

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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WAYNE JEWELL, Individually and on Behalf of  
of All Others Similarly Situated,

Plaintiff,

vs.

MOL GLOBAL, INC., TAN SRI DATO'  
SERI VINCENT TAN, GANESH KUMAR  
BANGAH, ALLAN SAI WAH WONG,  
CRAIG WHITE, YIT FEI CHANG, ERIC HE,  
NOAH J. DOYLE, CITIGROUP GLOBAL  
MARKETS INC., DEUTSCHE BANK  
SECURITIES INC., UBS SECURITIES LLC  
and CIMB SECURITIES (SINGAPORE) PTE  
LTD,

Defendants.

Civil Action No.

CLASS ACTION

COMPLAINT FOR VIOLATION OF THE  
FEDERAL SECURITIES LAWS

DEMAND FOR JURY TRIAL

Plaintiff Wayne Jewell (“plaintiff”) alleges the following based upon the investigation of plaintiff’s counsel, which included a review of U.S. Securities and Exchange Commission (“SEC”) filings by MOL Global, Inc. (“MOL Global” or the “Company”), as well as regulatory filings and reports, securities analyst reports and advisories about the Company, press releases and other public statements issued by the Company, and media reports about the Company, and believes that substantial additional evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

### **NATURE OF THE ACTION**

1. This is a securities class action on behalf of all purchasers of the American Depository Shares (“ADSs”) of MOL Global pursuant and/or traceable to the Registration Statement issued in connection with MOL Global’s October 14, 2014 initial public stock offering (the “IPO”), seeking to pursue remedies under the Securities Act of 1933 (the “Securities Act”).

### **JURISDICTION AND VENUE**

2. The claims asserted herein arise under and pursuant to §§11 and 15 of the Securities Act [15 U.S.C. §§77k and 77o]. This Court has jurisdiction over this action pursuant to §22 of the Securities Act [15 U.S.C. §77v] and 28 U.S.C. §1331.

3. Venue is properly laid in this District pursuant to §22 of the Securities Act and 28 U.S.C. §1391(b). The acts and conduct complained of herein occurred in substantial part in this District. Following the IPO, MOL Global’s ADSs trade on the NASDAQ and The Bank of New York Mellon was appointed by MOL Global as depository bank for its ADSs program, both of which are located in this District. MOL Global’s agent for service, Law Debenture Corporate Services Inc., is also located in this District.

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

### **PARTIES**

5. Plaintiff Wayne Jewell purchased MOL Global ADSs pursuant and/or traceable to the IPO, as set forth in the certification attached hereto and incorporated by reference herein, and was damaged thereby.

6. Defendant MOL Global, through its operating subsidiary, MOL AccessPortal Sdn. Bhd., provides e-payment solutions for online goods and services in Southeast Asia. Following the IPO, MOL Global ADSs trade on the NASDAQ under the ticker symbol "MOLG."

7. Defendant Tan Sri Dato' Seri Vincent Tan ("Tan") is MOL Global's controlling shareholder and still beneficially owns more than 53% of its common stock post-IPO. Defendant Tan directly sold more than 5.7 million ADSs in the IPO, raising more than \$71.3 million in gross proceeds. Defendant Tan also beneficially owns more than 75% of MOL Ventures, which sold 601,497 shares in the IPO. Defendant Tan also beneficially owns 89.9% of MOL.com Sdn. Bhd, which sold 2,153,568 ADSs in the IPO. Defendant Tan also owns a 60% equity interest in Hotel Resort Enterprise Sdn. Bhd., in which his son Dato' Robin Tan Yeong Ching also owns an additional 40% equity interest in, which sold 2,320,018 shares in the IPO. Defendant Tan also owns a 100% equity interest in MOL Investments Pte. Ltd., which sold 190,152 shares in the IPO.

8. Defendant Ganesh Kumar Bangah ("Bangah"), MOL Global's founder, is, and was at the time of the IPO, a member of the MOL Global Board of Directors and its Chief Executive Officer ("CEO"). Defendant Bangah directly sold 69,924 shares in the IPO. Defendant Bangah also beneficially owns 11.6% of MOL Ventures, which sold 601,497 shares in the IPO.

