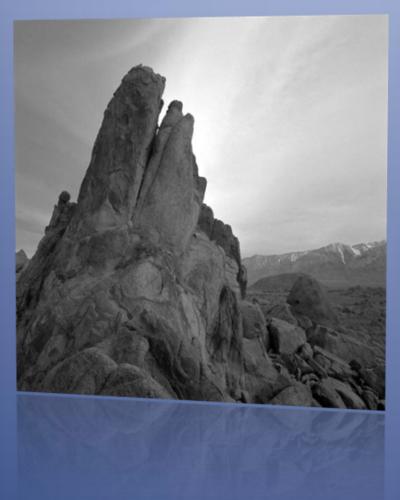


Initiating Coverage Report May 18, 2011



Yongye International, Inc. (NASDAQ: YONG) — Putting the Green in Management's Pocket

Please Review Important Legal Information and Disclaimers on Page 2 of this Document

Kevin Barnes, Equity Analyst – Absaroka Capital Management, LLC – Telephone: 1.307.222.9808 Email: KBarnes@Absaroka.com – Web: www.Absaroka.com – Fax: 1.307.316.0332

Yongye International, Inc.

(NASDAQ: YONG) Summary Financials & Trading Information

| | \$mm, except per share data |
|--|-----------------------------|
| NASDAQ Ticker: | YONG |
| Industry | Agricultural Chemicals |
| Closing Price on 05/17/11 | \$4.58 |
| Market Capitalization | \$226.6 |
| Firm Value | \$193.5 |
| Diluted Shares Outstanding | 49.5 |
| Average Volume (3-Months/10-Days) | 1.1mm/1.1mm |
| Estimated Fundamental Value (\$/share) | \$1.00 |
| Recommendation | CONVICTION SELL |

| | | Hist | orical Fina | ncials | | Management Guidance |
|---------------------------|---------|---------|-------------|---------|----------|---------------------|
| \$mm | FY07 | FY08 | FY09 | FY10 | 1Q11-LTM | FY11E |
| Summary Results | | | | | | |
| Revenue | \$13.1 | \$48.1 | \$98.1 | \$214.1 | \$239.4 | \$320.0 |
| EBITDA | \$5.1 | \$13.8 | \$32.0 | \$67.8 | \$79.3 | NA |
| Net Income | \$4.4 | \$11.2 | \$26.2 | \$48.5 | \$49.0 | \$81.0 |
| Operating Cash Flow | (\$4.6) | (\$8.7) | (\$2.2) | \$15.9 | \$22.0 | NA |
| CAPEX & Acquisitions | \$0.3 | \$5.5 | \$4.4 | \$46.1 | \$29.3 | NA |
| Current Trading Multiples | | | | | | |
| FV/Revenue | 14.7x | 4.0x | 2.0x | 0.9x | 0.8x | 0.6x |
| FV/EBITDA | 37.6x | 14.0x | 6.1x | 2.9x | 2.4x | N.A. |
| FCF Yield | N.M. | N.M. | N.M. | N.M. | N.M. | N.A. |
| P/E | 52.0x | 20.2x | 8.6x | 4.7x | 4.6x | 2.8x |

Yongye International, Inc. engages in the research and development, manufacturing, and distribution of liquid fertilizers and powder nutrient compounds for plants and animal feed used in the agriculture industry in the People's Republic of China. Yongye is headquarted in Beijing and listed in NASDAQ in 2009





Legal Information and Disclaimers

General Information and Disclaimer:

This document was prepared exclusively for the benefit and internal use of the Absaroka Capital Management, LLC ("Absaroka") Counterparty (including such Client and Counterparty's affiliates, officers, and employees, the "Counterparty") to whom it is directly addressed and delivered in order to assist the Counterparty in evaluating, on a preliminary basis, the feasibility of a possible transaction or transactions and does not carry any right of publication or disclosure, in whole or in part, to any other party. The Counterparty shall not use this document at any time for any purpose that is unlawful or prohibited and shall comply with any applicable local, state, national or international laws or regulations when using this document or any of the information contained herein. If any provision in this Legal Information and Disclaimers section is held to be invalid or unenforceable for any reason, then the remaining provisions shall continue in full force and effect.

This document may contain information that is privileged, confidential, legally privileged, and/or exempt from disclosure under applicable law. Neither this document nor any of its information or contents may be disclosed or used for any other purpose without the prior written consent of Absaroka. Your receipt of this document does not by itself establish any relationship between you and Absaroka. If you are not the intended recipient of this strictly private and confidential document, you are hereby notified that any disclosure, copying, distribution, or any use of the information contained herein (including any reliance thereon) is STRICTLY PROHIBITED.

This document is for informational purposes only and it is not intended as an official confirmation of any transaction. All market prices, data and other information are not warranted as to completeness or accuracy and are subject to change without notice. The information included in this document is based upon selected public market data and reflects prevailing conditions and Absaroka's views as of this date, all of which are accordingly subject to change. Absaroka's opinions and estimates constitute a best efforts judgment and should be regarded as indicative, preliminary and for illustrative purposes only. All expressions of opinions and estimates are subject to change without notice and Absaroka does not undertake to update or supplement this document or any of the information contained herein. Absaroka Capital Management is a duly registered Limited Liability Company with the Secretary of State for the State of Wyoming in the United States of America.

IRS Circular 230 Disclaimer:

Absaroka Capital Management, LLC and its affiliates, officers, and employees do not provide tax advice. Accordingly, any discussion of U.S. tax matters included herein (including any appendixes) is not intended or written to be used, and cannot be used, in connection with the promotion, marketing or recommendation by anyone not affiliated with Absaroka Capital Management, LLC of any of the matters addressed herein or for the purpose of avoiding U.S. tax-related penalties.

Investment Risks Disclaimer:

Any investment involves substantial risks, including, but not limited to, pricing volatility, inadequate liquidity, and the potential complete loss of principal. In addition, investments in emerging or developing markets involve exposure to economic structures that are generally less diverse and mature, and to political systems which can be expected to have less stability than those of more developed countries. The financial performance of companies in the natural resources sector may be directly affected by commodity prices; this investment risk is exacerbated for companies that own or have rights to the underlying commodity. Absaroka's Estimated Fundamental Value and Recommendation only represents a best efforts estimate of the potential valuation change over the next 12 months of a specific security or commodity, and are not expressed as, or implied as, assessments of the quality of a security or commodity, a summary of past performance, or an actionable investment strategy for the Counterparty.

This document does not in any way constitute an offer or solicitation of an offer to buy or sell any investment, security, or commodity discussed herein. Also, this document does not in any way constitute an offer or solicitation of an offer to buy or sell any security in any jurisdiction in which such an offer would be unlawful under the securities laws of such jurisdiction. To the best of Absaroka's ability and belief, all information contained herein is accurate and reliable, and has been obtained from public sources believed to be accurate and reliable, and who are not insiders or connected persons of any company covered herein or who may otherwise owe any fiduciary duty of duty of confidentiality. Absaroka reserves the right for its affiliates, officers, and employees to hold cash or derivative positions in any company or commodity discussed in this document at any time. As of the original publication date of this document, the Counterparty should assume Absaroka's affiliates, officers, and employees have sold borrowed CUSIP number 98607B106 securities and have positions in financial derivatives that reference this security and thus stand to potentially realize gains in the event that the market valuation of the company's common equity is lower than prior to the original publication date. After the original publication date of this document, the Counterparty should assume Absaroka's affiliates, officers, and employees may transact in any security or commodities discussed in this document. These affiliates, officers, and individuals shall have no obligation to inform any Counterparty about their historical, current, and future trading activities. In addition, Absaroka's affiliates, officers, and employees may benefit from any change in the valuation of any other companies or commodities discussed in this document. Analysts who prepared this report are compensated based upon (among other factors) the overall profitability of Absaroka Capital Management, LLC and its affiliates. The compensation structure for

The information contained in this document may include, or incorporate by reference, forward-looking statements, which would include any statements that are not statements of historical fact. Any or all of Absaroka's forward-looking assumptions, expectations, projections, intentions or beliefs about future events may turn out to be wrong. These forward-looking statements can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and other factors, most of which are beyond Absaroka's control. The Counterparty should conduct independent due diligence, with assistance from professional financial, legal and tax experts, on all securities, companies, and commodities discussed in this document and develop a stand-alone judgment of the relevant markets prior to making any investment decision.

I, Kevin Barnes, an Equity Analyst with Absaroka Capital Management, LLC, hereby certify as of 05/18/11 that the opinions expressed in this document accurately reflect my personal opinions about the subject company(ies), security(ies), and commodity(ies).

