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9 UNITED STATES DISTRICT COURT
10 CENTRAL DISTRICT OF CALIFORNIA

11 BONNIE L. FRANKLIN, Individually
12 and on behalf of all others similarly
13 situated,

14 Plaintiff,

15 v.

16 DIDI GLOBAL INC., WILL WEI
17 CHENG, JEAN QING LIU, STEPHEN
18 JINGSHI ZHU, ALAN YUE ZHUO,
19 COLLEEN A. DE VRIES, COGENCY
20 GLOBAL, INC., GOLDMAN SACHS
21 (ASIA) L.L.C., MORGAN STANLEY
22 & CO. LLC, and J.P. MORGAN
23 SECURITIES LLC,

24 Defendants.

No.

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

CLASS ACTION

JURY TRIAL DEMANDED

1 Plaintiff Bonnie L. Franklin (“Plaintiff”), individually and on behalf of all
2 other persons similarly situated, by Plaintiff’s undersigned attorneys, for Plaintiff’s
3 complaint against Defendants (defined below), alleges the following based upon
4 personal knowledge as to Plaintiff and Plaintiff’s own acts, and information and
5 belief as to all other matters, based upon, *inter alia*, the investigation conducted by
6 and through Plaintiff’s attorneys, which included, among other things, a review of
7 the Defendants’ public documents, announcements, public filings, wire and press
8 releases published by and regarding DiDi Global Inc. (“DiDi,” or the “Company”),
9 and information readily obtainable on the Internet. Plaintiff believes that
10 substantial evidentiary support will exist for the allegations set forth herein after a
11 reasonable opportunity for discovery.

12 **NATURE OF THE ACTION**

13 1. This is a class action on behalf of persons or entities who purchased
14 or otherwise acquired publicly traded DiDi securities pursuant and/or traceable to
15 the registration statement and related prospectus (collectively, the “Registration
16 Statement”) issued in connection with DiDi’s June 30, 2021 initial public offering
17 (the “IPO” or “Offering”), seeking to recover compensable damages caused by
18 Defendants’ violations of the Securities Act of 1933 (the “Securities Act”).

19 2. On or about June 30, 2021, Defendants held the IPO, issuing
20 approximately 316,800,000 American Depositary Shares (“ADSs”) to the
21 investing public at \$14.00 per ADS, pursuant to the Registration Statement.

22 3. By the commencement of this action, the Company’s shares trade
23 significantly below the IPO price. As a result, investors were damaged.

24 **JURISDICTION AND VENUE**

25 4. The claims alleged herein arise under and pursuant to Sections 11,
26 12(a)(2), and 15 of the Securities Act, 15 U.S.C. §§77k, 771(a)(2) and 77o.
27
28

1 maintenance and repair services; electric vehicle leasing services; bike and e-bike
2 sharing, intra-city freight, food delivery, and financial services. The Company was
3 formerly known as Xiaoju Kuaizhi Inc. and changed its name to DiDi Global Inc.
4 in June 2021. The Company is often called “the Uber of China.”

5 11. The Company is incorporated in the Cayman Islands and its head
6 office is located at No. 1 Block B, Shangdong Digital Valley, No. 8 Dongbeiwang
7 West Road, Haidian District, Beijing, PRC. DiDi securities trade on the New York
8 Stock Exchange (“NYSE”) under the ticker symbol “DIDI.”

9 12. Defendant Will Wei Cheng (“Cheng”) was at the time of the IPO the
10 Company’s Chief Executive Officer and Chairman of the Board of Directors.

11 13. Defendant Jean Qing Liu (“Liu”) was at the time of the IPO the
12 Company’s President and a Director.

13 14. Defendant Stephen Jingshi Zhu (“Zhu”) was at the time of the IPO the
14 Company’s Senior Vice President and Chief Executive Officer of International
15 Business Group and a Director.

16 15. Defendant Alan Yue Zhuo (“Zhuo”) was at the time of the IPO the
17 Company’s Chief Financial Officer.

