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8 Counsel for Plaintiff

9 UNITED STATES DISTRICT COURT  
10 CENTRAL DISTRICT OF CALIFORNIA

11 MING HUANG, INDIVIDUALLY AND  
12 ON BEHALF OF ALL OTHERS  
13 SIMILARLY SITUATED,

14 Plaintiff,

15 vs.

16 ALIBABA GROUP HOLDING LIMITED,  
17 JACK YUN MA, JOSEPH C. TSAI,  
18 JONATHAN ZHAOXI LU, AND MAGGIE  
19 WEI WU,

20 Defendants.

CASE No.:

**CLASS ACTION COMPLAINT  
FOR VIOLATIONS OF THE  
FEDERAL SECURITIES  
LAWS**

**JURY TRIAL DEMANDED**

21 Plaintiff Ming Huang, individually and on behalf of all other persons  
22 similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint  
23 against defendants, alleges the following based upon personal knowledge as to  
24 himself and his own acts, and upon information and belief as to all other matters,  
25 based on the investigation conducted by and through plaintiff’s attorneys, which  
26 included, among other things, a review of Securities and Exchange Commission  
27 (“SEC”) filings by Alibaba Group Holding Limited (“Alibaba” or the “Company”),  
28 as well as media reports about the Company. Plaintiff believes that substantial

1 evidentiary support will exist for the allegations set forth herein after a reasonable  
2 opportunity for discovery.

### 3 4 **NATURE OF THE ACTION**

5 1. This is a federal securities class action on behalf of a class consisting  
6 of all persons other than defendants who purchased Alibaba American Depository  
7 Shares (“ADSs”) between October 21, 2014 and January 28, 2015, inclusive (the  
8 “Class Period”), seeking to recover damages caused by defendants’ violations of  
9 the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of  
10 the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5 against  
11 the Company and certain of its officers and directors.

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14 2. Defendant Alibaba is a China-based online and mobile commerce  
15 company in retail and wholesale trade, as well as cloud computing and other  
16 services. Alibaba claims that it is “the largest online and mobile commerce  
17 company in the world in terms of gross merchandise volume” in 2013. The  
18 Company is an online sales platform for third parties and does not engage in direct  
19 sales, compete with merchants, or hold inventory.

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22 3. During the Class Period, Defendants issued materially false and  
23 misleading statements regarding the Company’s business operations, the strength of  
24 its financial prospects and concealing significant ongoing regulatory scrutiny.  
25 Specifically, Alibaba failed to disclose that Company executives had met with  
26 China’s State Administration of Industry and Commerce (“SAIC”), China’s main  
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1 corporate regulator, in July 2014, just two months before Alibaba's \$25+ billion  
2 initial public offering in the United States (the "IPO"), and that regulators had then  
3 brought to Defendants' attention a variety of highly suspicious, even illegal,  
4 business practices that the SAIC told Alibaba it was then actively cracking down on  
5 and which threatened the core of Alibaba's business including:  
6

- 7
- 8 a. The widespread sale of counterfeit goods, including fake cigarettes,  
9 alcohol and branded handbags, by vendors on Alibaba's third-party  
10 marketplace platform;
  - 11 b. The sale of restricted weapons and other forbidden items on Alibaba's  
12 third-party platform;
  - 13 c. That Alibaba employees had been taking bribes from merchants and  
14 others seeking to help boost their search rankings and to get  
15 advertising space;
  - 16 d. That Alibaba ignored the practice by some vendors of faking  
17 transactions to make their sales volumes appear higher;
  - 18 e. That Company officials made no effort to stop merchants from using  
19 tactics such as false and misleading advertising; and
  - 20 f. Accused Alibaba of alleged anticompetitive behavior such as  
21 forbidding merchants to participate in rival sites' promotions.

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28 4. Prior to the disclosure of the adverse facts detailed above, Alibaba and  
certain "selling shareholders" sold more than 368 million ADSs in the IPO at \$68

1 each, raising more than \$25 billion. Selling shareholders included two of Alibaba's  
2 co-founders, Executive Chairman of the Board Jack Yun Ma ("Ma"), who sold  
3 more than 12.75 million shares, and Vice Chairman of the Board Joseph C. Tsai  
4 ("Tsai"), who sold more than 4.25 million shares. Throughout the Class Period,  
5 Alibaba's ADSs continued trading at ever-increasing, artificially inflated prices  
6 reaching a Class Period high of \$120 each in intraday trading on November 13,  
7 2014.

10 5. On January 28, 2015, before the opening of trading, various members  
11 of the financial media reported that SAIC had released a white paper accusing  
12 Alibaba of engaging in the same illegal conduct disclosed to Alibaba executives in  
13 July 2014.

15 6. On this news, the price of Alibaba ADSs dropped 4%, or \$4.49 per  
16 ADS, closing at \$98.45 per ADS on January 28, 2015, on unusually high volume of  
17 approximately 42 million shares trading.

19 7. The following day, on January 29, 2015, before market opened,  
20 Alibaba issued a press release announcing its financial results for the fourth quarter  
21 2014 ("4Q 2014") ended December 31, 2014. The Company reported revenues of  
22 just \$4.22 billion for the 4Q 2014, missing considerably the \$4.45 billion target  
23 Defendants had led the investment community to expect based on Alibaba's bold  
24 statements throughout the Class Period concerning its ongoing purported strong  
25 revenue growth. The Company also disclosed that its profits had fallen to \$964  
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1 million, or 37 cents per share, a 28% decline from the financial results for the fourth  
2 quarter 2013 (“4Q 2013”), a decline Alibaba mostly attributed to expenses from  
3 giving shares to employees. The Company also accredited challenges generating  
4 revenue from transactions on its mobile platforms, where advertising is less  
5 profitable and sales are monetized at a lower rate than on personal computers. The  
6 mobile purchases compromised a larger percentage of sales than personal  
7 computers in the quarter than in the previous quarter.  
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10 8. As a result of these disclosures, the price of Alibaba ADSs plunged  
11 another \$8.64 per ADS to close at \$89.81 per ADS on January 29, 2015, declining  
12 approximately 9% from the previous day again on extremely unusually high  
13 volume of more than 76.3 million shares trading. The two declines collectively  
14 reduced the price of Alibaba ADSs more than 25% from its Class Period high,  
15 erasing more than \$11 billion in market capitalization.  
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## 18 **JURISDICTION AND VENUE**

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20 9. Jurisdiction is conferred by §27 of the Exchange Act. The claims  
21 asserted herein arise under §§10(b) and 20(a) of the Exchange Act and Rule 10b-5  
22 promulgated thereunder. This Court has jurisdiction over the subject matter of this  
23 action under 28 U.S.C. §1331 and §27 of the Exchange Act.  
24

