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9 UNITED STATES DISTRICT COURT
10 CENTRAL DISTRICT OF CALIFORNIA

11 _____, Individually and on behalf
12 of all others similarly situated,

13 Plaintiff,

14 v.

15 SEMICONDUCTOR
16 MANUFACTURING
17 INTERNATIONAL CORPORATION,
18 ZIXUE ZHOU, HAIJUN ZHAO, and
19 MONG SONG LIANG,

20 Defendants.

Case No:

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

CLASS ACTION

JURY TRIAL DEMANDED

21 Plaintiff _____ (“Plaintiff”), individually and on behalf of all other
22 persons similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s
23 complaint against Defendants (defined below), alleges the following based upon
24 personal knowledge as to Plaintiff and Plaintiff’s own acts, and information and
25 belief as to all other matters, based upon, inter alia, the investigation conducted by
26 and through her attorneys, which included, among other things, a review of the
27 Defendants’ public documents, announcements, public filings, wire and press
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1 releases published by and regarding Semiconductor Manufacturing International
2 Corporation (“SMIC” or the “Company”), and information readily obtainable on the
3 Internet. Plaintiff believes that substantial evidentiary support will exist for the
4 allegations set forth herein after a reasonable opportunity for discovery.

5 NATURE OF THE ACTION

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7 1. This is a class action on behalf of persons or entities who purchased or
8 otherwise acquired publicly traded SMIC securities between April 23, 2020 and
9 September 26, 2020, inclusive (the “Class Period”). Plaintiff seeks to recover
10 compensable damages caused by Defendants’ violations of the federal securities laws
11 under the Securities Exchange Act of 1934 (the “Exchange Act”) and Rule 10b-5
12 promulgated thereunder.

13 JURISDICTION AND VENUE

14 2. The claims asserted herein arise under and pursuant to §§10(b) and 20(a)
15 of the Exchange Act (15 U.S.C. §§78j(b) and 78t(a)) and Rule 10b-5 promulgated
16 thereunder by the SEC (17 C.F.R. §240.10b-5).

17 3. This Court has jurisdiction over the subject matter of this action under
18 28 U.S.C. §1331 and §27 of the Exchange Act.

19 4. This Court has jurisdiction over each defendant named herein because
20 each defendant has sufficient minimum contacts with this judicial district so as to
21 render the exercise of jurisdiction by this Court permissible under traditional notions
22 of fair play and substantial justice.

23 5. Venue is proper in this District pursuant to §27 of the Exchange Act and
24 28 U.S.C. §1391(b) as Defendants conducts business in this District and a significant
25 portion of the Defendants’ actions and the subsequent damages took place within this
26 District.
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- 14. Each of the Individual Defendants:
 - (a) directly participated in the management of the Company;
 - (b) was directly involved in the day-to-day operations of the Company at the highest levels;
 - (c) was privy to confidential proprietary information concerning the Company and its business and operations;
 - (d) was directly or indirectly involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein;
 - (e) was directly or indirectly involved in the oversight or implementation of the Company’s internal controls;
 - (f) was aware of or recklessly disregarded the fact that the false and misleading statements were being issued concerning the Company; and/or
 - (g) approved or ratified these statements in violation of the federal securities laws.

15. The Company is liable for the acts of the Individual Defendants and its employees under the doctrine of *respondeat superior* and common law principles of agency because all of the wrongful acts complained of herein were carried out within the scope of their employment.

16. The scienter of the Individual Defendants and other employees and agents of the Company is similarly imputed to the Company under *respondeat superior* and agency principles.

17. The Company and the Individual Defendants are referred to herein, collectively, as the “Defendants.”

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companies and system companies. Geographically, customers from the North America contributed 26.4% of the Group’s overall revenue in 2019, compared to 31.6% in 2018. Leveraging on the Group’s strategic position in China, our China revenue contributed 59.5% of the Group’s overall revenue in 2019, compared to 59.1% in 2018. Eurasia contributed 14.1% of the overall revenue in 2019, compared to 9.3% in 2018.