9. Defendant Allan Sai Wah Wong (“Wong”) was, at the time of the IPO, MOL Global’s Chief Financial Officer (“CFO”). Wong joined MOL Global in August 2014, approximately two months prior to the IPO, and resigned effective on or about November 21, 2014, less than two months after the IPO.

10. Defendants Craig White (“White”), Yit Fei Chang (“Chang”), Eric He (“He”) and Noah J. Doyle (“Doyle”) are, and were or became at the time of the IPO, members of the MOL Global Board of Directors.

11. The defendants named in ¶¶7-10 are sometimes referred to herein as the “Individual Defendants.” The Individual Defendants each signed the Registration Statement issued in connection with the IPO (or were identified therein as incoming directors). Defendants Tan and Bangah are also sometimes referred to herein as the “Selling Shareholders.”

12. Defendants Citigroup Global Markets Inc., Deutsche Bank Securities Inc., UBS Securities LLC and CIMB Securities (Singapore) Pte Ltd (collectively, the “Underwriter Defendants”) are financial services companies that acted as underwriters and joint managers of MOL Global’s IPO, helping to draft and disseminate the offering documents. Each of the Underwriter Defendants either maintains their principal place of business or executive offices in this District, or directed substantial activities toward the State of New York in connection with the IPO.

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

(a) The Underwriter Defendants are investment banking houses that specialize, *inter alia*, in underwriting public offerings of securities. They served as the underwriters of the IPO and shared approximately \$10.125 million in fees collectively. The Underwriter Defendants determined that in return for their share of the IPO proceeds, they were willing to merchandize MOL

Global ADSs in the IPO. The Underwriter Defendants arranged a multi-city roadshow prior to the IPO during which they, and representatives from MOL Global, met with potential investors and presented highly favorable information about the Company, its operations and its financial prospects.

(b) The Underwriter Defendants also demanded and obtained an agreement from MOL Global that it would indemnify and hold them harmless from any liability under the federal securities laws. They also made certain that MOL Global had purchased millions of dollars in directors' and officers' liability insurance.

(c) Representatives of the Underwriter Defendants also assisted MOL Global and the Individual Defendants in planning the IPO, and purportedly conducted an adequate and reasonable investigation into the business and operations of MOL Global, an undertaking known as a "due diligence" investigation. The due diligence investigation was required of the Underwriter Defendants in order to engage in the IPO. During the course of their "due diligence," the Underwriter Defendants had continual access to confidential corporate information concerning MOL Global's operations and financial prospects.

(d) In addition to availing themselves of virtually unbridled access to internal corporate documents, agents of the Underwriter Defendants met with MOL Global's lawyers, management and top executives, and engaged in "drafting sessions" between at least April 2014 and October 2014. During these sessions, understandings were reached as to: (i) the strategy to best accomplish the IPO; (ii) the terms of the IPO, including the price at which MOL Global ADSs would be sold; (iii) the language to be used in the Registration Statement; (iv) what disclosures about MOL Global would be made in the Registration Statement; and (v) what responses would be made to the SEC in connection with its review of the Registration Statement. As a result of those constant contacts and communications between the Underwriter Defendants' representatives and MOL

Global management and top executives, the Underwriter Defendants knew, or should have known, of MOL Global's existing problems as detailed herein.

(e) The Underwriter Defendants caused the Registration Statement to be filed with the SEC and declared effective in connection with offers and sales thereof, including to plaintiff and the Class.

### **SUBSTANTIVE ALLEGATIONS**

14. MOL Global (aka "Money Online") was founded in 2000 and is headquartered in Kuala Lumpur, Malaysia. The Company was formerly known as MOL AccessPortal Sdn. Bhd. and only changed its name to MOL Global, Inc. in April 2014 in connection with preparing for its IPO.

15. Through its operating subsidiary, MOL AccessPortal Sdn. Bhd., the Company provides e-payment solutions for online goods and services in Southeast Asia. MOL Global operates a payments platform, which connects consumers with digital content providers, telecommunications service providers, and online merchants through a network of distribution channels that accept cash and online payment methods. Its primary product is MOLPoints micropayment system, which sells payment credits to purchase online game credits and other digital content, including Facebook game cards. The Company also operates MOLReloads, a distribution network that distributes prepaid mobile airtime and digital content; MOLPay, a payments solution for online merchants; and MMOG.asia, an online games portal. In addition, it sells Internet media products, including promotional services to games publishers and electronic-related services, such as technology outsourcing services.