18 16. Defendant Colleen A. De Vries (“De Vries”) was at the time of the
19 IPO DiDi’s duly authorized representative in the United States. Defendant De
20 Vries signed the false and misleading Registration Statement on her own behalf
21 and on behalf of Defendant Cogency Global Inc. (“Cogency Global”), Defendant
22 De Vries’ employer.

23 17. Defendants Cheng, Liu, Zhu, Zhuo, and De Vries are sometimes
24 referred to herein as the “Individual Defendants.”

25 18. Each of the Individual Defendants signed or authorized the signing of
26 the Registration Statement, solicited the investing public to purchase securities
27 issued pursuant thereto, hired and assisted the underwriters, planned and
28

1 contributed to the IPO and Registration Statement, and attended road shows and
2 other promotions to meet with and present favorable information to potential DiDi
3 investors, all motivated by their own and the Company's financial interests.

4 19. Defendant Goldman Sachs (Asia) L.L.C. ("Goldman Sachs") is an
5 investment banking firm that acted as a representative underwriter of the
6 Company's IPO, helping to draft and disseminate the IPO documents. Goldman
7 Sach's corporate headquarters are located at 68th Floor, Cheung Kong Center, 2
8 Queen's Road, Central, Hong Kong Special Administrative Region of the PRC.

9 20. Defendant Morgan Stanley & Co. LLC ("Morgan Stanley") is an
10 investment banking firm that acted as representative underwriter of the Company's
11 IPO, helping to draft and disseminate the IPO documents. Morgan Stanley's
12 address is 1585 Broadway, New York, New York 10036.

13 21. Defendant J.P. Morgan Securities LLC ("J.P. Morgan") is an
14 investment banking firm that acted as representative underwriter of the Company's
15 IPO, helping to draft and disseminate the IPO documents. J.P. Morgan's address is
16 383 Madison Avenue, New York, NY 10179.

17 22. Defendants Goldman Sachs, Morgan Stanley, and J.P. Morgan are
18 referred to herein as the "Underwriter Defendants."

19 23. Pursuant to the Securities Act, the Underwriter Defendants are liable
20 for the false and misleading statements in the Registration Statement as follows:

21 (a) The Underwriter Defendants are investment banking houses that
22 specialize in, among other things, underwriting public offerings of securities. They
23 served as the underwriters of the IPO and shared substantial fees from the IPO
24 collectively. The Underwriter Defendants arranged a roadshow prior to the IPO
25 during which they, and representatives from the Company, met with potential
26 investors and presented highly favorable information about the Company, its
27 operations and its financial prospects.
28

1 (b) The Underwriter Defendants also obtained an agreement from the
2 Company and the Individual Defendants that DiDi would indemnify and hold the
3 Underwriter Defendants harmless from any liability under the federal securities
4 laws.

5 (c) Representatives of the Underwriter Defendants also assisted the
6 Company and the Individual Defendants in planning the IPO, and purportedly
7 conducted an adequate and reasonable investigation into the business and
8 operations of the Company, an undertaking known as a “due diligence”
9 investigation. The due diligence investigation was required of the Underwriter
10 Defendants in order to engage in the IPO. During the course of their “due
11 diligence,” the Underwriter Defendants had continual access to internal,
12 confidential, and current corporate information concerning the Company’s most
13 up-to-date operational and financial results and prospects.

14 (d) In addition to availing themselves of virtually unlimited access to
15 internal corporate documents, agents of the Underwriter Defendants met with the
16 Company’s lawyers, management, and top executives and engaged in “drafting
17 sessions.” During these sessions, understandings were reached as to: (i) the strategy
18 to best accomplish the IPO; (ii) the terms of the IPO, including the price at which
19 the Company’s securities would be sold; (iii) the language to be used in the
20 Registration Statement; (iv) what disclosures about the Company’s would be made
21 in the Registration Statement; and (v) what responses would be made to the SEC
22 in connection with its review of the Registration Statement. As a result of those
23 constant contacts and communications between the Underwriter Defendants’
24 representatives and the Company’s management and top executives, the
25 Underwriter Defendants knew of, or in the exercise of reasonable care should have
26 known of, the Company’s existing problems as detailed herein.
27
28

1 30. Under applicable SEC rules and regulations, the Registration
2 Statement was required to disclose known trends, events or uncertainties that were
3 having, and were reasonably likely to have, an impact on the Company's
4 continuing operations.