(Emphasis added.)

20. The 2019 Annual Report stated the following, in pertinent part, regarding SMIC’s business in China, without disclosing its ties to the Chinese military:

Notably, as indicative of future revenue growth, we continued to see new designs using both specialty technology and advanced technology, in particular on 0.18µm, 0.11/0.13µm, 55/65nm, 40/45nm, 28nm and 14nm FinFET process technologies. The Group has, in each of its sales regions, customers utilizing its most competitive specialty technology and advanced node technology. We believe China is rapidly closing the gap with the rest of the world in terms of innovation and design capabilities. ***To fully leverage the market growth potential in China, the Group plans to continue to deepen its collaboration with Chinese customers while broadening relationships with its global customers and enable their success in China*** and various emerging markets, such as mobile computing, automotive electronics, IoT, high performance computing, 5G, industrial, security and surveillance, Artificial Intelligence (“AI”), and edge computing related applications.

SMIC’s role in the China ecosystem is becoming increasingly important as we work hard to provide expanded technology, capacity, and solutions to address growing market demands. We are pleased to see growth from both existing and new customers. Meanwhile, we continue our focus to serve an international market, while having the natural advantage of being close to the largest IC market. ***SMIC’s aim is to be the first-choice in China for a comprehensive range of foundry services.*** We are gaining confidence in our ability to steadily climb, with

1 focused prudent efforts, to become a respected provider in the advanced
2 node foundry market.

3 (Emphasis added.)

4 21. The 2019 Annual Report stated the following, in pertinent part,
5 regarding the Company’s controls, risks, and compliance:
6

7 The Group has implemented Internal controls and other risk
8 management measures designed to mitigate the principal risks which the
9 Group faces in its financial condition and operations, including but not
10 limited to the cyclical nature of the semiconductor manufacturing industry,
11 fluctuations in purchase price of raw materials, fluctuations in global
12 financial markets and currencies, inability to keep up with technology
13 migration and difficulty to attract and retain technical and managerial
14 talents.

13 * * *

14
15 **RISK MANAGEMENT AND INTERNAL CONTROLS**

16 The Board is responsible for ensuring that the Group maintains sound
17 and effective risk management and internal control systems and for
18 overseeing management in the operating of such systems on an ongoing
19 basis. Under the Corporate Governance Code issued by HKEX,
20 management should provide a confirmation to the Board on the
21 effectiveness of such systems. *The successful risk management and
22 internal control systems are designed to ensure the achievement of
23 business objectives in operations, financial reporting and compliance
24 with applicable laws and regulations.* They are also designed to
25 manage, rather than completely eliminate, risks impacting the Group’s
26 ability to achieve its business objectives. Accordingly, the risk
27 management and internal control systems can only provide reasonable
28 but not absolute assurance that the financial statements do not contain a
material misstatement or loss.

Based on the Enterprise Risk Management — Integrated Framework
issued by the Committee of Sponsoring Organizations of the Treadway
Commission (“COSO“), the Board supervises the management’s

1 designing, implementing and monitoring the risk management system to
2 ensure the effectiveness of the risk management programs. The
3 implementation methods of the management are as follows:

- 4 • identifying risks, such as operational risk, strategy risk, market risk,
5 legal risk and financial risk, etc.;
- 6 • assessing the identified risks by considering the impacts (including
7 financial, reputation, business continuity & operational) and likelihoods
8 of their occurrence;
- 9 • designing, operating and monitoring internal control systems, and
10 evaluating the effectiveness of implementation to mitigate and control
11 such risks; and
- 12 • monitoring the risk early warning index on the material risks.

