



STRICTLY PRIVATE AND CONFIDENTIAL



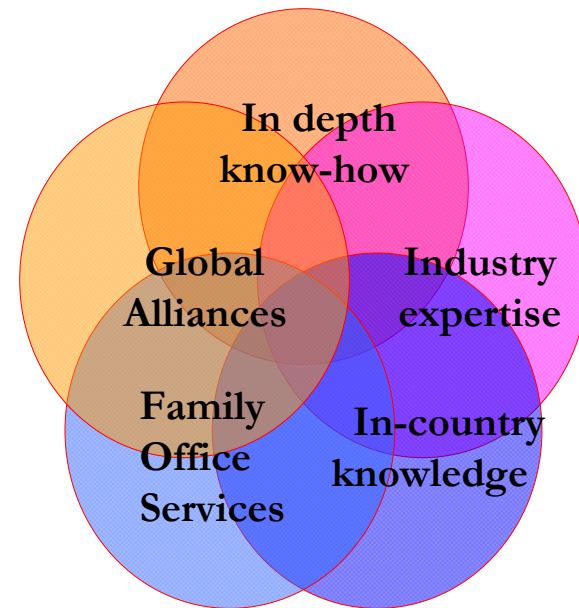
MORGANJONES
& Partners

Growth • Capital • Advisors

Corporate Overview

Over 35 years experience and knowledge

- Morgan **Jones** and Partners amalgamates the advisory expertise of Jones Consulting, founded in Switzerland in 1988, The Management Group, Incorporated in the United States in 1977, and the expertise arising out of engagements with other predecessor companies in which its Partners were previously engaged, together with their wide array of long standing business, legal, audit and accounting professional service alliances in Europe, the USA and Asia. By fusing the diverse expertise of its Partners, evolved over a combined century, with its wide business know-how and business alliances - spanning three diverse geographic regions - Morgan **Jones** and Partners create a bridge between China, the Americas' and Europe.
- Today Morgan **Jones** and Partners, with offices in Switzerland, the United States and China, boast over 100 firm and alliance-wide associates, assimilated in one harmonious energy force centred on a few select, exclusive Clients.



A few of our prestigious clients

SAVOY



GIVENCHY

LAURA ASHLEY



RALPH LAUREN HOME



1.855.2ARVIDA

Arvida Realty, LLC, a St. Joe Company









MORGAN JONES & Partners

Growth • Capital • Advisors

联想控股
LEGEND HOLDINGS
BUILDING GREAT COMPANIES



Shandong Rizhao Maritime
Academy



中洋迅捷环保科技有限公司
ZHONGYANG XUNJIE ENVIRONMENTAL PROTECTION TECHNOLOGY CO.,LTD

tbbx
The Binary Betting Exchange



WHITEWATERRESOURCES



MORGAN JONES & Partners

Growth • Capital • Advisors



经易期货经纪有限公司
JINGYI FUTURES CO.,LTD



HERUN KIRIN
合 | 润 | 麟



Morning Capital Group



北汽国贸
BAIC IC

BAIC INTERNATIONAL CORPORATION



HAILEI AND LONDON



China National Petroleum Corporation





MORGAN JONES & Partners

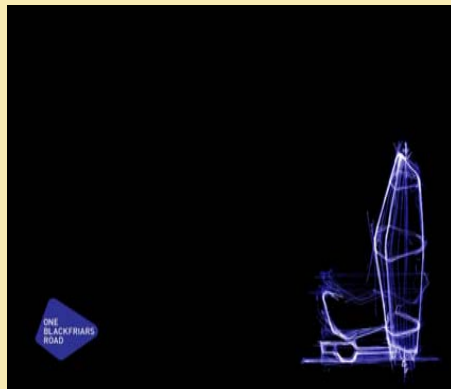
Growth • Capital • Advisors





MORGAN JONES & Partners

Growth • Capital • Advisors



ETHER *ETHER AG*

valcambi
suisse



首都之窗
www.beijing.gov.cn

Beijing-China

Beijing Industrial Promotion Bureau



Summary

Acquisitions

Research and identify suitable targets. Prepare Teaser. Prepare and undertake approach. Submission of offer. Assist negotiations and advise on deal structure. Regulatory and tax advice; structuring and domicile of Acquisition SPV (if applicable).