If you have any additional questions about this Legal Information and Disclaimers or if you are not the intended recipient of this document, please immediately contact Absaroka Capital Management, LLC via email at: Legal@Absaroka.com



Executive Summary – Yongye International, Inc. (NASDAQ: YONG)

Yongye International, Inc. (NASDAQ: "YONG" or "Yongye" or the "Company") is a fraud. In this Initiating Coverage Report, Absaroka Capital Management, LLC ("Absaroka") will present irrefutable evidence that Yongye has fraudulently misrepresented its business and thus the Company is massively overvalued by the market at this time. Absaroka's concerns about Yongye include the following material issues:

- 1. The \$35.0mm cash acquisition of the Wuchuan Lignite Coal Project is not a legitimate transaction and appears to be a scheme to transfer funds out of the Company at the expense of public shareholders
- 2. Intertwined relationships with its two largest suppliers appear to allow the Company to fraudulently manipulate earnings: Wuchuan Sanda was ordered to cease production by the government and Wuchuan Shuntong does not supply nearly the amount of humic acid claimed by Yongye
- 3. The \$32.3mm Hebei Customer List acquisition has limited industrial logic and appears to be another scheme by Yongye Management to falsely manipulate earnings
- 4. Yongye falsely claims Shengmingsu, its main fertilizer product, was developed by 38 scientists at Stanford University: Absaroka provides a letter from Stanford University certifying it has no connection to Yongye's Shengmingsu fertilizer and Yongye does not have permission to utilize Stanford's name, trademark, or images in its advertising and marketing efforts.
- 5. Yongye's Shengmingsu is minimally effective for farmers and Yongye's product claims do not correspond with reality
- 6. The new bank loans are illogical relative to the supposed cash balance, which raises doubt about the reality of the \$44.6mm cash balance on the unaudited 03/31/11 10-Q balance sheet
- 7. Excessive management compensation relative to peers is diluting shareholder interests because of continued large share-based compensation grants
- 8. The unsatisfactory auditor history raises grave concern about the validity of historical financials and forward-looking guidance

Any of these issues on a stand-alone basis should be enough to convince public shareholders to question the current \$4.58/share valuation and pursue the "Wall Street Walk" form of shareholder activism.

Recommendation: CONVICTION SELL Estimated Fundamental Value: \$1.00



1: Yongye's \$35.0mm Acquisition of the Lignite Coal Project -Appears Yongye Management looted cash at the expense of public investors

On 03/01/10, Yongye entered into an agreement with Wuchuan Shuntong Humic Acid Trading Company, Ltd. ("Wuchuan Shuntong") to acquire a permit for the rights to explore, develop and produce lignite coal resources in Wuchuan County of the PRC for \$35.0mm in cash. As of 03/31/11, \$34.4mm in cash had been prepaid for this lignite coal project, despite the fact the Wuchuan Shuntong is not an operating business, has no financial resources, is still in the process of securing the government approvals necessary to complete the transaction and has no guarantee of permit or development success. Absaroka will provide documentary evidence to prove the Wuchuan Shuntong transaction is actually a hoax controlled by Yongye Management and was apparently created to loot \$35.0mm of public investor's cash out of the Company.

To begin, the contact phone number in Wuchuan Shuntong People's Republic of China State Administration of Industry and Commerce ("SAIC") filings is actually the same as Yongye's (Figure A). Second, the two purported founders and owners of Wuchuan Sanda Mr. Guo Chunjiang and Ms. Wang Yumei, are husband and wife rural farmers with minimal education and de minimus financial resources (Figure B). Third, Wuchuan Shuntong's address listed in the SAIC filings is actually the location of the Wuchuan Sanda Humic Acid Factory ("Wuchuan Sanda"), a different humic acid company which is also a supplier of Yongye (Appendix 4). Fourth, Wuchuan Shuntong's SAIC financials are indicative of an insignificant holding company with limited capital, no revenue, and a short history of existence; not a 1st tier global coal reserve that is shovel-ready for development (Appendix 5). Finally, Wuchuan government information shows Yongye, not Wuchuan Sanda, is sponsor of the Wuchuan County lignite coal project (Appendix 6).

On the 03/10/11 earnings call, Yongye CFO Mr. Sam Yu perjured himself to public investors while attempting to allay concerns regarding the Wuchuan Shuntong transaction by stating:

"Because of the assistance [Yongye] provided [to Wuchaun Shuntong], our contact information was mistakenly left on Wuchuan Shuntong's business registration form."

If investors are supposed to take Mr. Yu's explanation at face value, Absaroka challenges Yongye Management to explain how two farmers with minimal educations and limited financial resources, that were incapable of independently completing basic business registration forms, could suddenly own a coal project worth \$35.0mm cash. In summary, \$35.0mm in cash belonging to Yongye shareholders has apparently evaporated in pursuit of the mirage that is the Wuchuan Shuntong lignite coal project.

² YONG 03/31/11 10-Q, page 3, http://www.sec.gov/Archives/edgar/data/1398551/000114420411027154/v221491_1Q.htm



-

¹YONG 12/31/10 10-K, page F-17, http://www.sec.gov/Archives/edgar/data/1398551/000114420411014483/v214367_10k.htm

Figure A: Wuchuan Shuntong and Yongye SAIC Filings Have the Same Contact Number



Inner Mongolia Yongye Nongfeng Biotechnology Co., Ltd., SAIC filings:



Difficult to believe Yongye and Wuchuan Shuntong are not connected

Please review Appendix 2 for a complete English translation of the SAIC filings



Figure B: Wuchuan Shuntong Ownership and Background Verification Information

Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC Filings:



Wuchuan Shuntong Humic Acid Trading Company, Ltd. Owners:



Are these two farmers really worth \$35.0mm cash?

Please review Appendix 3 for a complete English translation of the SAIC filings



2: Yongye's Mysterious Supplier Relationships - Appears Yongye Management controls its suppliers to fraudulently manipulate earnings

In addition to selling Yongye the Wuchuan County lignite coal project, Wuchuan Shuntong is also Yonge's largest supplier of raw materials and accounted for 58% of raw materials purchased in FY10. For FY09, Yongye's supplies of humic acid (primary ingredient in Shengmingsu) were sourced from:

"Two principal suppliers which are both in Hohhot: Wuchuan Shuntong Company and Wuchuan Sanda Company. Wuchuan Shuntong is our largest supplier, providing us with more than 90% of our humic acid raw material. Wuchuan Shuntong has dedicated one production line to us and has based its production design on our specific technical requirements."

Thus, the two suppliers intertwined in the fraudulent \$35.0mm lignite coal project transaction are also supposedly Yongye's major suppliers, which should raise a major red flag for investors. Moreover, channel checks and Wuchuan Shuntong's SAIC financials do not indicate the firm is providing anywhere close to the volume of humic acid Yongye claims. Next, Wuchuan Sanda was ordered to cease production of humic acid by the Wuchuan government in April of 2010. Absaroka believes these sham supplier relationships allow Yongye Management to artificially manipulate the reported volume and cost of its primary input, humic acid, and thus mislead auditors and investors about its actual fiscal results.

Wuchuan Shuntong is a captive supplier to Yongye, as it does not appear to supply humic acid or any other products to other companies. Diligent channel checks with other humic acid industry participants in northern China found no record of the company. In addition, Wuchuan Shuntong's contact information does not appear in Inner Mongolia business, telephone, and internet directories, which is usually a basic requirement for a viable and active business operation. Next, Wuchuan Shuntong's SAIC financials show zero revenue in FY08 or FY09 (Appendix 5). Based on Yongye's reported FY09 COGS, it appears Wuchuan Shuntong should actually have reported revenue of at least \$25mm in FY09 if it supplied the volume of humic acid claimed by Yongye Management.

Yongye's second supplier, Wuchuan Sanda, was ordered by the Wuchuan County government to shut down its illegal, small sized humic acid manufacturing facility because of heavy pollution and excessive energy consumption (Figure C). By 04/25/10, Wuchuan Sanda was ordered to cease production and the state utility provider was instructed to cancel electricity service to the plant. Also, since 04/25/10, there is no indication that Wuchuan Sanda has relocated its production equipment or otherwise been able to restart humic acid production.

As of 03/31/11, Yongye had advanced \$12.5mm in cash deposits to suppliers, which is incremental to the \$34.4mm cash prepayment for lignite coal project. ⁵ As basic humic acid is a commodity and readily available from numerous suppliers, Absaroka finds it dubious that Yongye must advance such significant amount of cash (54.5% of 1Q11 COGS) to its suppliers. This is another significant concern regarding Yongye's relationships with its suppliers.

Yongye has attempted to allay concerns regarding its suppliers by recently indicating Wuchuan Shuntong also runs a trading business and is actually thus able to source the volume of raw materials claimed. However, this excuse is not logical because 1) Wuchuan Shuntong supposedly dedicated one of its production lines to Yongye in order to meet its technical specifications; 2) Yongye utilizes a proprietary production processes for Shengmingsu; 3) Yongye considers its manufacturing process a trade-secret (i.e. it has no patent protection) and is thus incentivized to share its production requirements with as few parties as necessary. In addition, Yongye's excuse that Wuchuan Shuntong and Wuchuan Sanda are actually run by the same team does not make sense because the suppliers are presented as separate companies in Yongye's SEC filings and even their combined actual production capacity could not meet the volume of raw materials supposedly consumed by Yongye.