13 *The Board has reviewed the effectiveness of risk management and*
14 *internal control systems of the Group once a year and has required*
15 *strengthening the comprehensive anti-fraud mechanism ensured that*
16 *the risk management and internal control systems in place are*
17 *effective.*

18 * * *

19 SOCIAL RESPONSIBILITY

20 *At SMIC, we comply with strict legal requirements for corporate*
21 *governance, financial accounting, and transparent reporting. Our*
22 *business practices also are ethical, safe, environmental friendly, and*
23 *fair to our employees, in accordance with all the laws, rules, and*
24 *regulations of the countries where we operate. In addition to obeying*
25 *the letter and mandates of such laws, we seek to promote their spirits.*
26 Through our CSR Program
(http://www.smics.com/en/site/responsibility_social), we hope to
27 advance social, environmental, and ethical responsibility according to
28 internationally recognized standards.

(Emphasis added.)

22. On July 7, 2020, SMIC filed with the HKEX its 2019 Corporate Social
Responsibility Report which included a “Message from the Chairman” from

1 Defendant Zhou which stated the following, in pertinent part, regarding the
2 Company's relationships in China and overseas:

3
4 In the past few years, through unprecedented reforms, we have formed
5 more powerful R&D, operations, supporting and management teams. *We*
6 *have developed and reserved diversified technology platforms and*
7 *strengthened trusting cooperation with customers and suppliers at*
8 *home and abroad.*

9 * * *

10 While seeking sustainable development, SMIC is committed to caring
11 for people, the environment, and society. *We work with industry chain*
12 *partners to implant the concept of sustainable development in all*
13 *aspects of business operations.*

14 (Emphasis added.)

15 23. The 2019 Corporate Social Responsibility Report stated the following, in
16 pertinent part, regarding the Company's compliance:

17
18 *As an international company, SMIC must comply with strict legal*
19 *requirements for corporate governance, financial accounting, and*
20 *transparent reporting. Our business practices also must be ethical,*
21 *safe, environmentally sound, and fair to our employees, in accordance*
22 *with all the laws, rules, and regulations of the countries where we*
23 *operate.*

24 * * *

25 Social Responsibility Policy

26 *In addition to obeying the letter and mandates of such laws, we seek to*
27 *promote their spirits.* Through our CSR Program, we hope to advance
28 social, environmental, and ethical responsibility according to
internationally recognized standards. In short, we intend to remain
worthy of our inclusion in the Hang Seng Corporate Sustainability Index

1 Series as a company that has “attained a high standard of performance in
2 the environmental, social and corporate governance areas”.

3 * * *

4 **Regulatory Compliance**

5 **Export Compliance Management**

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7 SMIC establishes an internal compliance program (ICP) to ensure our
8 compliance with international export control laws and treaties on high-
9 technology products. *The United States and many other countries have*
10 *joined the international export control system.* Suppliers and customers
11 in these countries generally need to obtain export licenses to transport
12 controlled items (such as equipment, parts, materials, software, or
13 technology) to China. *We, as well as relevant suppliers and customers,*
14 *strictly abide by the restrictions and regulations of these export*
15 *licenses.* We incorporate the internal compliance program into the ICP
handbook, including policies and procedures to ensure compliance with
all legal requirements. Our ICP handbook contains 10 elements[.] [Chart
omitted.]

16 In order for all employees to fully understand our internal compliance
17 obligations, the CEO issues an export compliance policy statement that
18 must be acknowledged and signed by all employees. Our ICP team
19 conducts regular training and maintains the ICP web page on our
20 company intranet. Meanwhile, our ICP compliance is verified in regular
audits by vendors and government officials.

21 (Emphasis added.)

22
23 24. The 2019 Corporate Social Responsibility Report stated the following, in
24 pertinent part, regarding the Company’s supply chain and suppliers:

25 **Responsible Business Alliance**

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27 In 2013, we began assessing our environmental, health, safety, labor, and
28 ethical management using the Responsible Business Alliance Online
Risk Assessment (RBA-ON) system, and developing a continuous

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improvement plan for the existing risks. In 2019, the Company and its plants were rated at low risk upon assessment. We will continue to make improvement and try to keep the risk at a lower level as far as possible. Besides adhering to the RBA Code itself, SMIC also requires suppliers to comply with the Code and fulfill their social responsibility. Key suppliers must sign an undertaking to this effect. According to the implementation performance of suppliers, we conducted on-site audit on major domestic suppliers in 2019, and once again promoted the Code.