Divestitures

Preparation of Teaser. Address select potential acquirers. Preparation of placement documents. Management presentations. Liaison with legal counsel in drafting transaction documentation. Assistance with deal structuring and closing.

Joint Ventures

Identify and assist negotiations with JV Partner. Advice on equity structure and form. Assistance with regulatory and licensing applications. Liaison with legal and tax counsel. Review, and where required register, Intellectual Property.

Capital Raising

Private Placement or IPO. Strategic review of company's operations. Preparation of 5 year Business Plan. Identify broker, placing agent; market; agree valuation/pricing. Assistance with drafting of Information Memorandum.

Morgan Jones believes in the science of strategy and that this scientific approach is industry and institutional classification segment independent. We apply seasoned reasoning in understanding our client's current business and then undertake all of the requisite professional processes and methods at our disposal to map a **GROWTH CAPITAL SOLUTION**. Currently, we have in-house, and close working relationships with external, professional expertise in the following industries:

- Construction and infrastructure projects;
- Transportation and Logistics;
- Business and Financial Services;
- Heavy Industries;
- Marketing and Media;
- Resort, Residential and Commercial Real Property;
- Fashion, Consumer Goods, Retail, Food Service;
- Hospitality sector, hotel acquisition and management;
- Sports and Entertainment;
- Agriculture;
- Digital Technology;
- Natural Resources – Mining;
- Telephone and Communications;
- Medical Healthcare, Pharmaceuticals and Biotech; and
- Energy services, including renewable energy.

Overview

5 year Strategic Business Plan

In-house management workshops. In depth, systematic market studies; leading to the preparation and presentation of a 5-year Strategic Business Plan.

Offering Memorandum or Prospectus

Assistance in drafting the Private Placement Offering Memorandum and other contractual documentation. If an IPO is the preferred route, identify and work with the placing broker/dealer to identify the appropriate market and prepare the Offering Prospectus.

Identify target groups and make approaches.

If a private placement: Identify target investor groups and make approaches. For the event of an IPO, liaise with the placing agent to identify qualified investors.

Negotiations

For private placements: Advice in respect of negotiations, valuation advice and, if required, tax structuring. Assistance in respect of the transaction closing. Identify and obtain all requisite regulatory approvals and licenses.

Intellectual Property

Working with expert IP counsel; undertake a comprehensive review of all client IP's and, where required, make a filing in the relevant jurisdictions. On-going monitoring of IP's for infringement.

For a select number of client companies requiring capital to implement well-defined growth plans, Morgan Jones provide tailored Growth Capital Advisory services, which are designed to maximize the immediate and continued success of the client and provide a prudent return to the investor,

These client companies will provide excellent investment opportunities insofar as they possess a combination of proven products or services, sound management and controls, and well structured financial, marketing and business plans.

Overview

Review of client's target industries / markets

Where a target has not been previously identified by MJP, undertake in-house discussions with clients' management to agree industry segment, geographical location and price range..

Identify appropriate targets

Conduct detailed market research in the identified industry sector. Consider the particular implications of a publicly traded target.

Prepare Teaser

Prepare teaser. Also give consideration to foreign currency issues, acquisition structuring (SPV), and any regulatory and/or licensing requirements.

Approaches

Approaches to multiple Targets. Evaluate responses and assist decision making process. Consideration of initial and final price ranges.

