, Defendant filed its 10-Q with the SEC revealing that its revenues for the nine months ended September 30, 2013 was \$95,629,175, and revenues for the same period in 2012 was \$107,160,000. Total income was reported to be for the nine months ended September 30, 2013 was \$27,859,595, and revenues for the same period in 2012 was \$28,011,414. The filing was certified by Defendants’ chief executive officer and chief financial officer.

13. On May 26, 2014, Defendant received notice from Grant Thornton that its financial statements for the year ended December 31, 2012, the audit opinion issued by Grant Thornton on those financial statements and the quarterly financial statements for interim periods ended between March 31, 2012 and September 30, 2013 should no longer be relied upon.

14. On June 26, 2014, Defendant filed its 8-K with the SEC stating that:

Management is not aware of any misstatements on financial statements for those periods. The Company has retained Marcum to re-audit the fiscal years ended December 31, 2011 and December 31, 2012, audit the fiscal year ended December 31, 2013 and review the interim periods between March 31, 2012 and September 30, 2013 and for the interim period ended March 31, 2014.

Grant Thornton indicated that during the course of its audit of the Company's financial statements for the year ended December 31, 2013, they believed documents and related information brought to their attention called into question the authenticity and reliability of certain documents that formed the basis for the Company's financial statements.

15. Defendant, in its June 26, 2014 8-K, claimed that it retained two independent investigators and, based on the results of those investigations, it "did not agree with the conclusions reached by the investigators [Grant Thornton] recommended." Defendant further explained that Grant Thornton's other concerns were not "warranted" and, that notwithstanding "several discussions," Grant Thornton "is of the view that these issues were not resolved to their satisfaction."

16. On December 29, 2014, Defendant sent a letter of termination to its newly retained independent auditors Marcum, and, on January 8, 2015, it filed a Form 8-K with the SEC disclosing this fact.

17. To date, Defendant has not re-filed a registration statement with the SEC or completed an IPO of any kind.

18. Defendant failed to timely have the Registration Statement declared effective, and has not submitted an application to list and trade its ordinary shares on any exchange.

19. Defendant, which, upon information and belief, continues to operate its business in the same manner as prior years, has not returned any of Plaintiff's investment,

has not been regularly and satisfactorily communicating with the Plaintiffs, and has not provided or disclosed adequate and consistent financial information.

FIRST CAUSE OF ACTION
(Breach of Contract)

20. Plaintiffs restate and reallege each and every allegation contained in paragraphs 1 through 19 as through fully set forth herein.

21. Plaintiffs and Defendant were parties to valid and enforceable written agreements, including the Agreement.

22. Under Sections 7.1 and 5.7 of the Agreement, Defendant was required to have the Registration Statement declared effective and to have the shares listed for trade on a senior exchange and to submit an application to list and trade its shares on a senior exchange no later than 30 days after the Registration Statement being declared effective.

23. Defendant did not cause the Registration Statement to be declared effective and did not submit an application to list and trade its shares on a senior exchange.

24. Based on Defendant's SEC filings and financial information contained therein, the per share price based on the percentage appreciation of book value for the proper number of shares outstanding in Q4 of 2009, outstanding on the Defendant's December 31, 2009 financials, was worth \$13.04 per share.

25. As a direct result of Defendant's breaches of contract, each of the Plaintiffs suffered damages as set forth on Schedule 1 hereto.

26. Defendant's acts as alleged above were knowingly willful and wanton, and evinced a criminal indifference to civil obligations, the laws of the United States, and Plaintiffs' rights entitling Plaintiffs to recover punitive damages.

SECOND CAUSE OF ACTION
(Breach of the Implied Covenant of Good Faith and Fair Dealing)

27. Plaintiffs restate and reallege each and every allegation contained in paragraphs 1 through 26 as through fully set forth herein.

28. Defendant breached its implied covenant of good faith and fair dealing due and owing to Plaintiffs in the Agreement and the related transactions and agreements.

29. Defendant also made representations of material fact to Plaintiffs which were false and misleading with the intent to induce Plaintiffs to enter into the Agreement, including, but not limited to a series of warranties and present facts concerning the organization, its finances, and outstanding obligations and that it intended to complete an IPO when it had no intention of doing so, and rather availed itself of investment capital in the United States and elsewhere.