5 31. Throughout the Registration Statement, DiDi neglected to raise any
6 concerns about the ongoing discussions the Company was having with Chinese
7 authorities related to DiDi's non-compliance with certain technology-related and
8 cybersecurity laws and regulations, including with regard to collecting and using
9 personal information.

10 32. Rather than disclose the known discussions into the Company's
11 practices and non-compliance with relevant technology laws, the Registration
12 Statement vaguely discussed China's regulatory regime with regards to data
13 security. Thus, the risk disclosures themselves were materially misleading because
14 they failed to disclose the ongoing discussions with Chinese authorities or the
15 Company's non-compliance with the relevant regulations. Specifically, the
16 Registration Statement represented that:

17 **Regulation Relating to Internet Security**

18 The PRC government has enacted various laws and regulations with
19 respect to internet security and protection of personal information from
20 any inappropriate collection activities, abuse or unauthorized
21 disclosure. Internet information in the PRC is regulated and restricted
22 from a national security standpoint. ...

23 According to the Cybersecurity Law and other related laws and
24 regulations, internet service providers are required to take measures to
25 ensure internet security by complying with security protection
26 obligations, formulating cybersecurity emergency response plans, and
27 providing technical assistance and support for public security and
28 national security authorities. In addition, any collection, process and
use of a user's personal information must be subject to the consent of
the user, be legal, rational and necessary, and be limited to specified

1 purposes, methods and scopes. An internet service provider must also
2 keep such information strictly confidential, and is further prohibited
3 from divulging, tampering with or destroying any such information, or
selling or providing such information to other parties illegally.

4 ***Failure to comply with the above laws and regulations may subject***
5 ***the internet service providers to administrative penalties including,***
6 ***without limitation, fines, suspension of business operation, shut-***
7 ***down of the websites, revocation of licenses and even criminal***
8 ***liabilities.***

9 On June 10, 2021, the Standing Committee of the National People's
10 Congress of China promulgated the Data Security Law, which will
11 take effect in September 2021. ***The Data Security Law provides for***
12 ***data security and privacy obligations on entities and individuals***
13 ***carrying out data activities.*** The Data Security Law also introduces a
14 data classification and hierarchical protection system based on the
15 importance of data in economic and social development, as well as the
16 degree of harm it will cause to national security, public interests, or
17 legitimate rights and interests of individuals or organizations when
18 such data is tampered with, destroyed, leaked, or illegally acquired or
19 used. ***The appropriate level of protection measures is required to be***
20 ***taken for each respective category of data. For example, a processor***
21 ***of important data shall designate the personnel and the management***
22 ***body responsible for data security, carry out risk assessments for its***
23 ***data processing activities and file the risk assessment reports with the***
24 ***competent authorities. In addition, the Data Security Law provides a***
25 ***national security review procedure for those data activities which***
26 ***may affect national security and imposes export restrictions on***
27 ***certain data and information.*** As the Data Security Law was recently
28 promulgated and has not yet taken effect, we may be required to make
further adjustments to our business practices to comply with this law.

Regulations Relating to Privacy Protection

25 In recent years, PRC government authorities have enacted laws and
26 regulations on internet use to protect personal information from any
27 unauthorized disclosure. The Cyber Security Law imposes certain data
28 protection obligations on network operators, including that network
operators may not disclose, tamper with, or damage users' personal

1 information that they have collected, or provide users' personal
2 information to others without consent. Exempted from these rules is
3 information irreversibly processed to preclude identification of
4 specific individuals. Moreover, network operators are obligated to
5 delete unlawfully collected information and to amend incorrect
6 information.