* * *

Supply Chain Management

Supply Chain Overview

Integrated circuit manufacturing is in the middle of the entire integrated circuit industry and is connected with both upstream and downstream industries. *As a large local company in China, we procure a wide variety of products and materials including production equipment, maintenance parts, raw materials, factory facilities, firefighting facilities, and professional services. We strive for mutually beneficial cooperation with suppliers to help improve overall social responsibility management capabilities in our supply chain, reduce risk,* safeguard stable production and operation, and ensure high-quality customer service.

* * *

Supplier Management Mechanism

SMIC has established a sound supplier management system, specially to manage key links in our supply chain. These include supplier access regulations, supplier evaluation regulations and supplier promotion regulations.

Supplier Admittance

We have developed an access assessment mechanism for new and alternative suppliers. The departments involved in the supplier

1 admittance assessment the Quality Management Department,
2 Environmental/Safety/ Hygiene Department, CSR Department,
3 Procurement Department, and user organizations. They assess suppliers
4 in areas including product quality parameters, supplier quality, supplier
5 environmental/ safety/hygiene, human rights, business ethics,
6 warehousing/logistics, after-sales service management, production, and
7 product usage. Suppliers can be included in our approved vendor list and
8 considered for contracts only after they meet our relevant qualification
9 requirements with a satisfactory score.

8 **Supplier Assessment and Evaluation**

9 **Supplier Quality and Business Assessment and Evaluation**

10 *We monitor supply chain risks using an assessment and evaluation*
11 *mechanism for contracted suppliers.* We score them every six months
12 based on scoring indexes covering areas including quality, cost, delivery,
13 service, safety, and environmental performance. For projects that fail to
14 reach the standards, the supplier must provide an improvement plan and
15 make improvements within a certain period.

16 (Emphasis added.)

17 25. On August 6, 2020, SMIC filed with the HKEX its Unaudited Results
18 for the Three Months Ended June 30, 2020 which quoted Defendants Zhao and Liang
19 touting the Company's Chinese and international business: "SMIC is committed to
20 innovation and development, *capturing domestic and international opportunities,*
21 *providing quality products and services to an increasing number of customers*
22 *locally and globally,* and driving the company's continued growth." (Emphasis
23 added.)

24 26. The statements referenced in ¶¶18-25 above were materially false and/or
25 misleading because they misrepresented and failed to disclose the following adverse
26 facts pertaining to the Company's business, operational and financial results, which
27 were known to Defendants or recklessly disregarded by them. Specifically,
28

1 Defendants made false and/or misleading statements and/or failed to disclose that: (1)
2 there was an “unacceptable risk” that equipment supplied to SMIC would be used for
3 military purposes; (2) SMIC was foreseeably at risk of facing US restrictions; (3) as a
4 result of restrictions by the US Department of Commerce, certain of SMIC’s
5 suppliers would need “difficult-to-obtain” individual export licenses; and (4) as a
6 result, Defendants’ public statements were materially false and/or misleading at all
7 relevant times.

8 THE TRUTH EMERGES

9
10 27. On September 4, 2020, after market hours, *Reuters* published an article
11 entitled “EXCLUSIVE-Trump administration weighs blacklisting China's chipmaker
12 SMIC” which announced the following, in pertinent part:

13 The Trump administration is considering whether to add China’s top
14 chipmaker SMIC to a trade blacklist, a Defense Department official said
15 on Friday, as the United States escalates its crackdown on Chinese
16 companies.

17 A Pentagon spokeswoman said the Defense Department was working
18 with other agencies to determine whether to make the move against
19 Semiconductor Manufacturing International Corporation, which would
20 force U.S. suppliers to seek a difficult-to-obtain license before shipping
21 to the company

22 28. On this news, SMIC’s ADR price fell \$3.08 per ADR, or over 20%, to
23 close at \$12.02 per ADR on September 8, 2020, the next trading day.