Assistance with negotiations / structuring

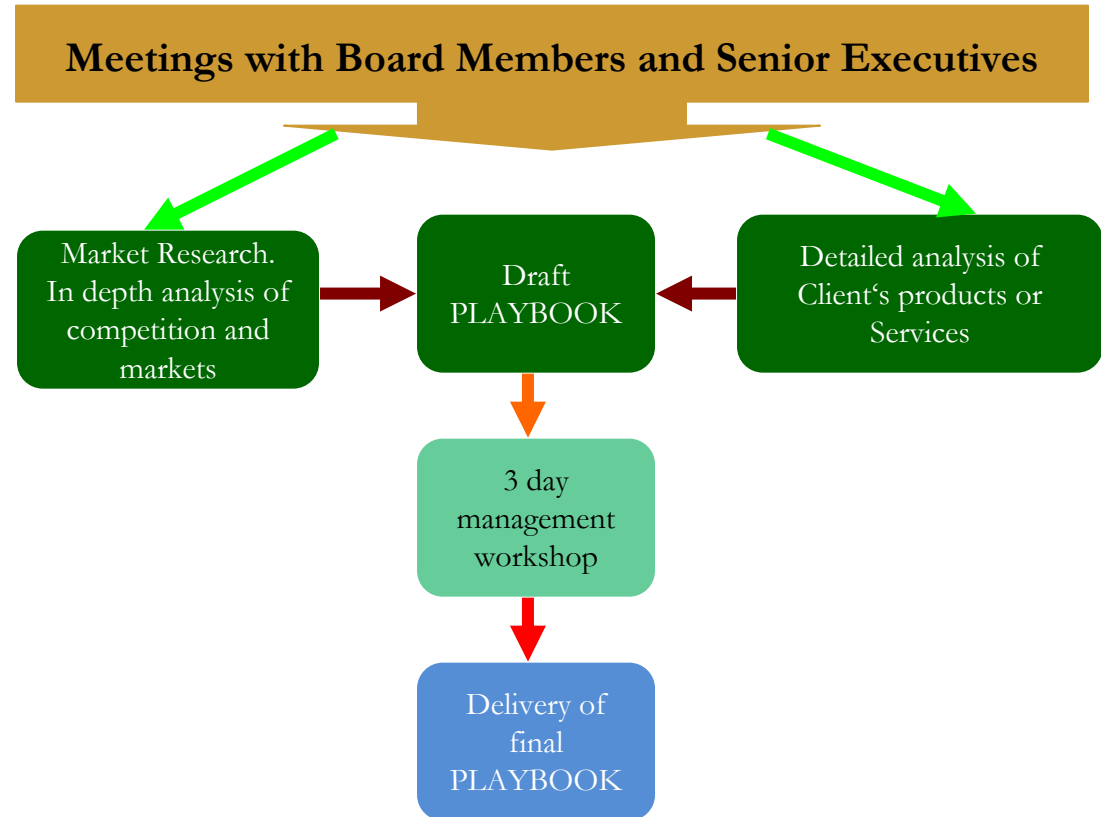
Assistance with the negotiation process, review and opine on valuation proposals, structuring of the acquisition vehicle, tax and legal due diligence and closing documentation.

For a select number of client companies requiring capital to implement well-defined growth plans, Morgan Jones provide tailored Growth Capital Advisory services, which are designed to maximize the immediate and continued success of the client and provide a prudent return to the investor,

These client companies will provide excellent investment opportunities insofar as they possess a combination of proven products or services, sound management and controls, and well structured financial, marketing and business plans.