16. The significant majority of the Company's transactions are conducted through 7-Eleven Malaysia. Both 7-Eleven Malaysia and MOL Global are controlled by Selling Shareholder Tan.

17. MOL Global has undertaken numerous sizable investments and acquisitions since 2009, including:

- In 2009, MOL Global established MOL AccessPortal Co., Ltd., or MOL Thailand, which acquired Funloader, an online gaming distribution platform in Thailand, in exchange for a 45.45% interest in MOL Thailand being issued to Pactolus Co. Ltd. and launched MOLPoints in Thailand;
- In 2011, the Company acquired 100% of Uniwiz Trade Sales, Inc., or Uniwiz, which operates LoadCentral, a pre paid payment platform in the Philippines;
- In 2011, MOL Global subscribed for additional shares of MOL Thailand to increase its equity interest to 49% and MOL Thailand applied the proceeds to acquire 100% of Zest Interactive Co. Ltd., or Zest, a distributor of online games and games accessories;
- Also in 2011, the Company established MOLPay Sdn. Bhd., which acquired NBePay, an e-commerce payment service, from Netbuilder (M) Sdn. Bhd. in exchange for a 49% interest in MOLPay Sdn. Bhd;
- In 2012, MOL Global acquired 65% of Ocash Pty Ltd, a payment service provider specializing in online game credits in Australia and New Zealand;
- Also in 2012, the Company acquired 54.2% of Rixty, Inc., or Rixty, an online payment solution provider based in the United States that has a presence in Brazil;
- In 2012, the Company also acquired approximately 80% of MyCNX Holdings (M) Sdn. Bhd., which operates MMOG.asia, the Company's online games portal which, at the time of the acquisition, operated localized games portals for Malaysia and Thailand;
- In 2013, MOL Global acquired 70% of MOL Turkey Bilgi Sistemleri Yayincilik Gida ve Tekstil Sanayi Ticaret Anonim Sirketi, or PaytoGo, a mobile payment service provider, and 70% of Sihirli Kule Bilgi Sistemleri Ltd., or Game Sultan, a micropayment system;
- Also in 2013, the Company acquired AyoPay, an Indonesian payment service provider that specializes in online distribution of game credits;
- And in 2013, the Company acquired 50% of Nganluong Joint Stock Company, or NganLuong, which provides online payment services and launched MOLPoints in Vietnam;
- In 2014, His Royal Highness Sultan Ibrahim of the State of Johor acquired a 15% interest in MOL AccessPortal from MOL Ventures for \$120 million (MYR385.1 million);

- Also in 2014, the Company signed an agreement with InComm APAC Pte. Ltd., or InComm, to roll out point-of-sale-activated, or POS-activated, cards in Malaysia;
- In April 2014, the Company agreed to purchase Easy2Pay, a mobile payment platform for merchants that facilitates payment by mobile phone subscribers through various gateways, through a complicated agreement to purchase 100% of the outstanding shares of three companies;
- In September 2014, the Company acquired a 51% equity interest in the Turkish company that operates PayByMe, a mobile carrier billing platform that currently operates in Turkey and the Middle East, for TL19,684,800; and
- In August 2014, the Company entered into a non-binding term sheet with respect to its proposed equity investment for a 7% interest in a company engaged in the issuance of prepaid cards and the payment processing and payments collections business in India, for an aggregate purchase price of approximately Rp.640 million, and an option to acquire an additional 3% equity interest at the same price per share.

18. On or about April 17, 2014, MOL Global filed a Form S-1 Registration Statement (Registration Nos. 333-197401 and 333-198897) (collectively, with the final Prospectus later filed, the “Registration Statement”) with the SEC, which following several amendments, would later be utilized for the IPO. On October 8, 2014, at 5:00 p.m. ET, the SEC declared the Registration Statement effective. On or about October 14, 2014, MOL Global and the Underwriter Defendants priced the IPO and then filed the final Prospectus for the IPO, which forms part of the Registration Statement, with the SEC.

