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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

FELIPE GARCIA, Individually and on
behalf of all others similarly situated,

Plaintiffs,

v.

HETONG GUO, JING YANG,
JIANGYU LUO, and LENTUO
INTERNATIONAL INC.,

Defendants.

Case No: 2:15-CV-01862-MWF-MRW

CLASS ACTION

The Honorable Michael W. Fitzgerald

FINAL JUDGMENT

1 On the 6th day of March, 2017, a hearing having been held before this Court to
2 determine: (1) whether the terms and conditions of the Stipulation and Agreement of
3 Settlement dated September 2, 2016 (the “Stipulation”) are fair, reasonable, and
4 adequate for the settlement of all claims asserted by the Settlement Class against
5 Lentuo International Inc. (“Lentuo”), Hetong Guo, Jing Yang, and Jiangyu Luo
6 (collectively, the “Defendants”); and (2) whether to approve the proposed Plan of
7 Allocation as a fair and reasonable method to allocate the Net Settlement Fund
8 among the Settlement Class Members; and

9 The Court having considered all matters submitted to it at the hearing and
10 otherwise; and

11 It appearing that the Notice substantially in the form approved by the Court in
12 the Court’s Order Granting Motion For Preliminary Approval of Class Action
13 Settlement (“Preliminary Approval Order”) was mailed to all reasonably identifiable
14 Class Members; and

15 It appearing that the Summary Notice substantially in the form approved by the
16 Court in the Preliminary Approval Order was published in accordance with that Order
17 and the specifications of the Court;

18 Now, therefore, pursuant to Rules 23 and 54 of the Federal Rules of Civil
19 Procedure,

20 **IT IS HEREBY ORDERED, ADJUGED AND DECREED THAT:**

- 21 1. Unless indicated otherwise, capitalized terms used herein have the same
22 meanings defined in the Stipulation.
- 23 2. The Court has jurisdiction over the subject matter of the Litigation, Lead
24 Plaintiffs, all Class Members, and the Defendants.
- 25 3. The Court finds that the prerequisites for a class action under Rule 23(a)
26 and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that: (a) the
27 number of Settlement Class Members is so numerous that joinder of all members
28 thereof is impracticable; (b) there are questions of law and fact common to the
Settlement Class; (c) the claims of the Lead Plaintiffs are typical of the claims of the
Settlement Class they seek to represent; (d) Lead Plaintiffs fairly and adequately

1 represents the interests of the Settlement Class; (e) the questions of law and fact
2 common to the members of the Settlement Class predominate over any questions
3 affecting only individual members of the Settlement Class; and (f) a class action is
4 superior to other available methods for the fair and efficient adjudication of this
5 Litigation. The Settlement Class is being certified for settlement purposes only.

6 4. Pursuant to Rule 23(a) and (b)(3) of the Federal Rules of Civil
7 Procedure, the Court hereby certifies as a settlement class all persons and entities,
8 other than defendants and their affiliates, who purchased or otherwise acquired the
9 American Depositary Shares (“ADS”) of Lentuo International Inc. (“Lentuo”) from
10 May 15, 2014 to March 9, 2015, inclusive (the "Class Period"), and were damaged
11 thereby (the “Class”). Excluded from the Class are all defendants, the present and
12 former officers and directors of Lentuo and any subsidiary thereof, members of their
13 immediate families and their legal representatives, heirs, successors or assigns and
14 any entity in which Defendants have or had a controlling interest. Also excluded
15 from the Class are persons who have a net profit in purchases and sales of Lentuo
16 ADS or otherwise suffered no compensable damages under the securities laws during
17 the Class Period, and those persons who filed valid and timely requests for exclusion.

18 5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, Lead
19 Plaintiffs are certified as the class representatives on behalf of the Settlement Class
20 and the Lead Counsel previously selected by Lead Plaintiffs and appointed by the
21 Court, is hereby appointed as Lead Counsel for the Settlement Class (or “Class
22 Counsel”).

23 6. The Court hereby finds that the forms and methods of notifying the
24 Class of the Settlement and its terms and conditions met the requirements of due
25 process and Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the
26 Exchange Act, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities
27 Litigation Reform Act of 1995; constituted the best notice practicable under the
28 circumstances; and constituted due and sufficient notice to all persons and entities
entitled thereto of these proceedings and the matters set forth herein, including the
Settlement and Plan of Allocation, to all persons entitled to such notice. No Class

1 Member is relieved from the terms of the Settlement, including the releases provided
2 for therein, based upon the contention or proof that such Class Member failed to
3 receive actual or adequate notice. A full opportunity has been offered to the Class
4 Members to object to the proposed Settlement and to participate in the hearing
5 thereon. The Court further finds that the notice provisions of the Class Action
6 Fairness Act, 28 U.S.C. § 1715, were fully discharged and that the statutory waiting
7 period has elapsed.