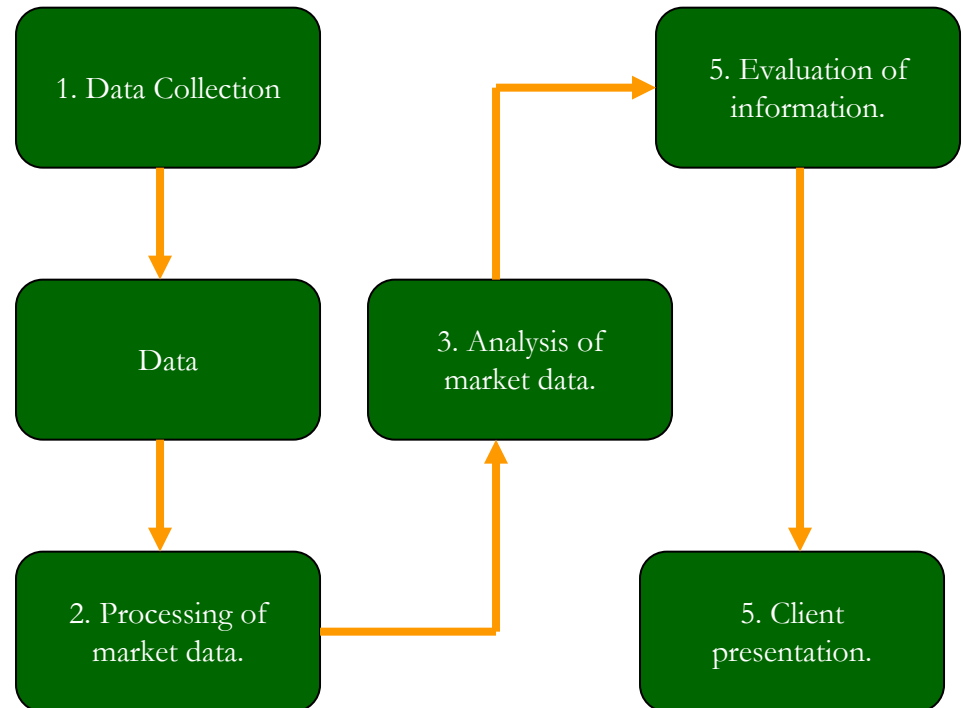
IN DEPTH EXPERIENCE IN THE PREPARATION OF COMPREHENSIVE 5-YEAR STRATEGIC PLANS

These encompass corporate structuring, strategic policies, brand building and placement, market planning and market entry, capital raising (where required) and 3-day senior management workshops and seminars, all culminating in the production of a tailored “PLAYBOOK” as a final product deliverable to the client.



Morgan Jones understands and appreciates the value of, and the disciplines which are required to be brought to bear in, mastering new markets. The size, scope, depth, choice of distributor /and/or local partner and relevant distribution channels, branding (and brand building), international and local competition and unique nuances, structures and historical established platforms all have a profound impact on the speed and potential success of a companies access a specific market. This is especially true when contemplating access to the large emerging markets such as China for Western industrialized goods, products, services and brands; and, conversely, for the emerging Chinese enterprises considering expansion into the global market place. Morgan Jones offer a full range of new market and marketing research services in a wide variety of research categories and industries. Our core competencies are in the principal market research categories and, in particular, in the field of *intellectual property rights*.

The Market Research Process



Family Office Services

In addition to its general practice, Morgan Jones has in-depth expertise in the provision of highly personalised and exclusive Family Office services to wealthy individuals and their families; having, during the past twenty years, established and managed family offices and provided advisory services for:

- A founding family of the State of Kuwait;
- A brother-in-law of King Fahd of Saudi Arabia;
- A member of the ruling family of the State of Qatar; and
- A U.K. financial services sector Billionaire.



Our Family Office Services include:

Estate and Inheritance Planning

Tax planning; relocation; residency

Acquisitions and Divestitures

Portfolio structuring

Children's Education

Aircraft / Yacht Management

Management of real property

Personal Security / Staff Vetting

WE HAVE BUILT EXTENSIVE WORLDWIDE ALLIANCES BY WHICH TO BETTER SERVE OUR CLIENTS. THESE INCLUDE:

Our Alliances

Audit; Forensic Accounting; Accounting

- Turner Jones and Associates, P.L.L.C. is one of the fastest growing, quality-oriented certified public accounting, audit and Public Company Audit Oversight Board (PCAOB) qualified firms in the US with an inter-related international affiliate network. Based in the Washington Metropolitan area, the company of professionals works with small and mid-cap public companies as well as related and required industry (FINRA) and governmental agencies (SEC) . The combination of personnel and expertise that Turner Jones has developed, over 40 years of practice, offers their clients unique skills in accounting, tax and public company advisory services: www.turnerjones.com

Full Service Registered Broker Dealer

- Maxim Group is a leading investment banking, securities and investment management firm. The Firm provides an array of financial services including: investment banking, equity research, private wealth management, structured products, and global institutional equity, fixed-income and derivative sales & trading to a diverse range of corporate clients, institutional investors and high net worth individuals: www.maximgrp.com

Public and Government Affairs

- Ikon Public Affairs is a leading, respected and “FULL SERVICE” public, government and political affairs strategic marketing group based in Washington D.C. Ikon has offices throughout the U S and a network of affiliates in major political capitals in Europe, China, Asia and worldwide. While the world community expands through business, commerce, finance and alliance bridges, the public, civic and political good will to fuel growth capital solutions requires a keen knowledge of and working relations with government. Ikon is a Zen Master of Public Affairs demonstrating that you can get things done through government: www.ikoninc.net

ASSISTANCE WITH UNIVERSITY AND BOARDING SCHOOL PLACEMENT

- We offer a personalised program to assist the placement of graduate or post graduate students at top Universities and colleges in the United States, the UK and Australia.
- We also offer a tailor made program for the placement of younger students at top boarding schools, from which they are enabled to build a path to subsequent placement at top Universities.