⁵ YONG 03/31/11 10-Q, page 10, http://www.sec.gov/Archives/edgar/data/1398551/000114420411027154/v221491_10q.htm



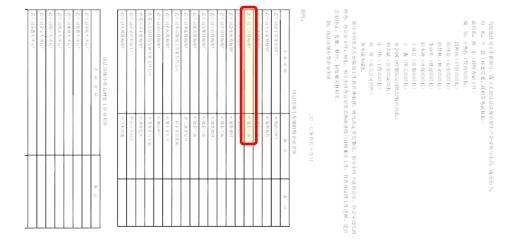
-

³ YONG 12/31/10 10-K, page 14, http://www.sec.gov/Archives/edgar/data/1398551/000114420411014483/v214367_10k.htm

⁴ YONG 12/31/09 10-K, page 11, http://www.sec.gov/Archives/edgar/data/1398551/000114420410013297/v177333 10k.htm

Figure C: Wuchuan Sanda Humic Acid Facility Closing Decree Issued by Government





Please review Appendix 7 for a complete English translation of the SAIC filings



3: \$32.3mm Hebei Customer List Acquisition – *Limited industrial logic* and appears to be another scheme to manipulate earnings

On 06/21/11, Yongye announced an agreement to acquire the Shengmingsu distribution network in Hebei Province, comprised solely of a customer list, from a provincial level distributor for \$32.3mm (\$3.0mm in cash and 3.6mm newly issued shares, subject to a six-month lock-up). However, Absaroka cannot find any information on the supposed provincial level distributor and thus strongly believes the transaction is a scheme to increase earnings of the business by subsidizing operations with a cash in-flow from the purported investment.

As Hebei province has been a core market for the Shengmingsu product since launch, it is not logical that Yongye did not have access to its branded store customer list. Absaroka is confident that the supposed provincial level distributor in the Hebei province acquisition is a hoax for the following reasons. First, according to a 2009 interview with Yongye's Chief of Marketing, Mr. Xu Nan, Hebei was the first province Shengmingsu was marketed in by the Company and it directly hired over 70 retailers in Leting county for the product launch in September 2008; after this initial success, Yongye utilized the same sales/marketing structure in other parts of Hebei province. As part of this provincial product launch, a sales center was established in Hebei on September 2008 by Yongye. Next, on 03/13/10, three months before the supposed acquisition, the Hebei province sales center hosted over 500 distributors for the Yongye 1H10 Strategic Plan Summit. This meeting is a clear indication Yongye had direct access to its distributors prior to the customer list acquisition and thus there is no industrial logic to spend \$32.3mm for a phantom customer list.

According to Yongyi filings, the Hebei Customer List intangible asset acquisition cost is being is amortized over a period of nine years on a straight-line basis. ⁹ This extremely long amortization duration is difficult to understand for this "asset" as most of Yongye's distributors have signed three-year agreements with the Company. If the intangible asset acquisition cost amortization period was shortened to match the three-year duration of the distribution agreements, Yongye's net income would decrease by \$5.5mm on an annual basis because of the increased amortization expense.

Finally, the Hebei Customer List acquisition is suspicious because Yongye supposedly issued 3.6 new shares (8.1% of total shares outstanding at 06/30/10) in consideration to the distributor, yet no 13-D was ever filed by the distributor after the close of the transaction. Under Section 13(d) of the U.S. Securities Exchange Act of 1934, any person who acquires beneficial ownership of more than five percent of a registered class of shares must disclose the position within 10 calendar days, even if the person is not a "related party." Yongye has attempted to obscure this issue by blaming the filing delay on the distributor, but it does not make sense for the Company to refuse to provide the identity of the distributor in the face of growing investor concerns.

^{11 &}quot;SEC Enforcement Action on Section 13(d) Disclosure Requirements" Gibson, Dunn & Crutcher LLP, dated 07/27/09, available at: http://goo.gl/vb1Wc



⁶ YONG 12/31/10 10-K, page 52, http://www.sec.gov/Archives/edgar/data/1398551/000114420411014483/v214367_10k.htm

⁷ "Let Little Yongye Profit: Contributing Human Capital, Contributing Propaganda, and Contributing Services." <u>Feed Research Institute of Chinese Academy of Agricultural Sciences</u>. 04/03/09, available at: http://www.cfeed.net/PageSL/9/2447.html

^{8 &}quot;Yongye Hebei Group Sales Center Hosts 1H10 Strategic Plan Announcement" available at: http://user.qzone.qq.com/191713/blog/1271057263

⁹ YONG 12/31/10 10-K, page F-16, http://www.sec.gov/Archives/edgar/data/1398551/000114420411014483/v214367_10k.htm

¹⁰ YONG 06/30/10 10-Q, page 1, http://www.sec.gov/Archives/edgar/data/1398551/000114420410042765/v193257_10q.htm

4: Yongye Falsely Claims Shengmingsu was Developed at Stanford -Indicative of Yongye's use of deception and dishonesty to further objectives

In a television promotional campaign run on CCTV-7, the national agriculture channel in China, Yongye claimed Shengmingsu was developed in the United States by 38 scientists from Stanford University. 12 This claim is patently false and indicative of Yongye's use of deception and dishonesty to achieve its objectives.

Complete advertisement (in Chinese): http://www.youtube.com/watch?v=JYWUDDh6CoM Subtitled version of the advertisement: http://www.youtube.com/watch?v=Sz6ejXRHUc8

Selected Screenshots from the Yongye Television Advertisement:





Letter from Stanford University Certifying No Relationship with Yongye Shengmingsu:



I am writing in response to your inquiry regarding an advertising claim that Yongye International's main product, "Shengmingsu," a fulvic acid based fertilizer, was

Absaroka Capital Management LLC

Equity Analyst

May 17, 2011 Kevin Barnes Dear Mr. Barnes;

developed at Stanford University by 38 researchers

Stanford knows of no connection between the fertilizer product and the university. In addition, Yongye International does not have permission from the university to use Stanford's trademarked name or images in its advertising and marketing efforts.

cc: Lauren Schoenthaler, Office of the General Counsel University Communications

12 Please note Absaroka was able to verify Mr. Sam (Yue) Yu, Yongye's CFO, obtained a Master's in Business Administration on 06/16/02 from Stanford University, but this fact does not explain the fraudulent claim that 38 scientists from Stanford developed Shengmingsu.



P. O. Box 20522, Stanford, CA 94309-0522 T 650.725.8396 F 650.725.3326

Office of University Communicati

5: Yongye's Main Product, Shengmingsu, is Not Effective - Yongye's product claims do not correspond with reality

Yongye's main product, Shengmingsu, which means "Life Element," is a liquid plant product consisting of a fulvic acid compound base (a derivative of humic acid) and other nutrients. Shengmingsu's compound base is a complex, acidic, biochemical polymer which is either created naturally through the decomposition of plant material, or can be produced by extracting it from humic acid. Yongye instructs farmers to spray Shengmingsu directly on plants, typically in conjunction with other fertilizers and pesticides applications. Farmers usually purchase Shengmingsu in 100 milliliter bottles from distributors and distributors purchase Shengmingsu in cases of 100 from Yongye.

In a recent interview, Mr. Wu Zishen, Yongye's Chairman and CEO, claimed Shengmingsu provides farmers with a 10.0x cash-on-cash return due to increased crop yields. ¹³ In addition, according to Yongye, Shengmingsu can help farmers more efficiently use other fertilizers and pesticides, reducing the farmers' overall input costs and environmental damage to the farmers' land. Yongye's purported internal studies claim farmers will experience the following yield increases with the use of Shengmingsu:

| Crop | Yongye's Claimed Yield Increase with Shengmingsu |
|--------------|--|
| Green pepper | 22.7% |
| Potatoes | 17.3% |
| Wheat | 10.7% |

However, these claims simply do not correspond with credible, peer-reviewed research on the topic. For example, the American Society of Horticultural Science recently published an article by Professor Timothy Hartz of the University of California with the following conclusions (fulvic acid is the water-soluble portion of humic acid):

"Five commercial humic acid (HA) formulations were evaluated for their effects on soil microbial activity, seedling emergence, crop productivity, and nutrient uptake when applied to representative agricultural soils. Field trials were conducted in 2008 and 2009 evaluating the effects of pretransplant soil application of HA at 1.1 or 3.4 kgha–1 a.i. on growth, nutrient uptake, and fruit yield of processing tomato. In neither year was macro- or micronutrient uptake increased with HA. Similarly, there was no significant HA effect on plant dry mass accumulation or fruit yield. We conclude that, at typical commercial application rates in representative field soils, commercial humic acid formulations are unlikely to significantly improve vegetable crop nutrient uptake or productivity." 14

Thus, Shengmingsu appears to be a quack remedy perpetuated on poorly-educated farmers via an overhyped marketing machine. Yongye Chairman and CEO Mr. Wu Zishen's claims of a 10.0x cash-on-cash return for farmers utilizing Shengmingsu is clearly bogus and indicative of the false promises perpetuated by Yongye Management.