8 7. The Settlement is approved as fair, reasonable and adequate, and in the
9 best interests of the Class. Lead Plaintiffs and the Defendants are directed to
10 consummate the Settlement in accordance with the terms and provisions of the
11 Stipulation.

12 8. Lead Plaintiffs' Second Amended Complaint (Docket No. 40)
13 ("Complaint") against Defendant is hereby dismissed with prejudice and without
14 costs.

15 9. Lead Plaintiffs and the Settlement Class Members hereby release and
16 forever discharge the Released Parties from any and all Settled Claims. Lead
17 Plaintiffs and the Settlement Class members are hereby permanently and forever
18 enjoined from prosecuting, attempting to prosecute, or assisting others in the
19 prosecution of the Settled Claims against the Released Parties, as set forth in the
20 Stipulation.

21 10. Each of the Defendants, including any and all of his/her/its successors in
22 interest or assigns, hereby releases and forever discharges any and all Settled
23 Defendants' Claims, to the extent they relate to the subject matter of this Litigation or
24 its prosecution thereof, against the Lead Plaintiffs, any of the Settlement Class
25 Members, and any of their counsel, including Class Counsel.

26 11. The Court hereby finds that the proposed Plan of Allocation is a fair and
27 reasonable method to allocate the Net Settlement Fund among Class Members

28 12. The Court finds that all parties and their counsel have complied with
each requirement of Rule 11 of the Federal Rules of Civil Procedure as to all
proceedings herein.

1 13. Neither this Final Judgment, the Stipulation, nor any of the negotiations,
2 documents or proceedings connected with them shall be:

- 3 a. referred to or used against the Released Parties or against the Lead
4 Plaintiffs or the Settlement Class as evidence of wrongdoing by
5 anyone;
- 6 b. construed against the Released Parties or against the Lead Plaintiffs
7 or the Settlement Class as an admission or concession that the
8 consideration to be given hereunder represents the amount which
9 could be or would have been recovered after trial;
- 10 c. construed as, or received in evidence as, an admission, concession or
11 presumption against the Settlement Class or any of them, that any of
12 their claims are without merit or that damages recoverable under the
13 Complaint would not have exceeded the Settlement Fund; or
- 14 d. used or construed as an admission of any fault, liability or
15 wrongdoing by any person or entity, or offered or received in
16 evidence as an admission, concession, presumption or inference
17 against any of the Released Parties in any proceeding other than such
18 proceedings as may be necessary to consummate or enforce the
19 Stipulation.

20 14. Exclusive jurisdiction is hereby retained over the Parties for all matters
21 relating to the Litigation, including the administration, interpretation, effectuation or
22 enforcement of the Stipulations, or Settlement and this Final Judgment, and including
23 any application for fees and expenses incurred in connection with administering and
24 distributing the settlement proceeds to the Class Members.

25 15. Without further order of the Court, the Parties may agree to reasonable
26 extensions of time to carry out any of the provisions in the Stipulation.

27 16. There is no just reason for delay in the entry of this Final Judgment and
28 immediate entry by the Clerk of the Court is directed pursuant to Rule 54(b) of the
Federal Rules of Civil Procedure.

1 17. The finality of this Final Judgment shall not be affected, in any manner,
2 by rulings that the Court may make on Lead Plaintiffs' Counsel's application for an
3 award of Attorneys' Fees and Expenses.

4 18. In the event that the Settlement does not become final and effective in
5 accordance with the terms and conditions set forth in the Stipulation, then this Final
6 Judgment shall be rendered null and void and be vacated and the Settlement and all
7 orders entered in connection therewith shall be rendered null and void (except as
8 provided in L.6. in the Stipulation), and the parties shall be deemed to have reverted
9 to their respective status prior to the execution of this Stipulation, and they shall
10 proceed in all respects as if the Stipulation had not been executed and the related
11 orders had not been entered, preserving in that event all of their respective claims and
12 defenses in the Litigation, and shall revert to their respective positions in the
13 Litigation.

14 Dated: March 6, 2017.



MICHAEL W. FITZGERALD
United States District Judge