25 10. Venue is proper in this District pursuant to §27 of the Exchange Act  
26 and 28 U.S.C. §1391(b) as the Company has an office in California and conducts  
27 business in this district.  
28

1           11. In connection with the acts alleged in this complaint, Defendants,  
2 directly or indirectly, used the means and instrumentalities of interstate commerce,  
3 including, but not limited to, the mails, interstate telephone communications and the  
4 facilities of the national securities markets.  
5

6                                       **PARTIES**

7           12. Plaintiff Ming Huang, as set forth in the attached certification,  
8 purchased Alibaba ADSs at artificially inflated prices during the Class Period and  
9 has been damaged upon the revelation of the alleged corrective disclosures.  
10

11          13. Defendant Alibaba is headquartered in China and incorporated in the  
12 Cayman Islands. Its ADS are traded on the NYSE under the ticker symbol  
13 “BABA.”  
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15          14. Defendant Ma the lead founder of Alibaba is, and at all relevant times  
16 during the Class period was, the Company’s Executive Chairman of the Board.  
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18          15. Defendants Tsai, co-founder of Alibaba, is, and at all relevant times  
19 during the Class period was, Executive Vice Chairman of the Board of Alibaba.  
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21          16. Defendant Jonathan Zhaoxi Lu (“Lu”) is, and at all relevant times  
22 during the Class Period was, Chief Executive Officer (“CEO”) and a director of  
23 Alibaba.  
24

25          17. Defendant Maggie Wei Wu (“Wu”) is, and at all relevant times during  
26 the Class Period was, the Company’s Chief Financial Officer (“CFO”).  
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1 18. Defendants Alibaba, Ma, Tsai, Lu and Wu are collectively referred to  
2 herein as “Defendants.”

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4 19. The Defendants Ma, Tsai, Lu, and Wu are collectively referred to  
5 herein as the “Individual Defendants.”

6 **DEFENDANTS’ WRONGDOING**

7  
8 **Background**

9 20. Alibaba is a China-based online and mobile commerce company. The  
10 Company provides technology and services to enable consumers, merchants, and  
11 other participants to conduct commerce in what it dubs its “ecosystem.” Alibaba  
12 operates Taobao Marketplace, an online shopping site, Tmall, a third-party platform  
13 for brands and retailers, and Juhuasuan, a group shopping site. The Company  
14 claims to provide the fundamental technology infrastructure and marketing reach to  
15 help businesses leverage the ability of the Internet to establish an online presence  
16 and conduct commerce with consumers and businesses.

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20 21. In July 2014, two months before its IPO, Alibaba executives met with  
21 China’s SAIC during which meeting the regulators brought to Alibaba’s attention a  
22 variety of highly questionable, even illegal, business practices that the SAIC  
23 advised Alibaba it was then actively cracking down on and which threatened the  
24 core of Alibaba’s business, including:  
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- a. The widespread sale of counterfeit goods, including fake cigarettes, alcohol and branded handbags, by vendors on Alibaba's third-party marketplace platform;
- b. The sale of restricted weapons and other forbidden items on Alibaba's third-party platform;
- c. That Alibaba employees had been taking bribes from merchants and others seeking to help boost their search rankings and to get advertising space;
- d. That Alibaba ignored the practice by some vendors of faking transactions to make their sales volumes appear higher;
- e. That Company officials made no effort to stop merchants from using tactics such as false and misleading advertising; and
- f. Accused Alibaba of alleged anticompetitive behavior such as forbidding merchants to participate in rival sites' promotions.

**Defendants Make Materially False Statements Before The Class Period Which Remained Uncorrected In the Market Throughout The Class Period and Class Period Misstatements**

22. On May 6, 2014, Alibaba filed with the SEC a Registration Statement on Form F-1, which later be utilized for the IPO following several amendments in response to comments by the SEC. Each of the Individual Defendants signed the Registration Statement. The SEC declared the Registration Statement effective on September 18, 2014. On or about September 19, 2014, Alibaba priced the IPO at



1 \$68 per ADS and filed the final Prospectus for the IPO on September 22, 2014,  
2 which forms part of the Registration Statement (collectively, the “Registration  
3 Statement”).  
4

5 23. Concerning the purported integrity of Alibaba’s third-party  
6 marketplace portal, or its “growing ecosystem,” and the legitimacy of the products  
7 being sold there, the Registration Statement stated in pertinent part as follows:  
8

9 *We have been a leader in developing online marketplace standards*  
10 *in China.* Given the scale we have been able to achieve, an ecosystem  
11 has developed around our platform that consists of buyers, sellers,  
12 third-party service providers, strategic alliance partners, and investee  
13 companies. Our platform and the role we play in connecting buyers  
14 and sellers and making it possible for them to do business anytime and  
15 anywhere is at the nexus of this ecosystem. *Much of our effort, our*  
16 *time and our energy is spent on initiatives that are for the greater*  
17 *good of the ecosystem and the various participants in it.* We feel a  
18 strong responsibility for the continued development of the ecosystem  
19 and we take ownership for this development. Accordingly, we refer to  
20 this as “our ecosystem.”

21 *Our ecosystem has strong self-reinforcing network effects that*  
22 *benefit our marketplace participants, who are invested in our*  
23 *ecosystem’s growth and success. Through this ecosystem, we have*  
24 *transformed how commerce is conducted in China and built a*  
25 *reputation as a trusted partner for the participants in our ecosystem.*

26 (emphasis added)

27 24. Emphasizing the Company’s purportedly “*Trusted Brands*,” the  
28 Registration Statement highlighted as a “Competitive Strength” that “Alibaba,  
Taobao, Tmall [were] well recognized and trusted brands in China,” that “[d]ue to  
the strength of these brands, a majority of [its] customers navigate[d] directly to  
[its] China retail marketplaces to find the products and services they [were] seeking  
instead of via third-party search engines.”

1           25. The Registration Statement also emphasized the Company’s “***Thriving***  
2 ***Ecosystem with Powerful Network Effects,***” stating that it was “the steward of a  
3 thriving ecosystem, which provide[d] [it] with [certain] key advantages,” including  
4 that “***interactions among participants create[d] value for one another as [its]***  
5 ***ecosystem expand[ed] and generate[d] strong network effects.***” (emphasis added).  
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8           26. The Registration Statement further emphasized the Company’s “Data  
9 Insights” and “Third-party Platform Business Model” as competitive strengths,  
10 stating in pertinent part as follows:  
11

12           • ***Data Insights.*** Data from consumer behavior and transactions  
13 completed on our marketplaces and interactions among participants in  
14 our ecosystem ***provide us with valuable insights to help us and our***  
15 ***sellers improve the buyer experience,*** operate more efficiently and  
16 create innovative products and services.