19. The Registration Statement was negligently prepared and, as a result, contained untrue statements of material facts or omitted to state other facts necessary to make the statements made not misleading and was not prepared in accordance with the rules and regulations governing its preparation.

20. As the Company’s “Strengths,” the Registration Statement highlighted MOL Global’s “Scalable financial model,” “Flexible technology platform,” and “Proven execution,” stating in pertinent part as follows:



### ***Scalable financial model***

Our business model provides strong operating leverage. The strength of our content partners and the portable nature of digital content serve to reduce our user acquisition costs as we expand internationally. We believe that potential distribution channels in new markets are attracted to the content offered by our partners, which facilitates our cultivation of a local distribution network when we enter new markets organically. In cases where we have expanded to new markets by acquiring an existing distribution network, the content offered by our partners, which includes regional and global content, has facilitated rapid revenue increases that offset the cost of acquisition. Our Adjusted EBITDA increased at a CAGR of 80% over 2011-2013. In addition, our business uses capital efficiently. For the period from 2011 through 2013, our average annual capital expenditures were only 8.0% of revenue, resulting in steady cash flow.

### ***Flexible technology platform***

Our proven and accessible platform for micro-transactions makes us a natural partner for global content providers seeking to monetize online activity in emerging markets. Our platform makes it possible for the majority of the population in Southeast Asia which do not have a credit card or bank account as of December 31, 2013, according to the Frost & Sullivan report, to buy physical or virtual goods and services online and through mobile devices. Website and mobile application developers can easily embed our payment tools into their products. Our acquisitions have allowed us to incorporate technologies that we have then leveraged across our platform. For example, MOLWallet uses technology that was developed by NguanLuong, an online payments solutions provider based in Vietnam in which we acquired a 50% interest in 2013.

### ***Proven execution***

We maintain a local presence in 13 countries across four continents. We have a successful track record of expanding into new countries organically and through acquisition. Since 2009, we have made more than ten acquisitions in seven countries. We have developed the ability to plug our technology platform into existing country-specific user communities and base of distribution partners, while retaining local operational autonomy. Further, we have a proven approach for selecting appropriate markets for entry and acquisition targets that fit our corporate culture. We continue to augment our senior leadership team with local talent from each acquisition. Four of our top nine executives originated from our acquisitions. As a result, we have a multicultural management team that provides us with immense local expertise. Our executives have an average of 12 years of experience in their respective industries, and have on average seven to eight years of experience at MOL and companies acquired by MOL.

21. The Registration Statement emphasized the Company's ability to adapt to and monetize "consumers' increasing use of mobile devices for online activities" over the past couple of years, stating in pertinent part as follows:

In recent years, *we have evolved our product offering in response to consumers' increasing use of mobile devices for online activities*. In each country where we operate a local website for MOLPoints, we also operate a local mobile website, which facilitates access to our website for consumers using mobile devices. We have increasingly partnered with content providers to collect payments for mobile content through MOLPoints. We have mobile carrier billing partnerships with 24 telecommunications service providers operators in eight countries, which offer further exposure to mobile consumers who can pay for MOLPoints through the deduction of prepaid mobile airtime or, with respect to post-paid users, on their monthly statement. For MOLPay, we have a mobile enabled application program interface, or API, which facilitates payment for m-commerce transactions. Furthermore, MOLWallet, which we plan to launch in Malaysia in 2014, is our first product that is targeted primarily to mobile consumers, and MMOG.asia plans to launch four mobile games in the fourth quarter of 2014 including mobile games for the Malaysia, Thailand and Indonesia markets. Our revenue from mobile games has historically not been material.

22. The Registration Statement also emphasized the Company's strong financial results over the past several periods, stating in pertinent part as follows:

*We have experienced substantial growth in recent years*. In the years ended December 31, 2011, 2012 and 2013 and six months ended June 30, 2014, respectively, consumers conducted 6,198,339, 10,905,409, 20,843,529 and 10,840,526 transactions on our MOLPoints platform, involving an aggregate value of MYR175.3 million, MYR371.8 million, MYR589.3 million and MYR338.4 million. For the years ended December 31, 2011, 2012 and 2013 and six months ended June 30, 2014 our revenue was MYR63.2 million, MYR95.6 million, MYR171.5 million and MYR105.1 million, respectively.