7 The Several Provisions on Regulating the Market Order of Internet
8 Information Services, issued by the MIIT on December 29, 2011 and
9 effective on March 15, 2012, stipulate that internet information service
10 providers may not collect any user personal information or provide any
11 such information to third parties without the consent of a user, unless
12 otherwise stipulated by laws and administrative regulations. "User
13 Personal information" is defined as information relevant to the users
14 that can lead to the recognition of the identity of the users
15 independently or in combination with other information. An internet
16 information service provider must expressly inform the users of the
17 method, content and purpose of the collection and processing of such
18 user personal information and may only collect such information as
19 necessary for the provision of its services. ***An internet information
20 service provider is also required to properly store user personal
21 information***, and in case of any leak or likely leak of the user personal
22 information, the internet information service provider must take
23 immediate remedial measures and, in severe circumstances, make an
24 immediate report to the telecommunications regulatory authority.

25 The Decision on Strengthening the Protection of Online Information,
26 issued by the Standing Committee of the National People's Congress
27 on December 28, 2012, and the Order for the Protection of
28 Telecommunication and Internet User Personal Information, issued by
the MIIT on July 16, 2013, stipulate that any collection and use of user
personal information must be subject to the consent of the user, abide
by the principles of legality, rationality and necessity and be within the
specified purposes, methods and scope. An internet information
service provider must also keep such information strictly confidential,
and is further prohibited from divulging, tampering with or destroying
any such information, or selling or proving such information to other
parties. An internet information service provider is required to take
technical and other measures to prevent the collected personal
information from any unauthorized disclosure, damage or loss. ***Any***

1 *violation of the above decision or order may subject the internet*
2 *information service provider to warnings, fines, confiscation of*
3 *illegal gains, revocation of licenses, cancelation of filings, closedown*
4 *of websites or even criminal liabilities.*

5 With respect to the security of information collected and used by
6 mobile apps, pursuant to the Announcement of Conducting Special
7 Supervision against the Illegal Collection and Use of Personal
8 Information by Apps, which was issued by the Cyberspace
9 Administration of China [the “CAC”], the MIIT, the Ministry of Public
10 Security, and the State Administration for Market Regulation on
11 January 23, 2019, app operators shall collect and use personal
12 information in compliance with the Cyber Security Law and shall be
13 responsible for the security of personal information obtained from
14 users and take effective measures to strengthen personal information
15 protection. Furthermore, app operators shall not force their users to
16 make authorization by means of default settings, bundling, suspending
17 installation or use of the app or other similar means and shall not
18 collect personal information in violation of laws, regulations or breach
19 of user agreements. Such regulatory requirements were emphasized by
20 the Notice on the Special Rectification of Apps Infringing upon User's
21 Personal Rights and Interests, which was issued by MIIT on October
22 31, 2019. On November 28, 2019, the Cyberspace Administration of
23 China, the MIIT, the Ministry of Public Security and the State
24 Administration for Market Regulation jointly issued the Methods of
25 Identifying Illegal Acts of Apps to Collect and Use Personal
26 Information. This regulation further illustrates certain commonly seen
27 illegal practices of app operators in terms of personal information
28 protection and specifies acts of app operators that will be considered
as "collection and use of personal information without users' consent"
[sic]

On May 28, 2020, the National People's Congress adopted the Civil Code, which came into effect on January 1, 2021. Pursuant to the Civil Code, the personal information of a natural person shall be protected by the law. Any organization or individual shall legally obtain such personal information of others when necessary and ensure the safety of such information, and shall not illegally collect, use, process or transmit personal information of others, or illegally purchase or sell, provide or disclose personal information of others.