17           • ***Third-party Platform Business Model.*** Our exclusively third-  
18 party platform business model allows us to scale rapidly ***without the***  
19 ***risks and capital requirements of sourcing, merchandising and***  
20 ***holding inventory borne by direct sales companies.*** This business  
21 model ***drives our profitability and strong cash flow,*** which give us the  
22 flexibility to further invest in and improve our platform, expand our  
23 ecosystem and aggressively invest in people, technology, innovative  
24 products and strategically important assets.  
25 (emphasis added)

26           27. Concerning ongoing revenue growth purportedly then being  
27 experienced, and importantly that which could be expected in the Company’s 4Q  
28 2014, the Registration Statement stated, in pertinent part, as follows:

Due to promotional events and higher consumer spending in the  
quarters ended June 30 and December 31, merchants are inclined to  
allocate more of their marketing spending during these periods to

1 compete for and attract this consumer spending, *which therefore*  
2 *drives revenue growth during those periods* disproportionately to  
3 GMV growth and because *increased demand for such services also*  
4 *increases pricing.*  
(emphasis added)

5 28. Issuers, like Alibaba, are required to disclose events or uncertainties,  
6 including any known trends, that have had or are reasonably likely to cause the  
7 registrant's financial information not to be indicative of future operating results  
8 pursuant to Item 303 of Regulation S-K [17 C.F.R. §229.303], and the SEC's  
9 related interpretive releases thereto. Prior to the IPO, Alibaba and SAIC had met  
10 and the Company was advised that Alibaba was engaging in a several questionable-  
11 if not illegal business practices. It is reasonably likely that the uncertainties  
12 associated with this meeting and the practices discussed at the meeting would have  
13 a material impact on Alibaba's continuing operations and, therefore, were required  
14 to be disclosed in the Registration Statement but were not.

15 29. Defendant Ma emphatically denied at the time of the IPO that Alibaba  
16 would undertake any untoward business practices to increase sales to the detriment  
17 of reputation. He made several statements emphasizing the Company's priority to  
18 the customer. Some of the statements Defendant Ma said including the following:

- 19 a. On September 19, 2014 telling CNBC that he had "always believe[d]  
20 that customer is number one, employee number two and shareholders  
21 are number three."

1           b. On September 22, 2014 telling *The Independent* that he would ever  
2           take action to drive up stock prices to the detriment of customers by  
3           stating, “[f]or me, the price, up and down, my people worry about  
4           that. I want to make the customer happy.”

5  
6           c. On September 17, 2014 telling *Charlie Rose*, “I have said on numerous  
7           occasions that we will put ‘customers first, employees second and  
8           shareholders third.’ I can see that investors who hear this for the first  
9           time may find it a bit hard to understand. Let me be clear: as  
10          fiduciaries of the company, we believe that the only way for Alibaba  
11          to create long-term value for shareholders is to create sustainable  
12          value for customers. So customers must come first.”

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15          d. On 60 Minutes in late September 2014 proclaiming, “If you want to  
16          invest in us, we believe customer No. 1, employee No. 2, shareholder  
17          No. 3. If they don’t want to buy that, that’s fine. If they regret, they  
18          can sell us.”

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21          30. On November 4, 2014, before the market opened, Alibaba issued a  
22          press release announcing its financial results for the 3Q 2014 ended September 30,  
23          2014. The Company reported net income of \$494 million, or 20 cents per share, on  
24          revenues of \$2.7 billion. Concerning the strength of the Company’s ongoing  
25          business, the press release stated, in pertinent part:  
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1 “We delivered a strong quarter with significant growth across our key  
2 operating metrics,” said Jonathan Lu, chief executive officer of  
3 Alibaba Group. **“Our business continues to perform well, and our  
4 results reflect both the strength of our ecosystem and the strong  
5 foundation we have for sustainable growth.** On our China retail  
6 marketplaces, gross merchandise volume for the quarter increased 49%  
7 and annual active buyers increased 52% year on year. We extended our  
8 unrivaled  
9 leadership in mobile with 217 million monthly active users on our  
10 mobile commerce apps in September and US\$95 billion in mobile  
11 GMV for the twelve months ended September 2014. **We are also  
12 encouraged by continued improvement of mobile monetization which  
13 demonstrates the strong commercial intent of our users.”**

14 “Our financial performance this quarter was robust, with revenue  
15 growing 54% year on year,” said Maggie Wei Wu, chief financial  
16 officer of Alibaba Group. **“We continue to execute our focused  
17 growth strategy, and the fundamental strength of our business gives  
18 us the confidence to invest in new initiatives to add new users,  
19 improving engagement and customer experience, expand our  
20 products and services and drive long-term shareholder value.”**  
21 (emphasis added)

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24 31. Later that day, Defendants Tsai, Lu and Wu conducted a call with  
25 investors to discuss the quarterly financial results, making additional positive  
26 statements about the strength of the Company’s ongoing business metrics and  
27 financial prospects.

28  
29 32. On November 11, 2014, the Company issued a press release entitled  
30 “Alibaba Group Generated US\$2 Billion in GMV in First Hour of 11.11 Shopping  
31 Festival,” highlighting that the sales had greatly exceeded expectations in the  
32 annual event.

33  
34 33. On November 11, 2014, Defendant Ma was also interviewed by  
35 CNBC’s David Faber on “Squawk on the Street.” Concerning the importance of the  
36 Company’s good reputation and not chasing sales to increase the stock price at the  
37 cost of damaging reputation, Defendant Ma emphasized that Alibaba always put its

1 customers' best interests before the stock market's perception of Alibaba's  
2 profitability and worth, stating in pertinent part as follows:

3  
4 JACK MA: --YOU KEEP-- YOU TRY TO KEEP THE PEOPLE  
5 YOU TRUST, AND THEY TRUST IN YOU, HAPPY. 'CAUSE I  
6 CANNOT MAKE EVERY SHAREHOLDER HAPPY. **THE**  
7 **SHAREHOLDER HAS TO UNDERSTAND THIS COMPANY**  
8 **HAVE A STRANGE UNIQUE PHILOSOPHY. WE ARE**  
9 **BUILDING ON A BUSINESS MODEL THAT'S A ECOSYSTEM.**  
10 **NOBODY EVER HEARD OF THAT. WE'RE FOCUSING ON**  
11 **HELPING CUSTOMERS, SMALL BUSINESS.** WE'RE  
12 FOCUSING ON MAKING SURE THAT  
13 EMPLOYEE HAPPIES AND THEN THE SHAREHOLDER.