24 29. On September 26, 2020, *Reuters* published an article entitled “U.S.
25 tightens exports to China's chipmaker SMIC, citing risk of military use” which
26 announced the following, in pertinent part:

27 The United States has imposed restrictions on exports to China’s biggest
28 chip maker SMIC after concluding there is an “unacceptable risk”
equipment supplied to it could be used for military purposes.

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Suppliers of certain equipment to Semiconductor Manufacturing International Corporation 0981.HK will now have to apply for individual export licenses, according to a letter from the Commerce Department dated Friday and seen by Reuters.

30. On this news, SMIC’s ADR price fell \$0.57 per ADR, or 4.7%, to close at \$11.47 per ADR on September 28, 2020, the next trading day.

31. As a result of Defendants’ wrongful acts and omissions, and the decline in the market value of the Company’s securities, Plaintiff and other Class members have suffered significant losses and damages.

PLAINTIFF’S CLASS ACTION ALLEGATIONS

32. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class consisting of all persons other than defendants who acquired SMIC securities publicly traded on the OTCQX market during the Class Period, and who were damaged thereby (the “Class”). Excluded from the Class are Defendants, the officers and directors of SMIC and its subsidiaries, members of the Individual Defendants’ immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

33. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, SMIC securities were actively traded on the OTCQX market. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds, if not thousands of members in the proposed Class.

34. Plaintiff’s claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendants’ wrongful conduct in violation of federal law that is complained of herein.

1 35. Plaintiff will fairly and adequately protect the interests of the members
2 of the Class and has retained counsel competent and experienced in class and
3 securities litigation. Plaintiff has no interests antagonistic to or in conflict with those
4 of the Class.

5 36. Common questions of law and fact exist as to all members of the Class
6 and predominate over any questions solely affecting individual members of the Class.

7 Among the questions of law and fact common to the Class are:

- 8 • whether the federal securities laws were violated by Defendants' acts as
9 alleged herein;
- 10 • whether statements made by Defendants to the investing public during
11 the Class Period misrepresented material facts about the financial
12 condition, business, operations, and management of the Company;
- 13 • whether Defendants' public statements to the investing public during the
14 Class Period omitted material facts necessary to make the statements
15 made, in light of the circumstances under which they were made, not
16 misleading;
- 17 • whether the Individual Defendants caused the Company to issue false
18 and misleading public statements during the Class Period;
- 19 • whether Defendants acted knowingly or recklessly in issuing false and
20 misleading public statements during the Class Period;
- 21 • whether the prices of the Company's securities during the Class Period
22 were artificially inflated because of the Defendants' conduct complained
23 of herein; and
- 24 • whether the members of the Class have sustained damages and, if so,
25 what is the proper measure of damages.

26 37. A class action is superior to all other available methods for the fair and
27 efficient adjudication of this controversy since joinder of all members is
28 impracticable. Furthermore, as the damages suffered by individual Class members

1 may be relatively small, the expense and burden of individual litigation make it
2 impossible for members of the Class to individually redress the wrongs done to them.
3 There will be no difficulty in the management of this action as a class action.

4 38. Plaintiff will rely, in part, upon the presumption of reliance established
5 by the fraud-on-the-market doctrine in that:

- 6 • Defendants made public misrepresentations or failed to disclose material
7 facts during the Class Period;
- 8 • the omissions and misrepresentations were material;
- 9 • the Company's securities are traded in efficient markets;
- 10 • the Company's securities were liquid and traded with moderate to heavy
11 volume during the Class Period;
- 12 • the Company's securities traded on the OTCQX market, and was
13 covered by multiple analysts;
- 14 • the misrepresentations and omissions alleged would tend to induce a
15 reasonable investor to misjudge the value of the Company's securities;
16 and
- 17 • Plaintiff and members of the Class purchased and/or sold the Company's
18 securities between the time the Defendants failed to disclose or
19 misrepresented material facts and the time the true facts were disclosed,
20 without knowledge of the omitted or misrepresented facts.

