

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK: COMMERCIAL DIVISION**

SONNY ST. JOHN, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

CLOOPEN GROUP HOLDING LIMITED,
CHANGXUN SUN, YIPENG LI, KUI ZHOU,
QINGSHENG ZHENG, XIAODONG LIANG, ZI
YANG, MING LIAO, FENG ZHU, LOK YAN HUI,
JIANHONG ZHOU, CHING CHIU, COGENCY
GLOBAL INC., COLLEEN A. DEVRIES, GOLDMAN
SACHS (ASIA) L.L.C., CITIGROUP GLOBAL
MARKETS INC., CHINA INTERNATIONAL
CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED, TIGER BROKERS (NZ)
LIMITED, and FUTU, INC.,

Defendants.

Index No. 652617/2021

Part 53: Hon. Andrew Borrok

ORAL ARGUMENT REQUESTED

**DECLARATION OF GUOZHANG WANG IN SUPPORT OF MOTIONS FOR
(1) FINAL SETTLEMENT APPROVAL; (2) ATTORNEYS' FEES AND PAYMENT OF
LITIGATION EXPENSES; AND (3) PLAINTIFFS' SERVICE AWARD**

I, GUOZHANG WANG, hereby declare as follows:

1. I am the Court-appointed Lead Plaintiff in the securities class action filed in the United States District Court for the Southern District of New York (the “Federal Court”), captioned *Dong v. Cloopen Group Holding Limited, et al.*, No 1:21-cv-10610-JGK-RWL (S.D.N.Y.) (the “Federal Action”),¹ which alleged substantively similar claims to those brought in the above-captioned action against substantially similar defendants on behalf of a substantially similar Class of investors. I submit this declaration in support of: (1) Plaintiffs’ Motion for Final Approval of the Proposed Settlement and the Proposed Plan of Allocation; and (2) Plaintiffs’ and Class Counsel’s Application for an award of Attorneys’ Fees and Litigation Expenses (which also includes my application for a service award of \$7,500.00 for the time and effort I have spent on behalf of the Class in this matter).

2. As a Lead Plaintiff, I have consistently understood that, throughout these proceedings, I have had the obligation to do my best to represent not only my own interests, but also to faithfully represent the best interests of all other members of the Class of investors in Cloopen Group Holding Limited (“Cloopen”) American Depository Shares (“ADS”). I respectfully submit that I have discharged those duties to the best of my ability, including by: (a) consulting regularly with my counsel at Berger Montague PC; (b) producing documents in response to document requests served on me by Defendants; (c) reviewing important litigation briefs and court orders; and (d) otherwise generally following the course of the litigation and the mediation process that ultimately resulted in the \$12 million settlement.

¹ Unless otherwise specified, all docket references herein relate to the Federal Action and appear as “ECF No. ___.”

3. As reflected on my brokerage account statements, all of my transactions in Cloopen ADSs during the Class Period consisted of my purchase of 111,075 ADSs, including ADSs purchased pursuant or traceable to Cloopen's February 9, 2021 initial public offering ("IPO"), and suffered a loss of approximately \$2,016,492 on a last-in-first-out ("LIFO") basis, as well as a loss of approximately \$1,064,282 under a rescission methodology applicable to Securities Act claims. Accordingly, like other members of the Settlement Class, I suffered losses as a result of my class period transactions in Cloopen ADSs.

4. I chose to be involved in this action as a Lead Plaintiff because I was committed to vigorously prosecuting this lawsuit. Indeed, I have been actively involved in the prosecution of this Action, beginning with my decision in early 2022 to retain Berger Montague PC as my counsel and the subsequent filing of my motion for appointment as Lead Plaintiff in the Federal Court on February 8, 2022. ECF No. 45.

5. In connection with my efforts on behalf of the Class, over the past nearly two years, I have, among other things:

- a. Researched and followed the performance of Cloopen ADSs;
- b. Contacted counsel, specifically the specialist securities class action firm of Berger Montague PC, to discuss the securities claims against the Defendants and my potential leadership role on behalf of investors in Cloopen ADSs;
- c. Reviewed drafts of my lead plaintiff motion (ECF No. 45), as well as the response in opposition to competing lead plaintiff motions (ECF No. 61) and the reply in further support of my lead plaintiff motion (ECF No. 63);
- d. Reviewed drafts of the Amended Class Action Complaint filed in the Federal Action on May 31, 2022 (ECF No. 84);

- e. Reviewed Cloopen's motion to dismiss, as well as the other Defendants' joinder thereto, filed in the Federal Action on July 15, 2022 (ECF Nos. 92-97), drafts of Plaintiffs' opposition to the motion to dismiss filed in the Federal Action on August 15, 2022 (ECF No. 104), and Defendants' reply briefs in further support of the motion to dismiss filed in the Federal Action on September 14, 2022 (ECF Nos. 110-111);
 - f. Reviewed the Federal Court's March 16, 2023 Order denying Defendants' motion to dismiss the Amended Class Action Complaint (ECF No. 113);
 - g. Searched for, located, and produced documents in response to Defendants' Requests for Production of Documents;
 - h. Read and reviewed the numerous briefs and pleadings filed in the Federal Action throughout the case;
 - i. Consulted regularly with my counsel at Berger Montague PC (Michael Dell'Angelo and Andrew Abramowitz) by phone, email, and WhatsApp regarding important developments in this case, including, beginning in early 2023, the possibility of mediating, overall settlement objectives, and potential settlement terms; and
 - j. Engaged in various settlement-related discussions with my counsel, including both discussions before and after the February 2023 mediation and later discussions regarding the "mediator's proposal" of May 2023, which forms the basis of the proposed \$12 million Settlement.
6. In total, I conservatively estimate that I have spent roughly 46 hours in connection with discharging my duties as Lead Plaintiff in the Federal Action.

7. Based on the time and effort I have spent on this case, the success achieved in obtaining an excellent \$12 million settlement on behalf of the Class, and my understanding from my counsel that service awards are regularly awarded in similar circumstances by New York courts, I respectfully ask the Court to approve my request for a service award of \$7,500.00.

8. I also understand that my counsel, Berger Montague PC, intends to seek an award of attorneys' fees in the amount equal to 10.00% of the \$12 million Settlement Fund, plus reimbursement of their reasonable expenses. I know that my counsel here agreed to represent me and the Class on a fully contingent basis, and to advance all litigation costs and expenses, so that they risked being paid nothing at all if this case was unsuccessful – and I am advised that all other Class Counsel also agreed to work for the Class on the same basis. I understand that the total aggregate amount of award of attorneys' fees sought by Class Counsel will not exceed 33.3% of the \$12 million Settlement Fund. Based on my experience working with my counsel at Berger Montague PC, my understanding that contingent fees of 1/3 of the recovery are not unusual, the excellent result achieved, and my understanding that a 1/3 fee (even if awarded in full) will not result in a significant “multiple” on the value of counsels' time (*i.e.* hourly rates x hours spent) spent on this case, I support counsel's fee and expense application.

9. In sum, I respectfully request the Court approve: (1) Plaintiffs' Motion for Final Approval of the Proposed Settlement and the Proposed Plan of Allocation; (2) Class Counsel's Motion for Attorneys' Fees and Litigation Expenses, and (3) my application for a service award in the amount of \$7,500.00.

10. I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 18, 2023



GUOZHANG WANG