14  
15 DAVID FABER: AND SO--IF I HAVE TO ASK YOU TO  
16 DESCRIBE THE CULTURE OF ALIBABA, WHAT IS IT? IS IT  
17 THAT?

18  
19 JACK MA: **TRUST AND TRANSPARENT.** 'CAUSE WE ARE  
20 WORKING WITH-- MY COMPANY AND THE TEAM HAVE--  
21 WE HAVE 30 THOUSAND SMART PEOPLE. **IF YOU WORK**  
22 **WITH THE SMART PEOPLE, YOU GOTTA BE TRANSPARENT.**  
23 **YOU GOTTA MAKING SURE THEY TRUST YOU AND YOU**  
24 **TRUST THEM AND MAKING SURE THAT EVERYBODY HAVE**  
25 **THE SAME VISION-- AND VISION AND VALUE. AND THESE**  
26 **ARE THE CORE.** 'CAUSE THEY'RE SO SMART. IT SI  
27 SOMETIMES GREAT TO WORK WITH THE STUPID GUYS,  
28 WHATEVER YOU SAY, THEY'LL FOLLOW IT. BUT IT'S A  
GOOD PAIN IF THEY-- IF YOU ARE SMART THAN THEM—IT  
IS A DISASTER  
(emphasis added)

34. The next day, on November 12, 2014, the Company issued a release  
entitled "Alibaba Group Generated US\$9.3 Billion in GMV on 11.11 Shopping  
Festival - Mobile GMV Accounted for 42.6%." This release further emphasized the  
purportedly strong quarter the Company was then having, stating, in pertinent part,  
as follows:

"On behalf of our entire ecosystem — from millions of buyers and  
merchants both here and abroad — we are very happy with the results  
of this year's 11.11 shopping festival," said Jonathan Lu, CEO of  
Alibaba Group. "***We are particularly encouraged by the growing***  
***trend of consumers embracing mobile shopping on a global stage.***  
Alibaba is humbled to play a role in making it easy for people to do  
business anywhere."

1 The 11.11 Shopping Festival (“11.11”) began in 2009 with 27  
2 merchant participants as an event for Tmall.com merchants and  
3 consumers to raise awareness of the value in online shopping. *This*  
4 *year, more than 27,000 brands and merchants participated in the*  
5 *event, including Costco, Muji, Desigual, ASOS, and The North Face.*  
6 *By expanding globally with the participation of AliExpress and*  
7 *Tmall Global, consumers from over 217 countries and regions were*  
8 *able to select from more than one million products through online*  
9 *storefronts and e-commerce websites.*  
10 (emphasis added)

11 35. On November 13, 2014, the Company issued a press release stating  
12 that it was planning to offer Senior Unsecured Notes (the “Notes”). On November  
13 21, 2014, the Company announced the following pricing of the Notes which would  
14 be sold to the U.S. investing public in an offering exempt from registration under  
15 the federal securities laws for a total of \$8 billion:

16 US\$300 million floating rate notes due 2017 at an issue price per note of  
17 100.000%;

18 US\$1,000 million 1.625% notes due 2017, at an issue price per note of  
19 99.889%;

20 US\$2,250 million 2.500% notes due 2019 at an issue price per note of  
21 99.618%;

22 US\$1,500 million 3.125% notes due 2021 at an issue price per note of  
23 99.558%;

24 US\$2,250 million 3.600% notes due 2024 at an issue price per note of  
25 99.817%; and  
26

1 US\$700 million 4.500% notes due 2034 at an issue price per note of  
2 99.439%.

3  
4 36. The Notes were priced favorably to Alibaba based on its then present  
5 strong corporate debt ratings.

6  
7 37. On December 7, 2014, the Company issued a press release entitled  
8 “Alipay 2014 Spending Report Sheds Light on Chinese Online Spending  
9 Behavior.” Alipay was launched in December 2004 as part of the Alibaba Group’s  
10 “ecosystem” and provides the Company’s online payment services. The release  
11 stated, in pertinent part, as follows:  
12

13 Alipay, China’s largest online payment service provider, marks its 10-  
14 year anniversary today with the release of its Annual Spending Report,  
15 highlighting the development of online economic activity and consumer  
16 behavior of Chinese Internet users over the past decade (2004 through  
17 October 31, 2014). *According to the report, the availability of online-  
18 payment services has played a major role in making goods and  
services widely accessible throughout Chinese society, especially in  
less-developed interior provinces and counties where people now  
enjoy equal access to branded products at the same prices as those  
living in first- and second-tier cities.*

19 \*\*\*

20 Meanwhile, with ongoing advances in mobile Internet technology, e-  
21 commerce in China continues to shift from desktop PCs to  
22 smartphones and other mobile devices. From 2012 to 2014, the  
23 proportion of mobile payments to total payments in some of the  
country’s less-developed regions more than doubled, *indicating  
consumers in rural areas and smaller cities are quickly adopting  
mobile devices as their primary tool for online shopping as more  
people in China have access to mobile devices and smartphones.*  
(emphasis added)

24 38. On December 23, 2014, the Company issued a press release entitled  
25 “2014 Counterfeit Report Press Conference - Speech By Jonathan Lu, CEO of  
26 Alibaba Group - Hangzhou, China, December 23, 2014.” The release purported that  
27  
28



1 Alibaba was actively monitoring and deterring counterfeit sales on its platform and  
2 other fraudulent activity, stating, in pertinent part, as follows:

3  
4 Ever since the founding of Alibaba Group in 1999, it has been our  
5 mission to make it easy to do business anywhere. *This ease of doing  
6 business must be facilitated by trust. We believe that trust is the basis  
7 for wealth and that trust is an important currency that makes our e-  
8 commerce platforms tick. All the work that we have done over the  
9 past 15 years underscores this belief.*

10  
11 *Since the establishment of Taobao in 2003, Alibaba Group has  
12 constantly fought to protect the interests of consumers in the Internet  
13 space and together with our valued government partners, we have  
14 made great strides in addressing this issue.*

15  
16 However counterfeiting is a global problem and one that we need to  
17 face together as a society. From Alibaba Group's perspective, we bear  
18 a serious responsibility in this fight against counterfeits. Jack Ma said  
19 yesterday – if e-commerce does well in China, that may have little to  
20 do with Alibaba Group, but if counterfeits in society are not tackled  
21 effectively, it has a lot to do with Alibaba Group.