¹⁴ "Humic Substances Generally Ineffective in Improving Vegetable Crop Nutrient Uptake or Productivity" *Timothy Hartz & Thomas Bottoms*. HortScience. Vol. 45(6), June 2010, pages 906-910, available at: http://ucanr.org/sites/nm/files/76748.pdf



^{13 &}quot;Fruits of a Growing Ambition" Yu Tianyu. China Daily, 07/12/10, available at: http://www.chinadaily.com.cn/bizchina/2010-07/12/content_10093491_3.htm

6: Yongye Cash Balance and New Bank Loans are Illogical - Raises doubt about reality of supposed cash balance

As per the 03/31/11 10-Q unaudited financial statements, Yongye reported \$44.6mm cash on its balance sheet and an insignificant amount of debt (\$0.9mm of total debt). Yongye generated \$22.0mm in net cash from operating activities on an LTM basis as of 1Q11 and Management guidance as of March indicated the positive operating cash flow will continue in FY11. Thus, it is difficult to understand why Yongye was forced to pursue \$15.2mm in one-year bank loans at a weighted average interest rate of 8.0%, which implies \$1.2mm in annual cash interest expense, from China Everbright Bank, a relatively small regional bank in Inner Mongolia, China. In addition, Mr. Zishen Wu, Yongye's Chairman, was forced to personally guarantee the loans, despite Management's rosy financial outlook and supposedly available cash balance. This fact-pattern indicates Everbright Bank may have significant concerns about the Yongye business, based on information that may not be readily available to U.S. equity investors.

According to the 05/10/11 earnings call, Yongye obtained the loans to provide working capital for the summer season. However, this explanation is completely illogical. Even by excluding the \$12.5mm in existing cash deposits to suppliers, Yongye's current cash position is approximately two quarters worth of COGS, so from a working capital perspective, there should be no need for additional debt capacity if the cash on the balance sheet is real.

7: Excessive Management Compensation Relative to Peers – Shareholders are being diluted by continued share-based compensation

Relative to its peers, Yongye's management compensation is egregiously outsized and continues to dilute public shareholders. Absaroka believes Yongye may have shifted its compensation scheme to an equity-focused structure to minimize its actual cash flow (especially if the reported cash balances are fraudulent) and incentivize employees to continue perpetuating the supposed business results.

Yongye International, Inc. (NASDAQ: YONG)

| Name/Position | Year | Salary | Bonus | Stock Awards | Total |
|-------------------------------|------|-----------|-----------|--------------|-------------|
| Zishen Wu | 2010 | \$550,000 | \$0 | \$1,397,003 | \$1,947,003 |
| (Principal Executive Officer) | 2009 | \$211,902 | \$0 | \$0 | \$211,902 |
| Sam Yu | 2010 | \$400,000 | \$147,520 | \$930,120 | \$1,477,640 |
| (Principal Financial Officer) | 2009 | \$124,173 | \$0 | \$0 | \$124,173 |

China Green Agriculture, Inc. (NYSE: CGA)

| Name/Position | Year | Salary | Bonus | Stock Awards | Total |
|-------------------------------|------|-----------|----------|--------------|-----------|
| Tao Li | 2010 | \$189,000 | \$43,200 | \$767,557 | \$999,757 |
| (Principal Executive Officer) | 2009 | \$129,000 | \$0 | \$0 | \$129,000 |
| Ying Yang | 2010 | \$130,359 | \$33,600 | \$552,650 | \$716,609 |
| (Principal Financial Officer) | 2009 | \$150,000 | \$0 | \$0 | \$150,009 |

China Agritech, Inc. (NASDAQ: CAGC)

| Name/Position | Year | Salary | Bonus | Stock Awards | Total |
|-------------------------------|------|-----------|-----------|--------------|-----------|
| Yu Chang | 2010 | NA | NA | NA | NA |
| (Principal Executive Officer) | 2009 | \$93,000 | \$103,048 | \$0 | \$196,048 |
| Yau-Sing Tang | 2010 | NA | NA | NA | NA |
| (Principal Financial Officer) | 2009 | \$150,000 | \$343,493 | \$0 | \$493,493 |

¹⁵ YONG 03/31/11 10-Q, page 18, http://www.sec.gov/Archives/edgar/data/1398551/000114420411027154/v221491_10q.htm



_

8: Unsatisfactory Auditor History - Raises grave concern about the validity of historical financials and forward-looking guidance

Yongye utilized two small, no-name auditors as part of its reverse-merger transaction. Absaroka vigorously disagrees with some U.S. investors' perspective that an audit opinion from a "big four" firm eliminates the possibility of accounting fraud. Based on the Yongye business issues discussed earlier in this report and the abysmal track record of "big four" auditors in China, the probability of KPMG resigning its engagement with Yongye and/or its audit opinion being withdrawn appears significant. As a reminder, a timely and valid audit opinion from a PCAOB certified auditor is a prerequisite for continued listing on the major U.S. equity exchanges.

Yongye's Unsatisfactory Audit History

| Fiscal Year | Firm | Comments |
|------------------|-------------------------|--|
| 2009- Present | KPMG - Hong Kong | Most recent PCAOB report lists 25 partners and 23 issuer clients¹⁶ Auditor of the alleged China Integrated Energy (NASDAQ: CBEH) fraud¹⁷ KPMG withdrew its CBEH fiscal year 2010 audit opinion and the stock remains halted |
| 2008 | MSPC | Most recent PCAOB report lists 6 partners and 17 issuer clients¹⁸ Auditor of the alleged China Sky One Medical (NASDAQ: CSKI) fraud¹⁹ Not a top-100 global auditor²⁰ |
| 2007 | Patrizio & Zhao, LLC | Most recent PCAOB inspection was in 2009 and listed 2 partners, 9 staff members, and 10 issuer clients²¹ PCAOB 2009 Inspection found material deficiencies in 50% of issuers' financials reviewed Not a top-100 global auditor²² |

All of the "big four" auditors have been party to recent and significant frauds in China. Also, because equity investors may perform less detailed due diligence when a larger audit firm is providing an audit opinion on a company's financials, the scope of a fraud can potentially expand to a greater size.

https://rasr.pcaobus.org/Forms/FormSummary.aspx?ID=5C1D22F3D74F9A606A5230E13577C6C8

[&]quot;The 2010 Top 100 Accounting Firms" Inside Public Accounting, August 2010, available at: http://insidepublicaccounting.com/PDF/top100_2010.pdf



Yongye International, Inc. (NASDAQ: YONG)

¹⁶ Public Company Accounting Oversight Board, MSPC Form 2 Annual Report for 2010, available at:

¹⁷ CBEH 8-K dated 05/02/11, http://www.sec.gov/Archives/edgar/data/1070045/000114420411025491/v220576 8k.htm

¹⁸ Public Company Accounting Oversight Board, MSPC Form 2 Annual Report for 2010, available at:

https://rasr.pcaobus.org/Forms/FormSummary.aspx?ID=B176B664A6BA443247A93127F5AE60A7

[&]quot;The SEC Probes China Sky One Medical's Incredible Numbers" Roddy Boyd The Financial Investigator. 08/04/10, available at: http://www.thefinancialinvestigator.com/?p=166

²⁰ "The 2010 Top 100 Accounting Firms" Inside Public Accounting, August 2010, available at: http://insidepublicaccounting.com/PDF/top100_2010.pdf ²¹Public Company Accounting Oversight Board, Patrizio & Zhao, LLC Inspection Report Dated November 19, 2009, available at: http://pcaobus.org/Inspections/Reports/Documents/2009 Patrizio Zhao.pdf

"Big Four" Auditors' Abysmal Track Record in China

| Auditor | Illustrative Example | Example Commentary |
|--------------------------------|--|---|
| Deloitte Touche Tohmatsu | China MediaExpress Holdings NASDAQ: CCME | Citron and MuddyWaters published detailed report raising concerns about CCME On 03/11/11, Deloitte resigned as auditor as it was "no longer able to rely on the representations of management" and other significant issues²³ Deloitte withdrew its fiscal year 2009 and 2010 audit opinions; CCME remains halted on the NASDAQ |
| Ernst & Young | China Agritech, Inc. NASDAQ: CAGC | Bronte Capital and Lucas McGee Research published detailed reports raising concerns about CAGC On 03/14/11, Ernst & Yong was terminated by CAGC as its auditor²⁴ Ernst & Yong had advised CAGC that it would likely no longer be "able to rely on management's representations" and would unlikely be able to meet the 10-K filing deadline due to this and other issues related to the audit |
| KPMG | China Integrated Energy, Inc. NASDAQ: CBEH | Alfred Little and Sinclair Upton published detailed reports raising concerns about CBEH On 04/27/11, KPMG resigned as auditor due "the manner of management's conduct during the [Special Committee] investigation" and other major issues²⁵ KPMG withdrew its fiscal year 2010 audit opinion, CBEH remains halted on the NASDAQ |
| PwC | Wonder Auto Technology, Inc. <i>NASDAQ: WATG</i> | Chinese Company Analyst and others published reports raising concerns about WATG PwC started the WATG audit engagement on 12/06/10, despite previously raised concerns about the company²⁶ On 02/23/11, WATG announced investors should no longer rely on its FY08 and FY09 financials and it would be unable to file its FY10 10-K on time²⁷ On 05/06/11, WATG trading was halted pending an additional information request by NASDAQ and the company currently remains halted²⁸ |