1 (Emphasis added.)
2

3 33. The generic disclosures about China's internet security regulations are
4 in contrast to the Company's specific disclosures regarding the risks of relevant
5 Chinese authorities' anti-trust and anti-monopoly investigations. The Registration
6 Statement stated, in pertinent part, the following regarding its relevant regulations:
7

8 **LEGAL PROCEEDINGS**

9 We are regularly subject to various types of legal proceedings by
10 drivers, consumers, employees, commercial partners, competitors, and
11 government agencies, among others, as well as investigations and
12 other administrative or regulatory proceedings by government
13 agencies. In the ordinary course of our business, various parties claim
14 that we are liable for damages related to accidents or other incidents
15 involving drivers, consumers or other third parties on our platform. We
16 are also subject to contractual disputes with drivers and other third
17 parties. We are currently named as a defendant in a number of matters
18 related to accidents or other incidents involving drivers, consumers
19 and other third parties, and in matters related to contract disputes.
20 Furthermore, we are involved in disputes with third parties asserting,
21 among other things, alleged infringement of their intellectual property
22 rights.

23 *There is no pending or threatened legal proceeding that individually,*
24 *in our opinion, is likely to have a material impact on our business,*
25 *financial condition or results of operations.* However, results of
26 litigation and claims are inherently unpredictable and legal
27 proceedings related to such accidents or incidents could, in the
28 aggregate, have a material impact on our business, financial condition
and results of operations. Regardless of the outcome, litigation can
have an adverse impact on us because of defense and settlement costs
individually and in the aggregate, diversion of management resources
and other factors.

34. Rather than disclose the known discussions into the Company's
practices and non-compliance with relevant technology laws, the Registration

1 Statement provided boilerplate risk statements about potential contingent future
2 issues that may occur. While these risk statements acknowledged the material
3 importance to investors of China's regulatory regime and potential investigations
4 in into the Company, these statements neglected to warn investors of the ongoing
5 technology-based issues, investigations, and discussions. The Registration
6 Statement stated, in pertinent part, the following regarding its relevant risks:

7 Our business is subject to a variety of laws, regulations, rules, policies
8 and other obligations regarding privacy, data protection and
9 information security. Any losses, unauthorized access or releases of
10 confidential information or personal data could subject us to
significant reputational, financial, legal and operational consequences.

11 We receive, transmit and store a large volume of personally
12 identifiable information and other data on our platform. We are subject
13 to numerous laws and regulations that address privacy, data protection
14 and the collection, storing, sharing, use, disclosure and protection of
15 certain types of data in various jurisdictions. See "Regulation" for
16 laws, rules and regulations applicable to us, including the Data
17 Security Law promulgated by the Standing Committee of the National
18 People's Congress of China in June 2021, which will take effect in
19 September 2021. Interpretation, application and enforcement of these
20 laws, rules and regulations evolve from time to time and their scope
21 may continually change, through new legislation, amendments to
22 existing legislation and changes in enforcement. We have incurred,
23 and will continue to incur, significant expenses in an effort to comply
24 with privacy, data protection and information security standards and
25 protocols imposed by law, regulation, industry standards or contractual
26 obligations. Changes in existing laws or regulations or adoption of new
27 laws and regulations relating to privacy, data protection and
28 information security, particularly any new or modified laws or
regulations that require enhanced protection of certain types of data or
new obligations with regard to data retention, transfer or disclosure,
could greatly increase the cost to us of providing our service offerings,
require significant changes to our operations or even prevent us from
providing certain service offerings in jurisdictions in which we
currently operate or in which we may operate in the future.

1 Despite our efforts to comply with applicable laws, regulations and
2 other obligations relating to privacy, data protection and information
3 security, *it is possible that our practices, offerings or platform could*
4 *fail to meet all of the requirements imposed on us by such laws,*
5 regulations or obligations. Any failure on our part to comply with
6 applicable laws or regulations or any other obligations relating to
7 privacy, data protection or information security, or any compromise of
8 security that results in unauthorized access, use or release of personally
9 identifiable information or other data, or the perception or allegation
10 that any of the foregoing types of failure or compromise has occurred,
11 could damage our reputation, discourage new and existing drivers and
12 riders from using our platform or result in investigations, fines,
13 suspension of one or more of our apps, or other penalties by
14 government authorities and private claims or litigation, any of which
15 could materially adversely affect our business, financial condition and
16 results of operations. Even if our practices are not subject to legal
17 challenge, the perception of privacy concerns, whether or not valid,
18 may harm our reputation and brand and adversely affect our business,
19 financial condition and results of operations.