22  
23 *In our years of combating this problem, we have built cooperative  
24 relationships with various government bodies to combat  
25 counterfeiting at its source in order to safeguard the interests of  
26 consumers. We have built systems and services like Alipay that are  
27 based on trust and are there to protect the consumer because in the  
28 end, counterfeiting hurts Alibaba Group as consumers who receive  
fake goods may no longer want to shop on our platforms.*

*Thankfully, Internet technology has made it easier for transactions  
to be traced. This means that by analyzing transaction data we can  
trace counterfeiters who sell online. Through the analysis of big  
data, online sources of counterfeit products can be tracked offline,  
making it easier to enforcement authorities to do their work.*

Secondly, we believe that protecting customer rights and combating  
counterfeits should be a long-term and persistent goal. To achieve that,  
support needs to come from all levels of society. *Through the years,  
Alibaba Group has become more effective at protecting consumer  
rights and combating counterfeits. According to the latest data  
available, only 3.5 transactions in every 10,000 transactions received  
customer complaints, 22% decline from last year.*

Effectively combating the counterfeiting issue requires the active  
involvement from different government agencies and authorities, as  
the root of the counterfeit problem is offline. *By collaborating with  
China's Public Security Bureau, the General Administration of  
Quality Supervision, China's State Intellectual Property Office and  
State Administration of Press, Publication, Radio, Film and  
Television and leveraging new tools such as the Internet and big  
data, Alibaba hopes that these measures will be impactful in*

1            *combating fakes in the real world. We hope that by exposing*  
2            *counterfeiters and supporting the fight in a long-term fashion, fakes*  
3            *can be eliminated one day.*  
          (emphasis added)

4            39.        On January 8, 2015, the Company issued a press release entitled  
5            “Alibaba and Microsoft Collaborate To Improve Online Customer Experience,  
6            Creating a Safer Internet.” The release again claimed Alibaba was actively  
7            monitoring and deterring counterfeit sales on its platform and other fraudulent  
8            activity, stating in pertinent part as follows:  
9            activity, stating in pertinent part as follows:

10            *“Alibaba Group takes the issue of IPR infringement very seriously*  
11            *and we are constantly working with partners and stakeholders to*  
12            *enhance IPR protection on our platforms in order to tackle the*  
13            *problem of counterfeiting effectively,” said Ni Liang, Alibaba*  
14            *Group’s Senior Director of Security Operations.*  
          (emphasis added)

15            40.        The true facts, which were known by the Defendants throughout the  
16            Class Period, but were not disclosed to the investing public were as follows:

- 17            a. the Company was engaged in a proliferation of questionable, if not  
18            illegal, business practices;
- 19            b. Chinese regulators had brought the Company’s crooked business  
20            practices to its attention in July 2014 as part of their efforts to increase  
21            enforcement of consumer protection laws in China, exposing the  
22            Company fines, penalties and damage to reputation; and
- 23            c. Alibaba’s 4Q 2014 sales growth was declining as a result of its  
24            unscrupulous business practices.  
25            unscrupulous business practices.  
26            unscrupulous business practices.

**THE TRUTH MATERIALIZES CAUSING PLAINTIFF'S LOSSES**

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41. On January 28, 2015, before the opening of trading, various members of the financial media reported that SAIC had released a white paper accusing Alibaba of engaging in the illegal conduct disclosed to Alibaba executives in July 2014. Specifically, it was disclosed that two months prior to the IPO, regulators from SAIC met with Defendants and brought to Alibaba's attention a variety of highly questionable, even illegal, business practices that the SAIC warned it was actively pursuing and which threatened the core of Alibaba's business. Some of the relevant practices were the proliferation of the sale of counterfeit goods, the selling of forbidden or restricted items, that Alibaba employees were taking bribes from merchants, that Alibaba was ignoring vendors on its sites from creating fake transactions and false advertising, and Alibaba prohibited merchants from utilizing competitor sites to sell their products.

42. Carlos Tejada, a reporter from the *Wall Street Journal* who had reviewed the SAIC white paper before it was removed from the SAIC's website, wrote an article on January 28, 2015 entitled "China Raps Alibaba for Fakes." The article states in relevant part:

The Chinese government accused e-commerce giant Alibaba of failing to crack down on the sale of fake goods, bribery and other illegal activity on its sites in a rare public dispute with one of the country's most prominent companies.

\*\*\*

Alibaba has long grappled with allegations that Taobao, its biggest e-commerce platform, is rife with counterfeit goods. *The accusations*

1 *from the Chinese government could lend further force to those*  
2 *complaints and damage Alibaba's reputation among investors and*  
3 *brands overseas, while the highly public spat could hurt the*  
4 *company's relationship with the government, experts warn.*

5 The government's accusations are in a white paper made public on  
6 Wednesday by China's State Administration for Industry and  
7 Commerce, *but based on conversations between the agency and*  
8 *Alibaba officials in July.* That was two months before Alibaba's U.S.  
9 IPO, which valued the Chinese company at more than \$230 billion. *In*  
10 *the paper, the agency said it held off on disclosing details of the talk*  
11 *so as not to affect the IPO.*

12 \*\*\*

13 *The report said the problems had grown to become Alibaba's*  
14 *"greatest credibility crisis" since the company was established. Citing*  
15 *a Chinese phrase that refers to letting a small problem fester, the*  
16 *paper said, "for a long time, [Alibaba] didn't pay sufficient attention*  
17 *to the issue and didn't adopt effective measures, causing a neglected*  
18 *carbuncle to become the bane of its life."*

19 (emphasis added)

20 43. On this news, the price of Alibaba ADSs dropped 4%, or \$4.49 per  
21 ADS, closing at \$102.94 on January 28, 2015, on unusually high volume of  
22 approximately 42 million shares trading.