23. Concerning the Company's MMOG.asia segment, the Registration Statement stated that "MMOG.asia [was] an online games portal that operates licensed games in Southeast Asia, including through localized portals operated in local languages for Malaysia, Thailand and Indonesia," claiming as to volume that the segment had achieved 32.2 million MYR in fiscal 2013 and 29.1 million MYR in the six months ended June 30, 2014.

24. The Registration Statement also contained the following description of the Company's purportedly robust financial reporting capabilities:

***Reporting Requirements***

MOL AccessPortal is required to provide BNM certain reports in accordance with periodic reporting requirements. This includes the submission of annual audited financial statements no later than three months after its financial year end, and a monthly statistical report on the operation of its e-money scheme no later than the 15th day of the following month. Under the FSA, it is also required to make public its financial statements from time to time subject to any standards that may be specified by BNM.

BNM also has broad powers to request any document or information required for the purposes of exercising its powers or the performance of its functions under the FSA or any other law; examine, without any prior notice, the business and affairs of an e-money issuer; and if it thinks appropriate, issue written directions to an e-money issuer to require it to cease or refrain from committing an act or to do an act which is required to, among others, safeguard the safety, efficiency and reliability of the relevant payment instrument.

Where BNM is of the view that an e-money issuer has breached the FSA, has failed to comply with BNM's directions, has insufficient assets or capital to give adequate protection to its users, or is likely to become insolvent, it may apply for a court order to appoint a receiver manager to manage the whole or part of the issuer's business.

25. The statements referenced above in ¶¶20-24 were inaccurate statements of material fact because they failed to disclose the following material facts that existed at the time of the IPO:

(a) the Company's financial reporting controls were defective, rendering it unable to timely and accurately report and forecast its financial results;

(b) the Company's Revenue and Direct Cost and Other Ancillary Expenses in its Consolidated Statements of Profit or Loss and Other Comprehensive Income for the six-month periods ended June 30, 2013 and 2014 and the year ended December 31, 2013 associated with the Company's Vietnam subsidiary were misstated;

(c) the MMOG.asia segment was experiencing decreased volume due to a shift from online to mobile gaming, which had resulted in the declining popularity of the Company's legacy online games;

(d) the decrease in volume in MMOG.asia segment revenues was being further compounded by technical delays in introducing and monetizing new mobile games on the Company's platform; and

(e) as a result of the foregoing, the Company was not on track to achieve the financial results defendants had led the market to believe MOL Global was on track to achieve in the Registration Statement.

26. Under the rules and regulations governing the preparation of the Registration Statement, MOL Global was required to disclose at the time of the IPO that the Company lacked adequate financial reporting capabilities to timely and accurately report its financial results and forecasts, that it had misstated Revenue and Direct Cost and Other Ancillary Expenses in its Vietnam subsidiary, that the shift from online to mobile gaming had decreased volumes in the MMOG.asia segment, and that that decrease was being further compounded by technical delays in introducing and monetizing new mobile games on the Company's platform. The Registration Statement, however, contained no such disclosures. Pursuant to Item 303 of Regulation S-K [17 C.F.R. §229.303], and the SEC's related interpretive releases thereto, issuers are required to disclose events or uncertainties, including any known trends, that have caused, or are reasonably likely to cause, the registrant's financial information not to be indicative of future operating results. At the time of the IPO, the adverse events and uncertainties associated with the trends described above were reasonably likely to have a material impact on MOL Global's profitability and, therefore, were required to be disclosed in the Registration Statement.

27. The IPO was successful for the Company, certain selling stockholders and the Underwriter Defendants, with MOL Global issuing and selling more than 7.485 million ADSs of MOL Global to the public at \$12.50 each, raising \$93.6 million in gross proceeds (\$87.9 million in net proceeds after deducting underwriting discounts, commissions and offering costs) and the selling stockholders, including Selling Shareholders Tan and Bangah, selling another more than 6 million ADSs, raising \$75.2 million in gross proceeds (\$60.7 million in net proceeds):



Source: Nasdaq

MOL Global IPO at the Nasdaq exchange

28. At the time of the filing of this action, MOL Global ADSs are trading below \$2 each, *a more than 85% decline from the IPO price.*

### CLASS ACTION ALLEGATIONS

29. Plaintiff brings this action as a class action on behalf of all those who purchased MOL Global ADSs pursuant and/or traceable to the Registration Statement issued in connection with the IPO (the “Class”). Excluded from the Class are defendants and their families, the officers and

directors and affiliates of defendants, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns, and any entity in which defendants have or had a controlling interest.