WE OFFER CUSTOMIZED EXECUTIVE LEADERSHIP SEMINARS

MORGAN JONES and Partners believes in the power of designing, engineering and constructing bridges of information, education and enlightenment to span better business, finance and economic understanding. Through one-to-one interaction in **Appointment & Invitation Only** conferences, forums, seminars and workshop, we create strengthened collegial relationships, wider associations and generate lasting alliances.

We have developed a range of executive leadership seminars with a number of prestigious institutions. Clients may elect our standardized programs. Alternatively, working with the relevant institution, we are enabled to provide customized seminars to meet the aims and objectives of individual clients’.



In collaboration with Harvard University, we offer 5-day executive leadership developing seminars.



The Institute for Financial Markets (IFM), a nonprofit foundation, is recognized for providing balanced and unbiased financial education, ethics training, and one-of-a kind data services. Its courses, study manuals and research are used by investors, financial industry professionals, stock and commodity exchanges and academics



In conjunction with two highly distinguished U.S. military affiliated institutions, MORGAN JONES and Partners have designed and developed **ALL-INCLUSIVE** Military-Style Leadership Executive Education Programs offering **two** separate, distinct and unique curricular, locations, venues and executive experiences.



At the **George C. Marshall Foundation** located at the **Virginia Military Institute**, we offer tailor-made executive leadership conferences, covering a wide spectrum of programs, imparting specific information and skills in depth, informed perspectives on timely issues and best leadership practices.





Executive Conferences

The seminars conducted at **Thayer West Point** include great historical Military Style Leadership education progression from ancient military treaties and philosophies attributed to Sun Tzu's "The Art of War" and the U.S. Seal Team Six "Extreme Mission Ownership" as developed, taught and applied at the U.S. West Point Military Academy, the U S Army Command, and the U.S. military Staff College and War College officer training programs.



ZEG Leadership Academy at West Point 2013



Executive Conferences



Kenneth R. Jones: Managing Partner - Europe and Chief Executive Partner founded Jones Consulting, Zug, Switzerland (in 1988) and is a founder and a principal partner in MORGAN JONES and Partners since its combination and inception. Educated in England and Switzerland, for the past 30 years Kenneth has been active in international finance. He has assisted in a number of structured acquisitions as well as private placements in the United States and European, and advised small European technology companies in the initial listing of shares on the NASDAQ Exchange in the United States. Kenneth serves on the boards of a number of non-Swiss and Swiss domiciled companies, and has consulted to companies engaged in a variety of service industries and manufacturing disciplines. Together with Joe Vincent, Kenneth is responsible for the day-to-day operations of the Company and has been primarily responsible for developing the Company's various alliances and joint-ventures. In addition, he has established and managed family offices for Middle East and British ultra-high-net-worth families. He holds dual British/Swiss Nationality. . Mobile: +41 70 403 2244

B. Joseph Vincent: Managing Partner – Americas' and Chief Strategy and Marketing Partner is founder of The Management Group, Inc, USA (in 1977) and a founder and a principal partner of Morgan Jones and Partners since combination and inception. Mr. Vincent, is chairman emeritus of public traded AIMS Worldwide, Inc, is a general partner in a number of private partnerships and funds and has been a consultant and of counsel "strategist" to large (St. Joe/Arvida) and emerging (Firehouse Restaurant Group, Inc.; UCI Web Group, Inc. and IPG Integrated Power Group, Plc.) businesses for the past 20 years. Prior, in 1990 he founded, and served as executive vice-president and chief operating officer, of Businesship International, Inc., a private \$3.5 billion multi-national, multi-disciplined Saudi-America holding company with equities in the information, education, distributive services and hospitality industries. From 1979 to 1998, Mr. Vincent served as president and chief operating officer of Communications Group, Inc., and was principal in charge of corporate development, merger/acquisitions and capital creation leading to the first marketing communication services "roll-up" SEC IPO registration in 1987. From 1965 to 1978 he served in varying executive capacities for Visual Graphics Corporation (American Stock Exchange), Recognition Equipment, Inc. (NASDAQ), and Control Data Corporation (NYSE). Mobile: +1 561 289 4881