20 Maintaining and enhancing our brand and reputation is critical to our
21 business prospects. We were subject to negative publicity in the past,
22 and failure to maintain our brand and reputation will cause our
23 business to suffer.

24 Maintaining and enhancing our brand and reputation is critical to our
25 ability to attract new consumers, drivers and partners to our platform,
26 to preserve and deepen the engagement of our existing consumers,
27 drivers and partners and to mitigate legislative or regulatory scrutiny,
28 litigation, government investigations and adverse public sentiment.
Negative publicity, whether or not justified, can spread rapidly through
social media. To the extent that we are unable to respond timely and
appropriately to negative publicity, our reputation and brand can be
harmed. ...

(Emphasis added.)

35. The statements contained in ¶¶ 32 and 34 were materially false and/or
misleading because they misrepresented and failed to disclose the following adverse

1 facts pertaining to the Company’s business, operations and prospects, which were
2 known to Defendants or recklessly disregarded by them. Specifically, the
3 Registration Statement was false and/or misleading and/or failed to disclose that:
4 (1) Defendant DiDi “had the problem of collecting personal information in violation
5 of relevant PRC laws and regulations”; (2) DiDi’s app, DiDi Chuxing (Travel),
6 would face an imminent cybersecurity review by the CAC; (3) the CAC would
7 require all Chinese app stores to remove DiDi Chuxing; and (4) as a result,
8 Defendants’ statements about the Company’s business, operations, and prospects
9 were materially false and misleading and/or lacked a reasonable basis at all relevant
10 times.

11 **THE TRUTH EMERGES**

12 36. Then on July 2, 2021, the Company issued a press release entitled
13 “DiDi Announces Cybersecurity Review in China” which announced, in relevant
14 part, that: “pursuant to the announcement posted by the PRC’s Cyberspace
15 Administration Office on July 2, 2021, DiDi is subject to cybersecurity review by
16 the authority. During the review, DiDi is required to suspend new user registration
17 in China.”

18 37. Then on July 4, 2021, the Company issued a press release entitled
19 “DiDi Announces App Takedown in China” which announced, in relevant part,
20 that:

21 *according to the announcement posted by the Cyberspace*
22 *Administration of China (the “CAC”) on July 4, 2021, the CAC*
23 *stated that it was reported and confirmed that the “DiDi Chuxing”*
24 *app had the problem of collecting personal information in violation*
25 *of relevant PRC laws and regulations. Pursuant to the PRC’s*
26 *Cybersecurity Law, the CAC notified app stores to take down the*
27 *“DiDi Chuxing” app in China, and required the Company to strictly*
28 *comply with relevant laws and regulations, follow the relevant*
standards set by the PRC government authorities, and rectify the
problem to ensure the security of users' personal information.

1 Once the “DiDi Chuxing” app is taken down from app stores in China,
2 the app can no longer be downloaded in China, although existing users
3 who had previously downloaded and installed the app on their phones
4 prior to the takedown may continue using it. The Company will strive
5 to rectify any problems, improve its risk prevention awareness and
6 technological capabilities, protect users' privacy and data security, and
7 continue to provide secure and convenient services to its users. ***The
8 Company expects that the app takedown may have an adverse impact
9 on its revenue in China.***

8 (Emphasis added.)

10 38. On July 5, 2021, the *Wall Street Journal* published an article entitled
11 “Chinese Regulators Suggested Didi Delay Its U.S. IPO: Ride-hailing giant, under
12 pressure to reward shareholders, pushed ahead with NYSE listing despite concerns
13 of China’s cybersecurity watchdog” which reported the following, in pertinent part:

14 ***Weeks before Didi Global Inc. [] went public in the U.S., China’s
15 cybersecurity watchdog suggested the Chinese ride-hailing giant
16 delay its initial public offering and urged it to conduct a thorough
17 self-examination of its network security,*** according to people with
18 knowledge of the matter.