A "Big Four" audit opinion does not absolve investors of their responsibility to perform independent due diligence on a business prior to any investment

NASDAQ Current Trading Halts, available at: http://www.nasdaqomxtrader.com/Trader.aspx?id=Tradehalts



²³ CCME 8-K dated 03/11/11, http://www.sec.gov/Archives/edgar/data/1399067/000114420411015546/v215073_8k.htm

²⁴ CAGC 8-K dated 03/13/11, http://www.sec.gov/Archives/edgar/data/1166389/000114420411015802/v215259_8k.htm

²⁵ CBEH 8-K dated 05/02/11, http://www.sec.gov/Archives/edgar/data/1070045/000114420411025491/v220576_8k.htm

²⁶ WATG 8-K dated 12/06/10, http://www.sec.gov/Archives/edgar/data/1162862/000114420410064882/v204685_8k.htm

²⁷ WATG 8-K dated 02/23/11, http://www.sec.gov/Archives/edgar/data/1162862/000114420411012004/v213111_8k.htm

Yongye Estimated Fundamental Value

\$/Share Equity Valuation Metrics²⁹



Absaroka's valuation calculations assume 49.5mm diluted shares outstanding and a current net cash position of \$43.7mm as per Yongye's 03/31/11 10-Q SEC filing. Because of the numerous concerns discussed earlier in this document, Absaroka has zero confidence in Yongye's reported financials. Thus, Absaroka feels the best valuation metrics for YONG are based on public investors' potential recovery in a liquidation scenario as the over-hyped Shengmingsu business has limited operating value on a goforward basis. Yongye's Sino-Foreign Cooperative Joint Venture Agreement restricts public investors' recourse with Yongye's Management to pursue legal damages, so the best hope of recovery lies in the liquidation of the net property, plant, and equipment and the distribution of cash purported on the balance sheet. As Yongye Management has recklessly disregarded the interests of public investors in the acquisitions of the Wuchuan Shuntong coal project and the Hebei customer list, Absaroka is concerned similar malfeasance has occurred in the acquisition of other property, plant, and equipment, and thus has valued the net PP&E at 0.75x-1.00x the reported figure as of the 03/31/11 10-Q. Finally, this valuation is predicated on the assumption that the \$43.7mm cash figure is accurate; any reduction in actual cash balance would cause Absaroka to materially reassess this Estimated Fundamental Value calculation.

Also, because of Yongye's significant business and accounting issues, Absaroka believes there is a material risk of NASDAQ enacting a trading halt while these issues are resolved and more information is provided. As the recent CAGC/CCME/DGW/PUDA/UTA/WATG situations have shown, a trading halt can have a significant duration while these critical issues are resolved.

Triangulating all the information discussed earlier in the report, the recent trading history, and reasonable valuation metrics, Absaroka is initiating coverage of Yongye International, Inc. with a \$1.00 Estimated Fundamental Value and a CONVICTION SELL Recommendation.

²⁹ 49.5mm shares outstanding is calculated based on 49,370,711 shares out as of 05/06/11, 148,172 warrants with an exercise price of \$1.54 outstanding as of 03/31/11; for firm value calculations, the equity value is also adjusted by the \$10.6mm Non-controlling Equity Interest on YONG's 03/31/11 balance sheet



Yongye International, Inc. (NASDAQ: YONG)

Conclusion – Yongye International, Inc. (NASDAQ: YONG)

In this Initiating Coverage Report, Absaroka presented irrefutable evidence that Yongye International, Inc. has fraudulently misrepresented its business and thus Yongye is massively over-valued by the market at this time. Absaroka's significant concerns about Yongye include the following material issues:

- The \$35.0mm cash acquisition of the Wuchuan Lignite Coal Project is not a legitimate transaction and appears to be a scheme to transfer funds out of the Company at the expense of public shareholders
- 2. Intertwined relationships with its two largest suppliers appear to allow the Company to fraudulently manipulate earnings: Wuchuan Sanda was ordered to cease production by the government and Wuchuan Shuntong does not produce nearly the amount of humic acid claimed by Yongye
- 3. The \$32.3mm Hebei Customer List acquisition has limited industrial logic and appears to be another scheme by Yongye Management to falsely manipulate earnings
- 4. Yongye falsely claims Shengmingsu, its main product, was developed by 38 scientists at Stanford University: Absaroka provides a letter from Stanford University certifying it has no connection to Yongye's Shengmingsu fertilizer and Yongye does not have permission to utilize Stanford's name, trademark, or images in its advertising and marketing efforts.
- 5. Yongye's Shengmingsu is minimally effective for farmers and Yongye's product claims do not correspond with reality
- 6. The new bank loans are illogical relative to the supposed cash balance, which raises doubt about the reality of the cash balance on the unaudited 03/31/11 10-Q balance sheet
- 7. Excessive management compensation relative to peers is diluting shareholder interests because of continued large share-based compensation grants
- 8. The unsatisfactory auditor history raises grave concern about the validity of historical financials and forward-looking guidance

Any of these issues on a stand-alone basis should be enough to convince public shareholders to question the current \$4.58/share valuation and pursue the "Wall Street Walk" form of shareholder activism

Recommendation: CONVICTION SELL Estimated Fundamental Value: \$1.00



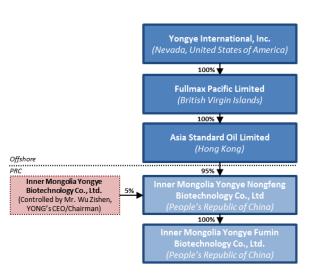
Appendix 1: Corporate Overview - Sub-optimal reverse-merger listing history

Yongye Abbreviated Corporate History

- Incorporated in Nevada on 12/12/06 under the corporate name "Golden Tan, Inc.," the Company originally offered sunless tanning services prior to entering into the reverse-merger transaction with Fullmax Pacific Limited on 04/17/08³⁰
- In connection with the 09/11/08 private placement of 19.0mm common shares, the Company began to trade freely on the OTC-BB exchange under the symbol "YGYB"³¹
- On 09/03/09, Yongye was listed on the NASDAQ under the symbol "YONG"
- On 12/17/09, the Company raised \$60mm in new equity at \$7.50/share and the use of proceeds was purportedly to expand production capacity and acquire lignite coal resources³²
- On 03/01/10, Yongye entered into an asset purchase agreement with Wuchuan Shuntong to acquire lignite coal project for cash consideration of \$35.0mm³³
- On 06/21/10, the Company announced the acquisition of a "regional distributor" of Shengmingsu for \$32.3mm in total consideration (\$3.0mm in cash and 3.6mm shares of common stock)

Yongye Simplified Corporate Structure³⁴

While this onshore/offshore corporate structure is relatively standard in the Chinese reverse-merger space, the Sino-Foreign Cooperative Joint Venture Agreement (the "CJV Agreement") between Asia Standard Oil Limited and Inner Mongolia Yongye Biotechnology Co., Ltd. exposes United States investors to significant legal risk regarding custody of the actual operating business and assets. For reference, the CJV Agreement is similar to the variable interest entities (VIEs) utilized by some other Chinese reverse-mergers for an offshore/onshore structure. As recent accusations involving a similar Chinese coal company have proven, U.S. domiciled investors have limited



recourse if management takes custody of an operating business entity and pledges it as collateral for other personal business interests. Moreover, Yonye's CEO/Chairman, Mr. Wu Zishan's, direct ownership stake in Yongye Biotechnology exposes investors to the risk that the Company will not be managed in the best interests of public investors. YONG's recent acquisitions provide clear examples of the danger of this type of CJV Agreement entity structure to public investors.