Erwin H. Müller : Director, Business Development

Prior to joining MORGAN JONES and Partners as Director, Business Development Erwin was self employed, specialising in marketing and sales of vulcanising and other machinery for the rubber industry. Erwin is highly proficient in project development, marketing, sales analysis, customer profiling and contract fulfillment. Among other assignments, he led projects on behalf of his company in: South Africa; U.S.A.; North Africa; the Middle and Far East; the United Kingdom; Finland; Sweden; Germany; Holland; Austria; and Spain, and a number of other European territories.

A Swiss national, his mother tongue is German and he is also fluent in the English language. Erwin holds diplomas from Swiss Business Schools in Advertising, Commercial Agency, and Sales and Marketing. He was appointed to Morgan Jones and Partners as Director, Business Development on 1st January 2014. Mobile: +41 79 756 0927

Robert Pagen: Partner and Managing Director - MJP, Beijing office. A native New Yorker, Robert's professional experience includes a decade at Verizon Communications in New York implementing projects for enterprise clients in the telecom giant's Special Services division. This involved implementing technical delivery solutions for some of the Telecom's most demanding corporate clientele at hundred's of corporate offices. Prior, Robert was a Major Account Manager for Dow Jones Telerate in Hong Kong. His responsibilities were to recommend financial information products from DJ's portfolio to large international banks and other financial institutions. Previously, Robert was employed by Robert Bloomberg, Hong Kong, and as a Copy Writer and Account Executive at Leo Burnett. Included among his client's, Robert wrote speeches for Chris Patten, the last colonial governor of Hong Kong. Marlboro, Swarovski, and officials of the Hong Kong government.

Robert received his Bachelors degree in Economics and East Asian Studies from the Queens College of the City University of New York, where he qualified for the Economics Honor Society. He completed a year of coursework at China's Guangzhou ZhongShan University on scholarship in 1994. Robert is an accomplished swimmer and TriAthelete and has served as a Water Safety Instructor since high school in Forest Hills, Queens, New York. Robert, who is conversant in Spanish and Chinese, lives with his wife and child in Beijing. Mobile: +86 138 1143 8530



Rockefeller Michael Yuliang Sun: Partner. Mr. Sun received his Bachelor of Science Degree in Engineering from Dalian Naval College, an LLM from the University of Natal in South Africa and, in 2003, a diploma from the EU-China *WTO Legal Experts Seminar*. Mr. Sun is a director of Morning Capital Group and a senior partner of Qingtai Law Firm, where he is the Director of the Department of International Investments. He has over thirteen years experience as an expert lawyer in the field of international capital operations, including Initial Public Offerings and Reverse Takeovers. He is a Visiting Professor of Singapore Washington Business College and a frequent guest speaker at the China Investment Promotion Institute.

Mr. Sun is an expert in international M&A and has acted as an advisor on more than 100 acquisitions undertaken by Chinese companies abroad and in excess of 50 acquisitions by foreign companies of mainland China enterprises, including transactions in Switzerland, Germany, Singapore, Spain, Dubai, Australia, Belgium, Denmark and Japan.. Mr Sun also acts as legal advisor to Qingdao Airport, the Qingdao Local Government and the Peninsula City Daily, among many others.
Mobile: +86-13708993183

Han Wang – Partner, Beijing: Han joined MORGAN JONES and Partners as a Partner and a Director in Beijing in May 2014 from American International Group (AIG) China, where he served as VP and Head of Client Management for China region and was in charge of developing major account relationships with the largest State Owned Enterprises (SOE's) of China directly at Corporate-suite level.