18 But for Didi, waiting would be problematic. In the absence of an
19 outright order to halt the IPO, it went ahead.

20 The company, facing investor pressure to list after raising billions of
21 dollars from prominent venture capitalists, wrapped up its pre-offering
22 “roadshow” in a matter of days in June—much shorter than typical
23 investor pitches made by Chinese firms. The listing on the New York
24 Stock Exchange raised about \$4.4 billion, making it the biggest stock
25 sale for a Chinese company since Alibaba Group Holding Ltd.
26 BABA[]’s IPO in 2014.

26 Back in Beijing, officials, especially those at the Cyberspace
27 Administration of China, remained wary of the ride-hailing company’s
28 troves of data potentially falling into foreign hands as a result of greater
 public disclosure associated with a U.S. listing, the people said.

1 Didi’s American depository shares began trading in New York on
2 Wednesday, just a day before the ruling Communist Party celebrated
3 its centenary.

4 The Cyberspace Administration waited a day after the major political
5 event to deliver a one-two punch to the company. On Friday, it started
6 its own cybersecurity review into Didi and blocked the company’s app
7 from accepting new users; and on Sunday, it ordered mobile app stores
8 to pull Didi from circulation.

9 (Emphasis added.)

10 39. Since the IPO, and as a result of the disclosure of material adverse facts
11 omitted from the Company’s Registration Statement, DiDi’s ADS price has fallen
12 significantly below its IPO price, damaging Plaintiff and Class members.

13 40. Additionally, due to the materially deficient Registration Statement,
14 Defendants have also violated their independent, affirmative duty to provide
15 adequate disclosures about adverse conditions, risk and uncertainties. Item 303 of
16 SEC Reg. S-K, 17 C.F.R. §229.303(a)(3)(ii) requires that the materials incorporated
17 in a registration statement disclose all “known trends or uncertainties” reasonably
18 expected to have a material unfavorable impact on the Company’s operations.

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

22 **PLAINTIFF’S CLASS ACTION ALLEGATIONS**

23 42. Plaintiff brings this action as a class action on behalf of all those who
24 purchased the Company’s securities pursuant and/or traceable to the Registration
25 Statement (the “Class”). Excluded from the Class are Defendants and their
26 families, the officers and directors and affiliates of Defendants, at all relevant
27 times, members of their immediate families and their legal representatives, heirs,
28

1 successors or assigns and any entity in which Defendants have or had a controlling
2 interest.

3 43. The members of the Class are so numerous that joinder of all members
4 is impracticable. While the exact number of Class members is unknown to Plaintiff
5 at this time and can only be ascertained through appropriate discovery, Plaintiff
6 believes that there are at least thousands of members in the proposed Class. Record
7 owners and other members of the Class may be identified from records maintained
8 by the Company or its transfer agent and may be notified of the pendency of this
9 action by mail, using the form of notice similar to that customarily used in
10 securities class actions.

11 44. Plaintiff's claims are typical of the claims of the members of the Class,
12 as all members of the Class are similarly affected by Defendants' wrongful conduct
13 in violation of federal law that is complained of herein.

14 45. Plaintiff will fairly and adequately protect the interests of the members
15 of the Class and has retained counsel competent and experienced in class and
16 securities litigation.

17 46. Common questions of law and fact exist as to all members of the Class
18 and predominate over any questions solely affecting individual members of the
19 Class. Among the questions of law and fact common to the Class are:

- 20 (a) whether Defendants violated the Securities Act;
21 (b) whether the Registration Statement contained false or misleading
22 statements of material fact and omitted material information required to be stated
23 therein; and to what extent the members of the Class have sustained damages and
24 the proper measure of damages.
25

26 47. A class action is superior to all other available methods for the fair
27 and 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
3 them. There will be no difficulty in the management of this action as a class action.