21 39. Based upon the foregoing, Plaintiff and the members of the Class are
22 entitled to a presumption of reliance upon the integrity of the market.

23 40. Alternatively, Plaintiff and the members of the Class are entitled to the
24 presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of*
25 *the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants
26 omitted material information in their Class Period statements in violation of a duty to
27 disclose such information, as detailed above.

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COUNT I

**Violation of Section 10(b) of The Exchange Act and Rule 10b-5
Against All Defendants**

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

42. This Count is asserted against the Company and the Individual Defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

43. During the Class Period, the Company and the Individual Defendants, individually and in concert, directly or indirectly, disseminated or approved the false statements specified above, which they knew or deliberately disregarded were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

44. The Company and the Individual Defendants violated §10(b) of the 1934 Act and Rule 10b-5 in that they:

- employed devices, schemes and artifices to defraud;
- made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- engaged in acts, practices and a course of business that operated as a fraud or deceit upon plaintiff and others similarly situated in connection with their purchases of the Company's securities during the Class Period.

45. The Company and the Individual Defendants acted with scienter in that they knew that the public documents and statements issued or disseminated in the name of the Company were materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and

1 knowingly and substantially participated, or acquiesced in the issuance or
2 dissemination of such statements or documents as primary violations of the securities
3 laws. These defendants by virtue of their receipt of information reflecting the true
4 facts of the Company, their control over, and/or receipt and/or modification of the
5 Company's allegedly materially misleading statements, and/or their associations with
6 the Company which made them privy to confidential proprietary information
7 concerning the Company, participated in the fraudulent scheme alleged herein.

8 46. Individual Defendants, who are the senior officers and/or directors of
9 the Company, had actual knowledge of the material omissions and/or the falsity of
10 the material statements set forth above, and intended to deceive Plaintiff and the other
11 members of the Class, or, in the alternative, acted with reckless disregard for the truth
12 when they failed to ascertain and disclose the true facts in the statements made by
13 them or other personnel of the Company to members of the investing public,
14 including Plaintiff and the Class.

15 47. As a result of the foregoing, the market price of the Company's
16 securities were artificially inflated during the Class Period. In ignorance of the falsity
17 of the Company's and the Individual Defendants' statements, Plaintiff and the other
18 members of the Class relied on the statements described above and/or the integrity of
19 the market price of the Company's securities during the Class Period in purchasing
20 the Company's securities at prices that were artificially inflated as a result of the
21 Company's and the Individual Defendants' false and misleading statements.

22 48. Had Plaintiff and the other members of the Class been aware that the
23 market price of the Company's securities had been artificially and falsely inflated by
24 the Company's and the Individual Defendants' misleading statements and by the
25 material adverse information which the Company's and the Individual Defendants did
26 not disclose, they would not have purchased the Company's securities at the
27 artificially inflated prices that they did, or at all.

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1 “controlling persons” of the Company within the meaning of Section 20(a) of the
2 Exchange Act. In this capacity, they participated in the unlawful conduct alleged
3 which artificially inflated the market price of the Company’s securities.

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

12 56. By reason of the above conduct, the Individual Defendants are liable
13 pursuant to Section 20(a) of the Exchange Act for the violations committed by the
14 Company.

15 **PRAYER FOR RELIEF**

16 **WHEREFORE**, Plaintiff demands judgment against Defendants as follows:

17 A. Determining that the instant action may be maintained as a class action
18 under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the
19 Class representative;

20 B. Requiring Defendants to pay damages sustained by Plaintiff and the
21 Class by reason of the acts and transactions alleged herein;

22 C. Awarding Plaintiff and the other members of the Class prejudgment and
23 post-judgment interest, as well as their reasonable attorneys’ fees, expert fees and
24 other costs; and

25 D. Awarding such other and further relief as this Court may deem just and
26 proper.

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