³⁴ YONG 12/31/10 10-K, page 10, http://www.sec.gov/Archives/edgar/data/1398551/000114420411014483/v214367_10k.htm



³⁰ YONG 12/31/10 10-K, page 8, http://www.sec.gov/Archives/edgar/data/1398551/000114420411014483/v214367 10k.htm

³¹ YONG 09/11/08 Prospectus, page 1, http://www.sec.gov/Archives/edgar/data/1398551/000114420408052608/v126286_424b3.htm

³² YONG 12/17/10 Prospectus, page S-4, http://www.sec.gov/Archives/edgar/data/1398551/000114420409065030/v168784_424b5.htm

³³ YONG 12/31/09 10-K, page F-36, http://www.sec.gov/Archives/edgar/data/1398551/000114420410013297/v177333_10k.htm

Appendix 2: Wuchuan Shuntong and Yongye SAIC Filings Have the Same Contact Number

Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC Filings - Original:



Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC Filings - Translated:

| Operation Status | Open-up | Funde Date | d | 200 03-1 | - | La | st Annua Audit | al 20 | 009 | A Grade |
|-------------------------|--|----------------------------|-----------|--|---------------------|---------------------------------|-------------------|--------------|---------------|-----------|
| Registration Number | 150110000001122 | Profile N | ofile No. | | | Original Registration No. | | n 15 | 1501002400231 | |
| Approval Date | 2008-03-12 | Types compan | | limited liability company investment or ho | | | • | | person | |
| Industry Type | wholesale an | d retail | | ndu | stry Co | ode | (| Other r | etails | no listed |
| Company Name | Wuchuan Shuntong | Humic Aci | d Tradir | ng Co | o., Ltd | | | | | |
| Address | Inside the Yard of W | uchuan He | ebian Fo | od C | co., Ltd | ł | | | | |
| Administering Dept. | Privately-operated | Urban or Rural | Urban | Z i p | 0117 | 00 | Jurisdi Dep | | 1 | 501106 |
| Legal Representative | Guo Chunjiang | Tel | 33957 | 67 | Reg | giste | ered Cap | oital | RME | 3200,000 |
| Business Scope | Licensed business it General operating ite production and opera requiring assessmen | ems: Humio ation before | c acid a | | | | | | | ` |
| Operation Period | | 12 th Ma | rch, 200 |)8 to | 11 th Ma | arch | n,2018 | | | |



Appendix 2 (continued): Wuchuan Shuntong and Yongye SAIC Filings Have the Same Contact Number

Inner Mongolia Yongye Nongfeng Biotechnology Co., Ltd., SAIC filings - Original:



Inner Mongolia Yongye Nongfeng Biotechnology Co., Ltd., SAIC filings - Translated:

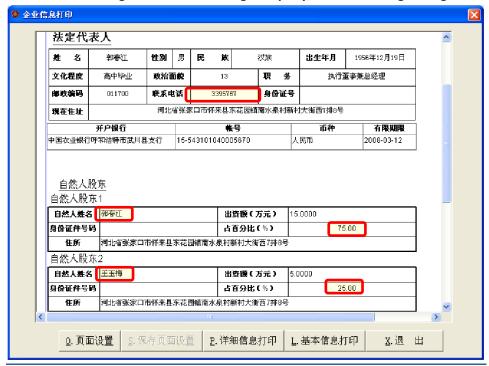
| Operating Status | Open | Annu Inspe (Year | ction | 2009 Grade | : A | | e of orporation | Ja | n. 04, 2008 | Registration No. | | | | |
|----------------------|----------------------------------|---|------------------------------------|--|--|---|--|---------------------------------------|---|---|-----------------------------|--|--|--|
| File No. | 40 |)-357 | | Re | egist | ratio | n No. | | 150000400000679 | | | | | |
| Date of Approval | Jan. (| 07, 201 | 0 | Type of Company Co., Ltd (Joint Venture bet Taiwan, Hong Kong and Mac Mainland China) | | | | | | | | | | |
| Industry | Manu | facturi | ng | Industry Code | | | | | | organic and mid ertilizers | crobial | | | |
| Company Name | | I | nner N | Mongolia Yongye Nong Feng | | | | | technology C | o., Ltd | | | | |
| Address | Jin | shang I | 3lvd, Y | ongye I | ndus | trial | Park, Jinsha | ang | Developmen | t Zone, Hohho | t | | | |
| Source of Capital | Forei Investr | 0 | Own | ers Nat | ional | lity | Hong Kon China | g, | Jurisdiction | Inner Mon Trade a Industry Bu | nd | | | |
| Zip Code | 0100 | 10 | Re | Legal present | | e | Wu Zishe | n | Telephone | 339576 | 57 | | | |
| Total Investment | \$99,900 | 0,000 | Curr | rency | US | D | Registere Capital | d | \$93,200,000 | Currency | USD | | | |
| Business | hum marke develop prote | nic acid eting an ment, ein feed | produ d sale manuf d (ma | icts; Re s of anii acturing nageme roducts | seard mal a g, ma ent of s mer | ch a and p arke f quo ntior | nd developr plant growth ting and sale ptas and use | men h re es o e lic ire o | nt, processing gulator production of bioprocesse enses and all conducted in | g and sales of y , manufacturin ucts; Research ed yellow humi relevant produ accordance to | g, and ic acid uct | | | |

Difficult to believe Yongye and Wuchuan Shuntong are not connected



Appendix 3: Wuchuan Shuntong Ownership and Background Verification Information

Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC Filings - Original



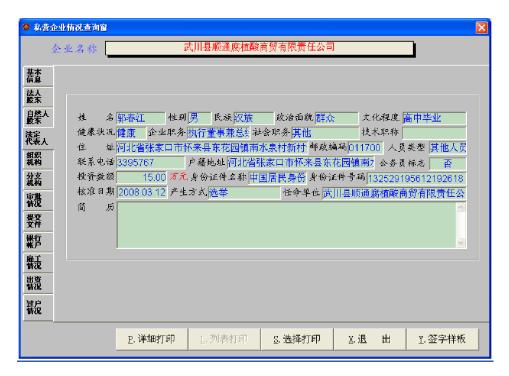
Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC Filings - Translated

| The Leas | al Represent | ative | | | | | | | | |
|---------------------------------------|--|---------------|------------------------------------|---------------|-------------------|----------|--------------|--------------------|----------|---------|
| Name | Guo Chuni | | Gender | М | Nationali | ity | Han | Birthday | 1956- | 12-19 |
| Education | High Sch | ool | Politica Status | | | Position | Executive | Directo | or&GM | |
| Zip | 011700 |) | Tel | 3395767 ID No | | ID No. | | | | |
| Current | No.8, Row | 7 Xin | 7 Xincun Street, | | n <u>Shuiquar</u> | ู Vil | lage, Dong | HuayuaN | Town, | Huailai |
| Add | County, Zha | ng <u>Jia</u> | kou | | | | | | | |
| Account-op | ening Bank | | Accour | nt No | o. | Cu | rrency | Limited | l Period | ı |
| WuChuan Co of China Agrid of Ho | cultural Bank | | 5-5431010 | 400 | 05670 | F | RMB | 2008- | -03-12 | |
| | <mark>Person Share</mark> Person Sharel | | _ | | | | | | | |
| Natural Pers | | | Chunjiang | (| Contributiv | | | 15. | 0000 | |
| ID N | o. | | | | Percentag | ge (| (%) | 7: | 5.00 | |
| Current | t Add | | Row 7 Xind | | | Sh | uiquan Villa | age, Dong <u>L</u> | luayuan | Town, |
| Natural F | erson Sharel | holder | 2 | | | | | | | |
| Natural Pers | son Name | War | g <u>Yumei</u> | (| Contributiv | | | 5.0 | 0000 | |
| ID N | о. | | | | Percentag | ge (| (%) | 2 | 5.00 | |
| Current | t Add | | Row 7 <u>Xino</u> ai County, Zl | | | Sh. | uiquan Villa | age, Dong <u>L</u> | luayuan | Town, |



Appendix 3 (continued): Wuchuan Shuntong Ownership and Background Verification Information

Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC Filings - Original



Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC Filings - Translated





Appendix 4: Wuchuan Shuntong and Wuchuan Sanda Humic Acid Factory Have the Same Physical Address

Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC filing - Original



Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC filing - Translated

| Operation Status | Open-up | Funded Date | 2008 03-1 | | Last Anı Audi | | 2009 A Grade |
|---------------------------|----------------------|---|-------------------|----------|---------------------------|-----------------------|-----------------------|
| Registration Number | 150110000001122 | Profile No | | | Origin Registra No. | | 1501002400231 |
| Approval Date | 2008-03-12 | Types of companies | | | bility comp | , | atural person |
| Industry Type | wholesale an | d retail | Indus | try C | ode | Other | retails no listed |
| Company Name | Wuchuan Shuntong | Humic Acid ⁻ | Trading Co | ., Ltd | | | |
| A -1 -1 | Inside the Yard of W | uchuan Hebi | an Food Co | o Ltd | l b | | |
| Address | | 4011441111001 | a 000 0 | , | | | |
| Administering Dept. | Privately-operated | Urban | Jrban i | 0117 | Juris | sdiction Dept. | 1501106 |
| Administering | | Urban or U Rural | Z | 0117 | Juris | ept. | 1501106 RMB200,000 |
| Administering Dept. Legal | Privately-operated | Urban or Rural Tel 3 ems: None.ems: Humic aation before r | Jrban i p 3395767 | 0117 Reg | Juris gistered (| Dept. Capital product | 1501106 RMB200,000 |



Appendix 4 (continued): Wuchuan Shuntong and Wuchuan Sanda Humic Acid Factory Have the Same Physical Address

Wuchuan Sanda Humic Acid Factory Contact Information - Original



Wuchuan Sanda Humic Acid Factory Contact Information – Translated

Name of Organization: Wuchuan Sanda Humic Acid Factory

Organization Type: 2 (unincorporated enterprises)

Business: humic acid processing

Economic types: 41 (individual businesses)
Registration Date: 1999-1-13 (year - month - day)

Registered capital: 5 (million) Number of employees: 6 (person)

Additional information: Wuchuan County of humic acid plant is located in Hohhot, Inner Mongolia Wuchuan County organization, registered address Wuchuan County, food company in the hospital, affiliated industries: manufacturing, chemical materials and chemical products manufacturing, chemical fertilizer manufacturing, other chemical fertilizer manufacturing.