30. As a result of Defendant's breaches, Plaintiffs suffered damages in an amount no less than those set forth on Schedule 1.

THIRD CAUSE OF ACTION
(Fraudulent Inducement)

31. Plaintiffs restate and reallege each and every allegation contained in paragraphs 1 through 30 as through fully set forth herein.

32. Defendant made representations of material fact to Plaintiffs which were false and misleading with the intent to induce Plaintiffs to enter into the Agreement, including, but not limited to a series of warranties and present facts concerning the organization, its finances, and outstanding obligations.

33. Defendant also represented that it intended to complete an IPO when it had no intention of doing so, and rather availed itself of investment capital in the United States and elsewhere.

34. Defendant never intended on using, and did not use, the designated proceeds from the Offering for the purpose of completing an IPO.

35. Upon information and belief, all of the foregoing representations were false and misleading at the time Defendant made them and Defendant knew them to be false and misleading when Defendant made them.

36. Plaintiffs justifiably relied on Defendant's false representations and acted in justifiable reliance thereon.

37. Justifiably and reasonably relying on Defendant's false and material representations, Plaintiffs participated in the Offering and sustained damages as a result thereof, including, without limitation, the loss of investment opportunity and the loss of capital invested and interest thereon.

38. As a direct and proximate result of Defendant's fraudulent inducement, Plaintiffs suffered damages in an amount no less than those set forth on Schedule 1.

FOURTH CAUSE OF ACTION
(Fraud)

39. Plaintiffs restate and reallege each and every allegation contained in paragraphs 1 through 38 as though fully set forth herein.

40. Following the filing of the Registration Statement, and through its six amendments to the Registration Statement and other SEC filings and various other statements and communications, Defendant represented to Plaintiffs that it was proceeding to (1) have the Registration Statement declared effective, (2) complete the IPO and list and trade its ordinary shares on a major exchange, and (3) use \$1,000,000 (one million dollars) of proceeds earmarked from the Offering for costs and expenses related to completing the IPO.

41. When Defendant made the representations set forth in the preceding paragraph, Defendant had no intention of (1) having the Registration Statement declared effective, (2) completing an IPO and listing and trading its ordinary shares on a major exchange, or (3) using the \$1,000,000 (one million dollars) of proceeds earmarked from the Offering for costs and expenses associated with completing the IPO.

42. Defendant made the foregoing misrepresentations with the intent that Plaintiffs would rely thereon.

43. Plaintiffs justifiably relied on the foregoing misrepresentations by entering into the Agreement and investing in Defendants.

44. Defendant did not have the Registration Statement declared effective; nor did Defendant complete an IPO, list or trade its shares on a major exchange, or use the \$1,000,000 (one million dollars) of proceeds earmarked from the Offering to go public.

45. Defendant's independent auditors "... indicated that during the course of its audit of the Company's financial statements for the year ended December 31, 2013, they believed documents and related information brought to their attention called into question the authenticity and reliability of certain documents that formed the basis for the [Defendant's] financial statements.

46. Defendant's June 20, 2014 Form 8-K filed with the SEC disclosed that "[t] he principal subjects that gave rise to Grant Thornton's concerns included (1) the authenticity of the legal document provided to Grant Thornton from the Laiyang government to support the Company's exclusive rights to produce Laiyang pear concentrate; (2) perceived irregularities in information provided by management to authenticate customer information; (3) discrepancies between publicly available data regarding pear production for the region in which the Company does business and the production capacity reported by the Company;

and (4) discrepancies between publicly available data regarding certain PRC state and local income taxes paid by the Company.”

47. Plaintiffs justifiably and reasonably relied upon material representations Defendants made in their SEC filings concerning (1) its exclusive rights to produce Laiyang pear concentrate, (2) accurate reporting and disclosures of customer information and financials, (3) pear production for the region in which Defendant conducted business, and (4) Defendant’s compliance with the tax laws of China.

48. Upon information and belief, Defendant’s representations as set forth above were false and material information concerning its business and operations were fraudulently concealed from them.

49. As a direct and proximate result of Defendant’s fraud, Plaintiffs have suffered damages in the amounts set forth in Schedule 1.