23 44. Then, on January 29, 2015, before the market opened, Alibaba issued  
24 a press release announcing its financial results for the fourth quarter 2014 ended  
25 December 31, 2014. The Company reported revenues of just \$4.22 billion for the  
26 4Q 2014, significantly under-achieving the \$4.45 billion target defendants had led  
27 the investment community to expect based on Alibaba's bold statements throughout  
28 the Class Period concerning its ongoing strong revenue growth. The Company also  
disclosed that its profits had fallen to \$964 million, or 37 cents per share, a 28%  
decline from the 4Q 2013, a decline Alibaba largely attributed to expenses from

1 giving shares to employees. The Company also accredited challenges generating  
2 revenue from transactions on its mobile platforms, where advertising is less  
3 profitable and sales are monetized at a lower rate than on personal computers. The  
4 mobile purchases compromised a larger percentage of sales than personal  
5 computers in the quarter than in the previous quarter.  
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8 45. As a result of these disclosures, the price of Alibaba ADSs plummeted  
9 another \$8.64 per ADS to close at \$89.81 per ADS on January 29, 2015, a one-day  
10 decline of approximately 9%, again on unusually high volume of more than 76.3  
11 million shares trading. The two declines collectively reduced the price of Alibaba's  
12 ADSs more than 25% from its Class Period high, erasing more than \$11 billion in  
13 market capitalization.  
14

#### 15 **LOSS CAUSATION/ECONOMIC LOSS**

16  
17 46. During the Class Period, as detailed herein, Defendants made false  
18 and misleading statements by misrepresenting the Company's business and  
19 prospects and engaged in a scheme to deceive the market and a course of conduct  
20 that artificially inflated the prices of Alibaba ADSs and operated as a fraud or  
21 deceit on Class Period purchasers of Alibaba ADSs. Later, when Defendants' prior  
22 misrepresentations and fraudulent conduct became apparent to the market, the  
23 prices of Alibaba ADSs fell precipitously, as the prior artificial inflation came out  
24 of the prices over time. As a result of their purchases of Alibaba ADSs during the  
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1 Class Period, plaintiff and other members of the Class suffered economic loss, *i.e.*,  
2 damages, under the federal securities laws.

3  
4 **PLAINTIFF’S CLASS ACTION ALLEGATIONS**

5 47. Plaintiff brings this action as a class action pursuant to Federal Rule of  
6 Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who  
7 purchased or otherwise acquired Alibaba ADSs during the Class Period (the  
8 “Class”); and were damaged thereby. Excluded from the Class are Defendants  
9 herein, the officers and directors of the Company, at all relevant times, members of  
10 their immediate families and their legal representatives, heirs, successors or assigns  
11 and any entity in which defendants have or had a controlling interest.

12  
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14 48. The members of the Class are so numerous that joinder of all  
15 members is impracticable. Throughout the Class Period, Alibaba securities were  
16 actively traded on the NYSE. While the exact number of Class members is  
17 unknown to Plaintiff at this time and can be ascertained only through appropriate  
18 discovery, Plaintiff believes that there are thousands of members in the proposed  
19 Class. Record owners and other members of the Class may be identified from  
20 records maintained by Alibaba or its transfer agent and may be notified of the  
21 pendency of this action by mail, using the form of notice similar to that customarily  
22 used in securities class actions.  
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1           49. Plaintiff's claims are typical of the claims of the members of the Class  
2 as all members of the Class are similarly affected by Defendants' wrongful conduct  
3 in violation of federal law that is complained of herein.  
4

5           50. Plaintiff will fairly and adequately protect the interests of the  
6 members of the Class and has retained counsel competent and experienced in class  
7 and securities litigation. Plaintiff has no interests antagonistic to or in conflict with  
8 those of the Class.  
9

10           51. Common questions of law and fact exist as to all members of the Class  
11 and predominate over any questions solely affecting individual members of the  
12 Class. Among the questions of law and fact common to the Class are: (a) whether  
13 the federal securities laws were violated by Defendants' acts as alleged herein; (b)  
14 whether statements made by Defendants to the investing public during the Class  
15 Period misrepresented material facts about the business, operations and  
16 management of Alibaba; (c) whether the Individual Defendants caused Alibaba to  
17 issue false and misleading financial statements during the Class Period; (d) whether  
18 Defendants acted knowingly or recklessly in issuing false and misleading financial  
19 statements; (e) whether the prices of Alibaba ADSs during the Class Period were  
20 artificially inflated because of the defendants' conduct complained of herein; and  
21 (f) whether the members of the Class have sustained damages and, if so, what is the  
22 proper measure of damages.  
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1           52. A class action is superior to all other available methods for the fair  
2 and efficient adjudication of this controversy since joinder of all members is  
3 impracticable. Furthermore, as the damages suffered by individual Class members  
4 may be relatively small, the expense and burden of individual litigation make it  
5 impossible for members of the Class to individually redress the wrongs done to  
6 them. There will be no difficulty in the management of this action as a class action.  
7  
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9  
10                           **APPLICATION OF PRESUMPTION OF RELIANCE:**  
11                                   **FRAUD ON THE MARKET**

12           53. Plaintiff will rely, in part, upon the presumption of reliance  
13 established by the fraud-on-the-market doctrine in that, among other things: (a)  
14 Defendants made public misrepresentations or failed to disclose material facts  
15 during the Class Period; (b) the omissions and misrepresentations were material; (c)  
16 Alibaba ADSs are traded in efficient markets; (d) the Company's shares were liquid  
17 and traded with moderate to heavy volume during the Class Period; (e) the  
18 Company traded on the NYSE, and was covered by multiple analysts; (f) the  
19 misrepresentations and omissions alleged would tend to induce a reasonable  
20 investor to misjudge the value of the Company's securities; and (g) Plaintiff and  
21 members of the Class purchased and/or sold Alibaba ADSs between the time the  
22 defendants failed to disclose or misrepresented material facts and the time the true  
23 facts were disclosed, without knowledge of the omitted or misrepresented facts.  
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1           54. At all relevant times, the market for Alibaba ADSs was efficient for  
2 the following reasons, among others: (a) as a regulated issuer, Alibaba filed  
3 periodic public reports with the SEC; (b) Alibaba regularly communicated with  
4 public investors via established market communication mechanisms, including  
5 through regular disseminations of press releases on the major news wire services  
6 and through other wide-ranging public disclosures, such as communications with  
7 the financial press, securities analysts, and other similar reporting services; (c)  
8 Alibaba was followed by several securities analysts employed by a major brokerage  
9 firms who wrote reports that were distributed to the sales force and certain  
10 customers of his/her brokerage firm during the Class Period. Each of these reports  
11 were publicly available and entered the public marketplace; (d) numerous FINRA  
12 member firms were active market-makers in Alibaba stock at all times during the  
13 Class Period; and (e) unexpected material news about Alibaba was rapidly reflected  
14 and incorporated into the Company's stock price during the Class Period.  
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20           55. As a result of the foregoing, the market for Alibaba's ADSs promptly  
21 digested current information regarding Alibaba from all publicly available sources  
22 and reflected such information Alibaba's ADSs price. Under these circumstances,  
23 all purchasers of Alibaba's ADSs during the Class Period suffered similar injury  
24 through their purchase of Alibaba's ADSs at artificially inflated prices, and a  
25 presumption of reliance applies.  
26  
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28