30. The members of the Class are so numerous that joinder of all members is impracticable. While the exact number of Class members is unknown to plaintiff at this time and can only be ascertained through appropriate discovery, plaintiff believes that there are hundreds of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by MOL Global or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

31. 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.

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

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

- (a) whether defendants violated the Securities Act;
  - (b) whether the Registration Statement was negligently prepared and contained inaccurate statements of material fact and omitted material information required to be stated therein;
- and

(c) to what extent the members of the Class have sustained damages and the proper measure of damages.

34. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

### **COUNT I**

#### **For Violation of §11 of the Securities Act Against All Defendants**

35. Plaintiff incorporates ¶¶1-34 by reference.

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

37. The Registration Statement for the IPO was inaccurate and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading, and omitted to state material facts required to be stated therein.

38. Defendants are strictly liable to plaintiff and the Class for the misstatements and omissions.

39. None of the defendants named herein made a reasonable investigation or possessed reasonable grounds for the belief that the statements contained in the Registration Statement were true and without omissions of any material facts and were not misleading.

40. By reason of the conduct herein alleged, each defendant violated, and/or controlled a person who violated, §11 of the Securities Act.

41. Plaintiff acquired MOL Global ADSs traceable to the IPO.

42. Plaintiff and the Class have sustained damages. The value of MOL Global ADSs have declined substantially subsequent to and due to defendants' violations.

43. At the time of their purchases of MOL Global ADSs, plaintiff and other members of the Class were without knowledge of the facts concerning the wrongful conduct alleged herein and could not have reasonably discovered those facts prior to the disclosures herein. Less than one year has elapsed from the time that plaintiff discovered or reasonably could have discovered the facts upon which this complaint is based to the time that plaintiff commenced this action. Less than three years has elapsed between the time that the securities upon which this Count is brought were offered to the public and the time plaintiff commenced this action.

## COUNT II

### **For Violation of §15 of the Securities Act Against Defendants MOL Global and the Individual Defendants**

44. Plaintiff incorporates ¶¶1-43 by reference.

45. This Count is brought pursuant to §15 of the Securities Act, 15 U.S.C. §77o, against MOL Global and the Individual Defendants.

46. The Individual Defendants each were control persons of MOL Global by virtue of their positions as directors and/or senior officers of MOL Global. The Individual Defendants each had a series of direct and/or indirect business and/or personal relationships with other directors and/or officers and/or major shareholders of MOL Global. Defendant Tan controls MOL Global by virtue of his majority beneficial ownership of its common stock pre- and post-IPO. The Company controlled the Individual Defendants and all of MOL Global's employees.

47. The Individual Defendants were each culpable participants in the violations of §11 of the Securities Act alleged in Count I above, based on their having signed or authorized the signing of the Registration Statement and having otherwise participated in the process which allowed the IPO



to be successfully completed. MOL Global was a culpable participant in violations of §11 of the Securities Act alleged in Count I above, based on its control of the Individual Defendants and having otherwise participated in the process which allowed the IPO to be successfully completed.

**PRAYER FOR RELIEF**

WHEREFORE, plaintiff prays for relief and judgment as follows:

A. Determining that this action is a proper class action, designating plaintiff as Lead Plaintiff and certifying plaintiff as a Class representative under Rule 23 of the Federal Rules of Civil Procedure and plaintiff's counsel as Lead Counsel;

B. Awarding compensatory damages in favor of plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

C. Awarding plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees;

D. Awarding rescission or a rescissory measure of damages; and

E. Such equitable/injunctive or other relief as deemed appropriate by the Court.

**JURY TRIAL DEMANDED**

Plaintiff hereby demands a trial by jury.

DATED: December 2, 2014

ROBBINS GELLER RUDMAN  
& DOWD LLP  
SAMUEL H. RUDMAN  
MARY K. BLASY

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