FIFTH CAUSE OF ACTION
(Unjust Enrichment)

50. Plaintiffs restate and reallege each and every allegation contained in paragraphs 1 through 49 as though fully set forth herein.

51. At the expense of Plaintiffs and to Plaintiffs’ detriment, Defendant benefitted from Plaintiff’s investments, the Agreement, and the transactions referenced in and related to the Agreement.

52. It is against equity and good conscience to permit Defendant to retain what is sought to be recovered.

53. As a result, Defendant has been unjustly enriched and Plaintiffs have suffered damages in the amounts set forth in Schedule 1.

WHEREFORE, Plaintiffs demand judgment against Defendant as follows:

- a. on the first cause of action against Defendant as set forth in Schedule 1, attached hereto, with interest thereon;
- b. on the second cause of action against Defendant as set forth in Schedule 1, attached hereto, with interest thereon;
- c. on the third cause of action against Defendant as set forth in Schedule 1, attached hereto, with interest thereon;
- d. on the fourth cause of action against Defendant as set forth in Schedule 1, attached hereto, with interest thereon;
- e. on the fifth cause of action against Defendant as set forth in Schedule 1, attached hereto, with interest thereon;
- f. imposing punitive damages against Defendant for its “morally culpable” conduct and reprehensible motives, and to deter Defendant, other foreign entities, and others who might otherwise be so prompted, from availing themselves of the United States’ securities laws in order to enrich themselves without any intention of abiding by the rule of law or the terms of their agreements;
- g. awarding Plaintiffs their attorneys’ fees, costs, and expenses; and
- h. such other and further relief as this Court deems just and proper.

Dated: New York, NY
April 19, 2016

ANDERSON KILL, P.C.

/s/ David Graff

David Graff, Esq.
Rachael Kierych, Esq.
1251 Avenue of the Americas
New York, NY 10020
(212) 278-1000
Counsel for Plaintiffs

SCHEDULE 1

Plaintiff Name	Individual Judgment Amount Requested Against Defendant Based on a Per Share Price of \$13.04.
Access America Fund LP	\$14,691,737.68
Taylor International Fund, Ltd.	8,608,434.20
Jayhawk Private Equity Fund II, L.P.	\$6,520,000.00
Silver Rock II, LTD	\$5,542,000.00
Mid-Ocean Consulting Ltd	\$4,322,760.00
JW Partners, LP	\$3,472,995.36
Magee-Wolfson, LLC	\$3,260,000.00
Feng Bai	\$2,608,000.00
Eos Holdings LLC	\$2,608,000.00
Trillion Growth China LP	\$1,304,000.00
CMT Investments	\$1,086,675.36
Matt Hayden	\$869,337.68
Noel Robyn	\$717,200.00
Greg Glyman	\$660,815.04
Steve Mazur	\$652,000.00
RL Capital Partners L.P.	\$652,000.00
Karlson Ka Tson Po	\$652,000.00
Simon Yick	\$652,000.00
Namtor Growth Fund LP	\$596,593.04
David Ofman	\$434,675.36
Anthony Polak	\$434,649.28
Merry Lee Carnall	\$434,662.32
Jennifer Spinney as Executor for D. Spinney	\$348,833.04
Marisa A. Magee	\$335,558.32
Jon Gundlach	\$326,000.00

Plaintiff Name	Individual Judgment Amount Requested Against Defendant Based on a Per Share Price of \$13.04.
Jon Wolfson	\$260,800.00
Justin Wolfson	\$260,800.00
Leslie Wheeler	\$260,800.00
J. Eustace Wolfington	\$217,337.68
Mary Margaret Trust	\$217,337.68
William Rosen	\$195,600.00
Warburg Opportunistic Trading Fund LP	\$195,600.00
JW GP, LLC	\$187,776.00
Jamie Polak	\$108,662.32
Ronald Lazar (held by Pershing LLC as custodian)	\$108,662.32
Domaco Venture Capital Fund	\$108,662.32
Bharat Sahgal	\$108,662.32
Robert Kirkland	\$108,662.32
Mary Beth Shea	\$108,662.32
Charles Shearer	\$86,937.68
Richard Shearer	\$86,937.68
Luciano Bruno	\$65,200.00
Robert Shearer	\$43,462.32
JW Asset Management	\$33,904.00
Thomas E. Nolan	\$91,280.00