1 **APPLICABILITY OF PRESUMPTION OF RELIANCE:**  
2 **AFFILIATED UTE**

3  
4 56. Neither plaintiffs nor the Class (defined herein) need prove reliance –  
5 either individually or as a class – because under the circumstances of this case,  
6 which involve omissions of material fact as described above, positive proof of  
7 reliance is not a prerequisite to recovery, pursuant to the ruling of the United States  
8 Supreme Court in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128, 92  
9 S. Ct. 1456, 31 L. Ed. 2d 741 (1972). All that is necessary is that the facts withheld  
10 be material in the sense that a reasonable investor might have considered the  
11 omitted information important in deciding whether to buy or sell the subject  
12 security.  
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16 **NO SAFE HARBOR**

17 57. Alibaba’s verbal “Safe Harbor” warnings accompanying its oral  
18 forward-looking statements (“FLS”) issued during the Class Period, and those in its  
19 IPO Registration Statement, were ineffective to insulate those statements from  
20 liability.  
21

22 58. Defendants are also liable for any false or misleading FLS pleaded  
23 because, at the time each FLS was made, the speaker knew the FLS was false or  
24 misleading and the FLS was authorized and/or approved by an executive officer of  
25 Alibaba who knew that the FLS was false. None of the historic or present tense  
26 statements made by Defendants were assumptions underlying or relating to any  
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1 plan, projection or statement of future economic performance, as they were not  
2 stated to be such assumptions underlying or relating to any projection or statement  
3 of future economic performance when made, nor were any of the projections or  
4 forecasts made by Defendants expressly related to or stated to be dependent on  
5 those historic or present tense statements when made.  
6  
7

8 **COUNT I**

9 **For Violations of §10(b) of the Exchange Act and Rule 10b-5**  
10 **Against All Defendants**

11 59. Plaintiff repeats and realleges each and every allegation contained  
12 above as if fully set forth herein.

13 60. This Count is asserted against defendants and is based upon Section  
14 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated  
15 thereunder by the SEC.  
16

17 61. During the Class Period, Defendants engaged in a plan, scheme,  
18 conspiracy and course of conduct, pursuant to which they knowingly or recklessly  
19 engaged in acts, transactions, practices and courses of business which operated as a  
20 fraud and deceit upon Plaintiff and the other members of the Class; made various  
21 untrue statements of material facts and omitted to state material facts necessary in  
22 order to make the statements made, in light of the circumstances under which they  
23 were made, not misleading; and employed devices, schemes and artifices to defraud  
24 in connection with the purchase and sale of securities. Such scheme was intended  
25 to, and, throughout the Class Period, did: (i) deceive the investing public, including  
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1 Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and  
2 maintain the market price of Alibaba ADSs; and (iii) cause Plaintiff and other  
3 members of the Class to purchase Alibaba ADSs at artificially inflated prices. In  
4 furtherance of this unlawful scheme, plan and course of conduct, Defendants, and  
5 each of them, took the actions set forth herein.  
6

7  
8 62. Pursuant to the above plan, scheme, conspiracy and course of conduct,  
9 each of the Defendants participated directly or indirectly in the preparation and/or  
10 issuance of the quarterly and annual reports, SEC filings, press releases and other  
11 statements and documents described above, including statements made to securities  
12 analysts and the media that were designed to influence the market for Alibaba  
13 ADSs. Such reports, filings, releases and statements were materially false and  
14 misleading in that they failed to disclose material adverse information and  
15 misrepresented the truth about Alibaba's finances and business prospects.  
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18  
19 63. By virtue of their positions at Alibaba, Defendants had actual  
20 knowledge of the materially false and misleading statements and material omissions  
21 alleged herein and intended thereby to deceive Plaintiff and the other members of  
22 the Class, or, in the alternative, Defendants acted with reckless disregard for the  
23 truth in that they failed or refused to ascertain and disclose such facts as would  
24 reveal the materially false and misleading nature of the statements made, although  
25 such facts were readily available to Defendants. Said acts and omissions of  
26 Defendants were committed willfully or with reckless disregard for the truth. In  
27  
28

1 addition, each defendant knew or recklessly disregarded that material facts were  
2 being misrepresented or omitted as described above.

3  
4 64. Information showing that defendants acted knowingly or with reckless  
5 disregard or the truth is peculiarly within defendants' knowledge and control. As  
6 the senior managers and/or directors of Alibaba, the Individual Defendants had  
7 knowledge of the details of Alibaba internal affairs.  
8

9 65. The Individual Defendants are liable both directly and indirectly for  
10 the wrongs complained of herein. Because of their positions of control and  
11 authority, the Individual Defendants were able to and did, directly or indirectly,  
12 control the content of the statements of Alibaba. As officers and/or directors of a  
13 publicly-held company, the Individual Defendants had a duty to disseminate timely,  
14 accurate, and truthful information with respect to Alibaba's businesses, operations,  
15 future financial condition and future prospects. As a result of the dissemination of  
16 the aforementioned false and misleading reports, releases and public statements, the  
17 market price of Alibaba ADSs was artificially inflated throughout the Class Period.  
18 In ignorance of the adverse facts concerning Alibaba's business and financial  
19 condition which were concealed by Defendants, Plaintiff and the other members of  
20 the Class purchased Alibaba securities at artificially inflated prices and relied upon  
21 the price of the securities, the integrity of the market for the securities and/or upon  
22 statements disseminated by defendants, and were damaged thereby.  
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1           66. During the Class Period, Alibaba ADSs were traded on an active and  
2 efficient market. Plaintiff and the other members of the Class, relying on the  
3 materially false and misleading statements described herein, which the defendants  
4 made, issued or caused to be disseminated, or relying upon the integrity of the  
5 market, purchased shares of Alibaba ADSs at prices artificially inflated by  
6 Defendants' wrongful conduct. Had Plaintiff and the other members of the Class  
7 known the truth, they would not have purchased said securities, or would not have  
8 purchased them at the inflated prices that were paid. At the time of the purchases by  
9 Plaintiff and the Class, the true value of Alibaba ADSs was substantially lower than  
10 the prices paid by Plaintiff and the other members of the Class. The market price of  
11 Alibaba ADSs declined sharply upon public disclosure of the facts alleged herein to  
12 the injury of Plaintiff and Class members.  
13

14  
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17           67. By reason of the conduct alleged herein, Defendants knowingly or  
18 recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act  
19 and Rule 10b-5 promulgated thereunder.  
20

21           68. As a direct and proximate result of defendants' wrongful conduct,  
22 Plaintiff and the other members of the Class suffered damages in connection with  
23 their respective purchases and sales of the Company's securities during the Class  
24 Period, upon the disclosure that the Company had been disseminating  
25 misrepresented financial statements to the investing public.  
26  
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**COUNT II**

**For Violations of §20(a) of the Exchange Act  
Against All Defendants**

1  
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3  
4 69. Plaintiff repeats and realleges each and every allegation contained in  
5 the foregoing paragraphs as if fully set forth herein.