Economic sectors: C2629 Categories: Manufacturing

Broad categories: chemical materials and chemical products

In categories: chemical fertilizer manufacturing Class: Other chemical fertilizer manufacturing Legal Representative: Wen-Jun Xiao

Administrative Number: 150125

Province: Inner Mongolia Autonomous Region

Cities: Hohhot

District: Wuchuan County

Address: Inside the Yard of the Wuchuan Hebian food Co., Ltd

Postal Code: 011700

Long-distance area code: 0471 (0086471, +86-471)

Phone: 0471-8811669 (04718811669)



Appendix 5: Wuchuan Shuntong Humic Acid Trading SAIC Financials

Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC filing - Original

| 企业名称 : 武川县顺通腐植酸商贸有限责任公司 | | | 固定资产合计: | 17, 469. 83 | 13, 328 |
|--|-----------------------|-------------|--------------------------|------------------------------|--------------------|
| | | | 无形资产: | 0.00 | 0 |
| 企业地址: 武川县河边食品公司院内 | | | 其它资产: | 0.00 | 0 |
| 生册号码: 150110000001122 | | | 资产总计: | 186, 204. 43 | 70, 513 |
| 主册资金: 20 万元 | | | 负债及所有者权益: | | |
| 去人代表。郭春江 | | | 短期借款: | 0.00 | 0 |
| | | | 应付账款: | 0.00 | |
| 经营范围:许可经营项目:无。一般经营项目:腐植酸及腐植酸系列产品的销售(国家法律 | | | 预收账款: | 0, 00 | |
| 法规规定应经审批的未获审批前不得生产经营)。 | | 其它应付款: | 0.00 | | |
| 成立日期: 2008年03月12日 | | | 预提费用: | 0.00 | |
| | | | 其他流动负债: | 0.00 | |
| 经营期限: 2008年03月12日至 2018年03月11日 | | | 流动负债合计: | 0.00 | |
| 企业类型: 有限责任公司(自然人投资或控股) | | | 长期负债合计: | 0.00 | |
| 记机关:武川县工商行政管 | 35 | | 负债合计: | 0.00 | |
| .记机大: 成川云工同门以自 | cis/elj | | 所有者权益合计: | 186, 204. 43 | 70, 51 |
| | | | 其中: 实收资本: | 200, 000. 00 | 200, 00 |
| 东情况: | | | 资本公积: | 0.00 | |
| 姓名 | 出资金 | 企額 | 盈余公积: | 0.00 | |
| 郭春江 | 15 T | | 未分配利润: 负债及所有者权益总计; | -13, 795. 57 186. 204. 43 | -129, 48 70, 51 |
| 王玉梅 | 5万 | 兀 | 贝贝及所有有权量忍证 : | 100, 204. 45 | 70, 51 |
| 人代表情况: | | | 2、损益表: | | |
| | | | 主营业务收入: | 0.00 | |
| 郭春江: 1956年12月19 | 日出生, 男 高中 | | 减: 主营业务成本: | 0.00 | |
| 住所:张家口怀来县东花 | 可被事业自计 | | 主营业务税金及附加: | 0.00 | |
| | 周境的小水们 | | 主营业务利润 | 0.00 | |
| 电话: 3395767 | | | 减: 经营费用 管理费用 | 0. 00 13. 795. 57 | 107, 69 |
| | | | 財务费用 | 13, 195. 51 | 107, 69 |
| Lite Share (ALD)> | | | 减: 营业外支出 | 0.00 | 8, 00 |
| 才务情况: (单位:元) | | | 利润总额: | -13, 795, 57 | -115, 69 |
| 1、资产负债表: | 2008年 | 2009年 | 减: 所得税 | 0.00 | -110, 09 |
| 资产: | 110 201 | 0.751.70 | 净利润 | -13, 795, 57 | -115, 69 |
| 现金及银行存款: | 119, 391. 75 0, 00 | 9, 751. 30 | | ., | |
| 应 收 帐 款: 限付账款: | 2, 715, 18 | 805, 31 | | | |
| 限刊账訊: 其它应收款: | 2, /15. 18 | 0.00 | 银行情况: | | |
| 车 存: | 46, 627, 67 | 46, 627, 67 | | | |
| 寺摊费用: | 0.00 | 0.00 | 耳內俱仁 感和光体束点儿俱仁能且且主仁 | | |
| 其它流动资产: | 0.00 | 0, 00 | 开户银行: 呼和浩特市农业银行武川县支行 | | |
| 充动资产合计: | 168, 734, 60 | 57, 184, 28 | 银行账号: 15-543101040005670 | | |
| | 0.00 | 0.00 | 1 | | |

Wuchuan Shuntong Humic Acid Trading Company, Ltd. SAIC filing - Translated

Company Name: Wuchuan Shuntong Humic Acid Trading Co., Ltd Company Address: Inside the Yard of Wuchuan Hebian Food Co., Ltd

Registration Number: 150110000001122 Registered Capital: RMB200,000 The Legal Representative: Guo Chunjiang Business Scope: Licensed business items: None.

General operating items: Humic acid and humic acid series product sales (No production and operation before national laws and regulations approved for items requiring assessment)

Funded Date: 12th March, 2008

Operation Period: 12th March, 2008 to 11th March, 2018

Types of companies: Limited Liability Company (Natural person investment or holding) Registration Authority: Wuchuan County Administration for Industry and Commerce

Shareholders: Guo Chunjiang (RMB150,000) Wang Yumei RMB50,000.00

The Legal Representative: Guo Chunjiang, 12/19/56 DOB, Male, Home Address: Nan Shuiquan Village, Dong HuayuaN Town, Huailai County, Zhang Jiakou Tel: 3395767

| 1. Balance Sheet: | 2008 – RMB | 2009 – RMB | 2008 – USD | 2009 – USD |
|--------------------------------|-------------------|-------------------|-------------------|-------------------|
| Assets | | | | |
| Cash and deposits with banks | ¥119,392 | ¥9,751 | \$17,493 | \$1,429 |
| Account prepaid | ¥2,715 | ¥805 | \$398 | \$118 |
| Inventory | ¥46,628 | ¥46,628 | \$6,832 | \$6,831 |
| Total current assets | ¥168,735 | ¥57,184 | \$24,723 | \$8,378 |
| Total fixed assets | ¥17,470 | ¥13,329 | \$2,560 | \$1,953 |
| Total assets | ¥186,204 | ¥70,513 | \$27,283 | \$10,330 |
| Liabilities and owner's equity | | | | |
| Total shareholder's equity | ¥186,204 | ¥70,513 | \$27,283 | \$10,330 |
| Additional paid-in capital | ¥200,000 | ¥200,000 | \$29,304 | \$29,300 |
| Undistributed profit | -¥13,796 | -¥129,487 | (\$2,021) | (\$18,970) |
| Total Liabilities and Equity | ¥186,204 | ¥70,513 | \$27,283 | \$10,330 |
| 2. Income Statement | 2008 – RMB | 2009 – RMB | 2008 – USD | 2009 – USD |
| Revenue of main business | | | | |
| Main business revenue | ¥0 | ¥0 | \$0 | \$0 |
| Tax and associate charge | ¥0 | ¥0 | \$0 | \$0 |
| Income from main operation | ¥0 | ¥0 | \$0 | \$0 |
| Operating costs | ¥0 | ¥0 | \$0 | \$0 |
| Administrative expenses | ¥13,796 | ¥107,691 | \$1,994 | \$15,769 |
| Finance charge | ¥0 | ¥0 | \$0 | \$0 |
| Non-business expenditures | ¥0 | ¥8,000 | \$0 | \$1,171 |
| Total profits | -¥13.796 | -¥115.691 | (\$1.994) | (\$16.940) |
| Income tax | ¥0 | ¥0 | \$0 | \$0 |
| | | -¥115,691 | (\$1,994) | (\$16,940) |



Appendix 6: Wuchuan Government Press Release Proving Yongye is Behind the Wuchuan Sanda Lignite Coal Project

Wuchuan Government Press Release - Original



Source: http://www.wuchuan.gov.cn/newsfb/sylist.asp?tbid=2292



Appendix 6 (continued): Wuchuan Government Press Release Proving Yongye is Behind the Wuchuan Sanda Lignite Coal Project

Wuchuan Government Press Release – Translated

Shuntong Humic Acid Project

Date of Publication: 06/12/10

The Shuntong Humic Acid Facility is a project developed by Inner Mongolia Yongye Nongfeng Biotechnology Co. Ltd., located to the south side of Xinchuan Road (near the entrance of Wuchuan Economic Development Zone). The project is an effective use of rich Wuchuan lignite coal and peat resources and the use of modern high-tech process to produce humic acid products, which literally turns waste into treasure as part of the comprehensive utilization of resources and sustainable development. The total investment of 95,500mm yuan, following the current investment of 19,500mm yuan for an annual production capacity of 3mm tons of humic acid; part two of the investment is 76,000mm yuan, for a production line with an annual production capacity of 50 tons of particulate organic humic acid fertilizer. These products are widely used in agriculture, forestry, animal husbandry, petrochemical, building materials, medicine, health, environmental protection and other areas.