Han is a well respected professional in the Financial Services industry with more than 18 years of working experiences in both the USA and China with Global Fortune 500 companies, especially with the largest insurance and reinsurance entities. He has developed and maintains strong relationships with financial regulators in China (People's Bank of China, China Banking Regulatory Commission, China Securities Regulatory Commission and China Insurance Regulatory Commission) and with the largest insurance/reinsurance companies, SOEs, and their respective finance and asset management arms in China.



Our team includes

Prior to his position at AIG, China, Han was VP of Client Markets for Swiss Reinsurance Co. Ltd., Beijing Branch for 3 years, where he managed the largest portfolio for Swiss Re China, comprising 26 insurance company clients, played a vital role in structuring an investment in a Chinese insurer by Swiss Re, and developed strategic partnerships with key clients by providing capital and reinsurance solutions to them.

Han returned to Beijing, China from Philadelphia, USA in 2008 when he took the expatriate job to manage the JV between ACE Group and Huatai Insurance Co. Ltd. in China as Manager of Northern Region China, where he helped Huatai to grow its broker channel business from RMB 100 million to 500 million in 2 years. During his time with ACE Group in the USA and Bermuda since 2003, Han was Reinsurance Manager and Secretary to the Group Reinsurance Committee for 5 years, when he assisted the CEO and senior management team in setting risk management and reinsurance strategies. Prior to ACE Group in Philadelphia and Bermuda, Han worked for Towers Perrin (now Towers Watson) as Senior Consultant for Insurance for 3 years. He also worked for SEI Investments, a large mutual fund company in Oaks, Pennsylvania for 1 year.

Han received his MBA with Honors in the dual concentrations of Finance and MIS from Drexel University, Philadelphia, USA in 2000, and his Bachelor Degree with Honors in MIS from Nankai University, Tianjin, China in 1996.

Han is bilingual in Chinese and English and resides with his wife and child in Beijing.

Mobile: +86 138 1022 5657

Gerald Garcia Jr. – Media Technology and Properties. Gerald is a recognized authority, expert and leading growth Capital Advisor in the field of media technologies, properties and services. Gerald joined MORGAN JONES and Partners “Of Counsel” Advisors upon his recent retirement in 2010 as Chairman, President and CEO of AIMS Worldwide, Inc. Prior Gerald has a historic professional career as a senior executive with some of the worlds largest and most successful public and private owned media property companies and newspaper operations. In his long, distinguished and illustrious career, Gerald served as Senior Consultant to Lee Newspaper Group (recent acquirer of Pulitzer Newspapers), Senior Vice President and Editor in Chief, of the Houston Post, Texas, Editor in Chief, Los Angeles Newspaper Group, California, Publisher of the New Britain Herald, Connecticut and Editor and Publisher of the Knoxville Journal, Tennessee. Prior Gerald served as Editor, Publisher and Regional Vice President of Gannett Newspapers West, Editor and Publisher of Tuscan Citizen, Arizona, USA Today’s Regional Launch Team General Manager, Editor of the Kansas City Star, Missouri and Assistant Editor of the Ft. Worth Star-Telegram, Texas – CapCities/ABC/Walt Disney Company. Gerald is a member of the National Association of Hispanic Journalist “Hall Of Fame” and holds numerous journalism awards and is a graduate B.A. journalism from Texas A& M University.

David Woodcock – Marketing, Branding, Licensing and Entrepreneurship. David Woodcock is a leading authority in marketing sciences, branding, licensing and entrepreneurship. Dave joined MORGAN JONES and Partners “of counsel” advisor upon inception. David currently serves as Chairman of the College of Business at Western Carolina University. Prior and in an illustrious career Dave was as founder and was a Board member and Managing Partner of Harrell Woodcock and Linkletter, L P a private investment management general partnership of global note with Wilson Harrell and recognized broadcast icon and personality Art Linkletter. Prior Dave was president and CEO of Harrell International, the world’s largest public traded international food service distributor. Dave is widely credited as a personal advisor and consultant to Pete Rozelle, Commissioner of the US National Football League and was responsible for the initial research, strategy, plan and eventual organization of NFL Properties, Inc. Among his other notable accomplishments, Dave was a founder and advisor to the INC. Magazine Council of Growing Companies, Inc I00 Awards and has served as Chairman of the board of Most Home.Com and the Jockey Guild, a not for profit professional jockey association.