4 **COUNT I**

5 **For Violations of Section 11 of the Securities Act**

6 **Against All Defendants**

7 48. Plaintiff incorporates all the foregoing by reference.

8 49. This Count is brought pursuant to §11 of the Securities Act, 15 U.S.C.
9 §77k, on behalf of the Class, against all Defendants.

10 50. The Registration Statement contained untrue statements of material
11 facts, omitted to state other facts necessary to make the statements made not
12 misleading, and omitted to state material facts required to be stated therein.

13 51. Defendants are strictly liable to Plaintiff and the Class for the
14 misstatements and omissions.

15 52. None of the Defendants named herein made a reasonable investigation
16 or possessed reasonable grounds for the belief that the statements contained in the
17 Registration Statement were true and without omissions of any material facts and
18 were not misleading.

19 53. By reason of the conduct herein alleged, each Defendant violated or
20 controlled a person who violated §11 of the Securities Act.

21 54. Plaintiff acquired the Company's securities pursuant to the
22 Registration Statement.

23 55. At the time of their purchases of DiDi securities, Plaintiff and other
24 members of the Class were without knowledge of the facts concerning the wrongful
25 conduct alleged herein and could not have reasonably discovered those facts prior
26 to the disclosures herein.
27

28

1 other members of the Class who hold the securities issued pursuant to the
2 Prospectus have the right to rescind and recover the consideration paid for their
3 shares, and hereby tender their securities to Defendants sued herein. Class members
4 who have sold their securities seek damages to the extent permitted by law.

5 62. This claim is brought within one year after discovery of the untrue
6 statements and/or omissions in the Offering that should have been made and/or
7 corrected through the exercise of reasonable diligence, and within three years of
8 the effective date of the Offering. It is therefore timely.

9 **COUNT III**

10 **Violations of Section 15 of the Securities Act**

11 **Against the Individual Defendants**

12 63. Plaintiff incorporates all the foregoing by reference.

13 64. This cause of action is brought pursuant to §15 of the Securities Act,
14 15 U.S.C. §77o against all Defendants except the Underwriter Defendants.

15 65. The Individual Defendants were controlling persons of DiDi by
16 virtue of their positions as directors and/or senior officers of the Company. The
17 Individual Defendants each had a series of direct and indirect business and personal
18 relationships with other directors and officers and major shareholders of the
19 Company. The Company controlled the Individual Defendants and all of DiDi
20 employees.

21 66. The Company and the Individual Defendants were culpable
22 participants in the violations of §§11 and 12(a)(2) of the Securities Act as alleged
23 above, based on their having signed or authorized the signing of the Registration
24 Statement and having otherwise participated in the process which allowed the IPO
25 to be successfully completed.

26 67. This claim is brought within one year after discovery of the untrue
27 statements and/or omissions in the Offering that should have been made and/or
28

1 corrected through the exercise of reasonable diligence, and within three years of
2 the effective date of the Offering. It is therefore timely.

3 **PRAYER FOR RELIEF**

4 **WHEREFORE**, Plaintiff, on behalf of himself and the Class, prays for
5 judgment and relief as follows:

6 (a) declaring this action to be a proper class action, designating Plaintiff
7 as Lead Plaintiff and certifying Plaintiff as a class representative under Rule 23 of
8 the Federal Rules of Civil Procedure and designating Plaintiff's counsel as Lead
9 Counsel;

10 (b) awarding damages in favor of Plaintiff and the other Class members
11 against all Defendants, jointly and severally, together with interest thereon;

12 (c) awarding Plaintiff and the Class reasonable costs and expenses
13 incurred in this action, including counsel fees and expert fees; and

14 (d) awarding Plaintiff and other members of the Class such other and
15 further relief as the Court may deem just and proper.

16 **JURY TRIAL DEMANDED**

17 Plaintiff hereby demands a trial by jury.

18 Dated: July 6, 2021

THE ROSEN LAW FIRM, P.A.

19 /s/Laurence M. Rosen

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