6 70. During the Class Period, the Individual Defendants participated in the  
7 operation and management of Alibaba, and conducted and participated, directly and  
8 indirectly, in the conduct of Alibaba's business affairs. Because of their senior  
9 positions, they knew the adverse non-public information about Alibaba's  
10 misstatements and omissions including income, and the regulatory issued raised by  
11 the SAIC.  
12

13  
14 71. As officers and/or directors of a publicly owned company, the  
15 Individual Defendants had a duty to disseminate accurate and truthful information  
16 with respect to Alibaba's financial condition and results of operations, and to  
17 correct promptly any public statements issued by Alibaba's which had become  
18 materially false or misleading.  
19  
20

21 72. Because of their positions of control and authority as senior officers,  
22 the Individual Defendants were able to, and did, control the contents of the various  
23 reports, press releases and public filings which Alibaba disseminated in the  
24 marketplace during the Class Period concerning Alibaba's results of operations.  
25 Throughout the Class Period, the Individual Defendants exercised their power and  
26 authority to cause Alibaba to engage in the wrongful acts complained of herein. The  
27  
28

1 Individual Defendants therefore, were “controlling persons” of Alibaba within the  
2 meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in  
3 the unlawful conduct alleged which artificially inflated the market price of Alibaba  
4 ADSs.  
5

6 73. Each of the Individual Defendants, therefore, acted as a controlling  
7 person of Alibaba. By reason of their senior management positions and/or being  
8 directors of Alibaba, each of the Individual Defendants had the power to direct the  
9 actions of, and exercised the same to cause, Alibaba to engage in the unlawful acts  
10 and conduct complained of herein. Each of the Individual Defendants exercised  
11 control over the general operations of Alibaba and possessed the power to control  
12 the specific activities which comprise the primary violations about which Plaintiff  
13 and the other members of the Class complain.  
14  
15

16 74. By reason of the above conduct, the Individual Defendants are liable  
17 pursuant to Section 20(a) of the Exchange Act for the violations committed by  
18 Alibaba.  
19

20  
21 **PRAYER FOR RELIEF**

22 **WHEREFORE**, Plaintiff prays for relief and judgment, as follows:  
23

24 (a) Determining that this action is a proper class action, designating  
25 Plaintiff as Lead Plaintiff and certifying Plaintiff as a class representative under  
26 Rule 23 of the Federal Rules of Civil Procedure and Plaintiff’s counsel as Lead  
27 Counsel;  
28



1 (b) Awarding compensatory damages in favor of Plaintiff and the  
2 other Class members against all Defendants, jointly and severally, for all damages  
3 sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial,  
4 including interest thereon;

5  
6 (c) Awarding Plaintiff and the Class their reasonable costs and  
7 expenses incurred in this action, including counsel fees and expert fees; and  
8

9 (d) Such other and further relief as the Court may deem just and  
10 proper.  
11

12 **JURY TRIAL DEMANDED**

13  
14 Plaintiff hereby demands a trial by jury.

15 Dated: February 4, 2015

Respectfully submitted,

16 **THE ROSEN LAW FIRM, P.A.**

17  
18 /s/ Laurence Rosen

19 Laurence M. Rosen, Esq. (SBN 219683)

20 355 South Grand Avenue, Suite 2450

21 Los Angeles, CA 90071

22 Telephone: (213) 785-2610

23 Facsimile: (213) 226-4684

24 Email: lrosen@rosenlegal.com

25  
26 Counsel for Plaintiff  
27  
28

## Certification and Authorization of Named Plaintiff Pursuant to Federal Securities Laws

The individual or institution listed below (the "Plaintiff") authorizes and, upon execution of the accompanying retainer agreement by The Rosen Law Firm P.A., retains The Rosen Law Firm P.A. to file an action under the federal securities laws to recover damages and to seek other relief against Alibaba Group Holdings Limited. The Rosen Law Firm P.A. will prosecute the action on a contingent fee basis and will advance all costs and expenses. The Alibaba Group Holdings Limited Retention Agreement provided to the Plaintiff is incorporated by reference, upon execution by The Rosen Law Firm P.A.

**First name:** ming sheng

**Middle initial:**

**Last name:** huang

**Address:**

**City:**

**State:**

**Zip:**

**Country:**

**Facsimile:**

**Phone:**

**Email:**

Plaintiff certifies that:

1. Plaintiff has reviewed the complaint and authorized its filing.
2. Plaintiff did not acquire the security that is the subject of this action at the direction of plaintiff's counsel or in order to participate in this private action or any other litigation under the federal securities laws.
3. Plaintiff is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary.
4. Plaintiff represents and warrants that he/she/it is fully authorized to enter into and execute this certification.
5. Plaintiff will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the class as ordered or approved by the court.
6. Plaintiff has made no transaction(s) during the Class Period in the debt or equity securities that are the subject of this action except those set forth below:

Acquisitions:

Type of Security	Buy Date	# of Shares	Price per Share
Common Stock	01/27/2015	500	102.75
Common Stock	01/27/2015	300	101.35
Common Stock	01/27/2015	500	102.25
Common Stock	01/28/2015	500	100.20
Common Stock	01/28/2015	200	99.75

**Certification for ming sheng huang (cont.)**

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Sales:

<b>Type of Security</b>	<b>Sale Date</b>	<b># of Shares</b>	<b>Price per Share</b>
Common Stock01/27/2015	100	102.78	
Common Stock01/27/2015	300	102.771	
Common Stock01/27/2015	400	102.77	
Common Stock01/29/2015	200	88.62	
Common Stock01/30/2015	1000	89.10	

7. I have not served as a representative party on behalf of a class under the federal security laws during the last three years, except if detailed below. [ ]

I declare under penalty of perjury, under the laws of the United States, that the information entered is accurate: **YES**

By clicking on the button below, I intend to sign and execute this agreement and retain the Rosen Law Firm, P.A. to proceed on Plaintiff's behalf, on a contingent fee basis. **YES**

Signed pursuant to California Civil Code Section 1633.1, et seq. - and the Uniform Electronic Transactions Act as adopted by the various states and territories of the United States.

Date of signing: 02/03/2015 

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