The total investment of is expect to be 19,500mm yuan, including fixed assets investment 18,105mm. In 2010, early civil engineering was completed, and it is estimated the project will be in full production in 8 months. After completion, the project can also produce yellow sodium humate, 5,000 tons of humic acid soil conditioner, and 25,000 tons of by-product of soil conditioner.

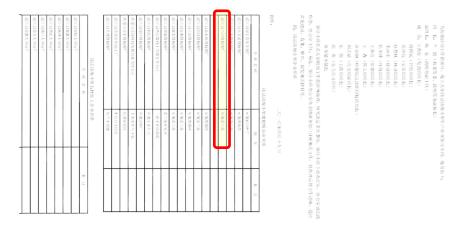
Up to now, packaging workshop of the wall is masonry, the main plant, the main workshop has been completed pouring the foundation, a foundation is backfilled, the boiler room of the ground beam is under construction. Office building to start construction in progress dug foundation trench. The project is being developed utilizing green methods, including planting 500 poplars, 50 spruces, the digging of an artificial lake, and the creation of the masonry cofferdam.



Appendix 7: Wuchuan Government Closing Decree for Wuchuan Sanda Humic Acid Factory

Wuchuan Sanda Humic Acid Government Closing Decree - Original





Source: http://www.wuchuan.gov.cn/newsfb/sylist.asp?tbid=1991



Appendix 7 (continued): Wuchuan Government Closing Degree for Wuchuan Sanda Humic Acid Factory

Wuchuan Sanda Humic Acid Government Closing Decree - Translated

Wuchuan County People's Government Notice Regarding Closing Illegally-Operated Small Manufacture Enterprises

To Township People's Governments, Departments of Wuchuan County:

In the recent years, with further exploitation of mineral resources and great promotion of mining economy in our county, many successful enterprises with large scale, high resource efficiency and tremendous economic benefit have set up plants in our county. However, despite repeated orders of banning, there still exists many small enterprises illegally operated featuring lack of business license, high consumption of energy and resources and heavy pollution of environment. They have seriously hindered the adjustment of industrial economic structure in our county and led to unauthorized and wasteful mining which caused a lot of complaints from the residents. Moreover, these illegal enterprises may also have bad impact on the upcoming conference on promoting the material and ethical progress in the city of Hohhot and a series of stringent measures making Hohhot as the model city for environment protection.

To better optimize industrial structure, standardize business management, strike illegal operation and maintain a healthy market, it is decided that all the illegal enterprises in Wuchuan County should be shut down after this date.

1. Banned and closed range:

Enterprises that haven't got the legal project license, land use approval, business license and environment impact evaluation record or those which did poor in safety production and environment protection or those small iron plants which haven't one fixed mineral source and those manufacture enterprise producing electric mangle, weathered coal(humid acid), facing decorative stone must be closed.

Enterprises that separate gold through old ways like small cyanided tank, small amalgamate mercury or down spouting which are prohibited by the government must be closed.

Unauthorized and wasteful mining, gold mining and iron concentration in river course must be prohibited.

 $Liquor\ processing\ enterprises\ that\ pose\ threat\ to\ people's\ health\ and\ disrupt\ the\ market\ must\ be\ closed.$

2. Time Limits:

All the illegal enterprises must stop their production before April 25, 2010 by themselves and deal with any problems arising from the shutdown in a timely manner, or they will be forced to do so by local authorities. The electric utility section of the government will cut off electricity for these illegal enterprises after April 25, 2010.

3. Measures:

Each township's government and department should establish the communication and coordination mechanism and enhance law enforcement to fulfill their duty in banning and closing illegal enterprises according to the relevant regulations.

The Administration for Industry and Commerce should ban the enterprises without business license and revoke the license of illegal enterprises. Department of Land and Resources should investigate the problem of illegal land use and punish those responsible. Electricity supplying department should cut off production electricity and remove electric supply equipment for those illegal enterprises immediately. Economic and trade department and environment protection department should coordinate the work and urge the illegal enterprises to dismantle their production equipment.

The manufacturing enterprises producing humic acid (weathered coal) and face decorative stone should set up their plants in the production park and the county government will grant preferential policies in land and taxation. In principle, enterprises producing humic acid ought to be moved into economic development zone and enterprises doing stone machining ought to be moved to Stone Industrial Park in Xiwulanbulang Town in the west of Wuchuan County.

In mining, the unified law enforcement mechanism should be established to fight against unauthorized and wasteful mining, mining beyond the limited area, and the substitution of mining for exploitation. The cases like unscrupulous plundering of mineral resources and the deforestation which are heavily destructive and constitute crime will be handed over to judiciary department.

Relevant departments should work together to assume their respective responsibility. Any individual or department responsible for the dereliction of duty or malfeasance that give rise to major accidents or heavy environment pollution will be investigated for administrative responsibility. Any law enforcement officials or civil servants violating law by buying shares of illegal enterprises or setting up illegal enterprises with others will be investigated and punished by the administration for supervision and anti- malfeasance. Those closed enterprises that restarted must be punished heavily to ensure the implementation of the measures.

Relevant departments should establish long-term supervision mechanism to prevent the illegal behaviors of enterprises. They should set a higher standard of market access for manufacture enterprises and eliminate those which cannot meet the technical standards or the requirement of the company.



Appendix 7 (continued): Wuchuan Government Closing Degree for Wuchuan Sanda Humic Acid Factory

Wuchuan Sanda Humic Acid Government Closing Decree - Translated (continued)

4. Leadership Group:

The group responsible for the shutdown of the small illegal enterprises has been set up and members are as follows: Head of the group: Lan Yi (member of the standing committee of Wuchuan County, Deputy Head of Wuchuan County) Associate head of the group: Yang Dong (Deputy Director of the Government)

Other Members of the group:

Wang Yanchun (Secretary for the Committee of Development and Reform)

Duan Liming (Chief of Economic and Trading Bureau)

Su Huanliang (Chief of Work and Safety Bureau)

Zhao Huiling (Chief of Forestry Bureau)

Li Runmao (Chief of Construction Bureau)

Peng Shaochong (Chief of Environmental Protection Bureau)

Wang Jiliang (Chief of Supervisory Bureau)

Wang Chong (Chief of Land and Resources Bureau)

Gu Jinggang (Chief of Anti-malfeasance Bureau of County Procuratorate)

Liu Zhibing (Deputy Chief of the Public Security Bureau)

Le Wei (Chief of Industrial and Commercial Bureau)

Gao Gui (manager of power company)

Mayors of all the towns

This group is responsible for the overall direction and the important decisions. Under the group, the Office was set up and the chief of Office is Yang Dong. The Office is responsible for the coordination of the work of different departments, supervision and feedback of progress of work, raising suggestions and collection of relevant materials.

April. 29th, 2010

Attachment: The following is a list of illegal enterprises

Illegal Plants Producing Humic Acid

| Name | Address | reference |
|---|---|-----------|
| Lv Yu Preparation Factory of Wuchuan County | Xi Liangzhong Factory in Ke Zhen County | |
| Tian Baohuang Humic Acid Plant of Wuchuan County | Jijv Camp in Kezhen County | |
| Huifeng Humic Acid Plant of Wuchuan County | Jing Sanjiao in Kezhen County | |
| Wuchuan Sanda Humic Acid Factory | Jing Sanjiao in Kezhen County | |
| Bao Wang Humic Acid Plant of Wuchuan County | Migrant place in Kezhen County | |
| Gold Land Humic Acid Plant of Wuchuan County | Kuan Huai Village in Kezhen County | |
| Lv Fu Humic Acid Plant of Wuchuan County | Jing Sanjiao in Kezhen County | |
| Chuan Yi Humic Acid Plant of Wuchuan County | Kuan Huai Village in Kezhen County | |
| Hong Du Humic Acid Plant of Wuchuan County | Jing Sanjiao in Kezhen County | |
| Fu Nong Humic Acid Plant of Wuchuan County | Jing Sanjiao in Kezhen County | |
| Shi Ling Humic Acid Plant of Wuchuan County | Jing Sanjiao Economic Development Zone | |
| Ming Hua Coalification Limited Liability Company of Wuchuan | Er Fenzi Xiangliu Tonghhao | |
| Liming Humic Acid Plant of Wuchuan County | Wang Family , No.9 of Wuchuan County | |
| Lv Zhou Humic Acid Plant of Wuchuan County | Liangzhong Factory in Ke Zhen County | |
| Jie Lv Technology Development Limited Liability Company | Mawang Temple in Shang Tugai village | |
| Huang Feng Humic Acid Plant of Inner Mongolia | Economic and Development Zone | |
| Wo Ling Potted Flower Fertilizer Plant of Wuchuan County | ZhonGhou Heda Yike | |
| Da Tan Humic Acid Plant of Wuchuan County | Wu Lan Bu Lang County | |

