

GENESIS GLOBAL CAPITAL

Providing comprehensive services and investment capital for global enterprises.



*our vision

Genesis Capital is a managing advisor and investment firm that specializes in investing and providing a turn-key solution for small and mid-sized companies desiring to be publicly listed.

Genesis represents a collection of specialists with expertise in all facets of public listings, equity and debt financing and after market support for emerging growth companies.



ABOUT US

Genesis Global Capital and Genesis Latin America

Genesis specializes in investing and providing a turn-key solution for small and mid-sized companies desiring to be publicly listed in Western markets. We will co-invest and arrange investment $3 to $300 million USD for company development. Genesis focuses on opportunistic and special situation investments globally across asset classes, industries and geographies. Our management team has been retained by more than 200 public companies for investor relations programs, market awareness campaigns, merger and acquisition strategy and to develop fundraising initiatives.

Genesis provides strategy and execution services to clients and partners, who believe that penetrating US markets is critical to achieving their core operating and financial objectives.

GENESIS

* Iconic Services

Genesis has a strong background in corporate finance, accounting, manufacturing, marketing, counter trade, and other areas relevant to the specific product lines and geographic markets addressed by its operations.



Public Equity

Genesis will underwrite, oversee and coordinate an equity investment through an IPO



Private Equity

If early stage firm's desire private equity, Genesis can provide this option through our own capital or venture partners.



Debt

We can arrange or construct traditional of unique debt financing, pre IPO for very elite clients.



Email Marketing

Genesis can act as an Investor Relations firm utilizing our database and skill set crafted over 15 years in the sector.



Leverage Buy Out (LBO)

Genesis has overseen several LBO's and management buy outs from large corporations.



Mergers and Acquisitions

Genesis can easily locate target firms in China through our networks to grow more rapidly.

GENESIS

Our Principles Guide Our Investment

The Exit

•Hold for long-term growth
•Time the exit in conjunction
•With Management

The Operator

Establish strong relationships with proven operators

The Company

•Leverage 20 plus years in many sectors
•Match target company with proven operator



The Operations

•Provide strategic guidance
•Compliment management with strong relationships
•Help build institutional capabilities for growth

The Capital

•Invest our own money
•Align incentives of all equity capital
•Leverage long-term lender relationships

The Purchase

•Provide flexibility in the structure transaction.
•Apply optimal financial engineering

* Opportunity in Numbers

We never accelerate our partners into a transaction unless success is imminent. We believe this focus has helped, and will carry on to help us draw clients who want a firm where these actions are the complete focus, not the fees.



- **$2B** Invested in Emerging Market firms since 1999
- **$300M** earmarked for Latin American firms
- **Over 30 Firms** taken public in the US
- **Aim is to take public** SME in the United States

We believe in mutual benefit and mutual responsibilities. Executing a transaction involves a series of choices- to obtain the best terms from the best class of investors. We will never act or offer advice that in any manner compromises our integrity, honesty, or ethics, or those of our clients and partners.

GENESIS

* Services

Genesis has a strong background in corporate finance, accounting, manufacturing, marketing, counter trade and other areas relevant to the specific product lines and geographic markets addressed by its operations.

Management



Market the transaction to US investors; Arrange Investment.
Help US investors perform due diligence.
Ensure that transaction closes timely.
Manage public and investor relations pre and post listing.

Leadership



We organize company for
public offering and listing. Collaborate with management to create business plan with 5 year projections (developed with Genesis).
Obtain local counsel to work with the US counsel in regards to IPO.

Cooperation



Commit to corporate governance and transparency as required by international investors.
Work with company to manage the process (lawyers and accountants).
Help company position the its "story" so that it appeals to international investors.

Action



Provide staff to audit financial statements per US GAAP and legal team as well. The Genesis mission is to combine energies with our partner and raise significant capital for the operations and the advancement of the new public company to become a global brand.

GENESIS



INVESTING WITH A PURPOSE

Our aim is to be a trusted advisor to clients on all matters – financial, strategic and operational. We believe that successful and proficient investment banking requires a level of mutual trust and benefit not typically required in general business relationships.

Government and banking policies have funneled the vast majority of domestic capital to large state-owned enterprises, leaving small and mid-sized private enterprises perpetually starved for growth financing.

No Cash Fees

We are investors first

Genesis does not accept cash fees or retainers. We only accept equity in the new company after the IPO is completed. We have a vested mutual interest in the performance of the company.

Total Control

Company owns majority

Our business model gives ownership complete control of the company and the majority stake. The company never losses control to outside forces, investors, or corporate raiders.

No Risk

Genesis invests

Genesis pays for all the cost of an IPO so the company has little risk by conducting the IPO. The company will receive capital before or upon the IPO transaction.

GENESIS

* Closely Held Business

* SOLUTIONS



Families and business owners of closely-held companies often have a range of concerns when contemplating a transaction, including control going forward, whether the transaction will generate a sufficient amount of value and liquidity for family members and owners, and whether the company will have access to capital for growth.

Genesis has developed flexible transaction structures to address a range of these needs. Non-control equity recapitalization transaction that seeks to resolve the closely held or family business owner's competing financial and personal demands by providing what are often the three most important considerations:

- ☑ Continued operating control
- ☑ Liquidity to all shareholders
- ☑ Capital for growth

Genesis has a long history of successfully working with and investing in closely-held and family owned and operated businesses. This experience and perspective have proven very helpful in allowing the firm to understand and navigate the specific needs of families when considering a transaction with a private equity investment group.

GENESIS

* Why Go Public

An IPO in which a company sells its unissued securities and receives all the proceeds in the form of additional capital is called a primary offering. A securities sale in which securities held by the owners of the company are sold, and from which the owners receive the proceeds, is called a secondary offering. IPOs are almost always primary offerings, but may include a small number of shares by the present owners.

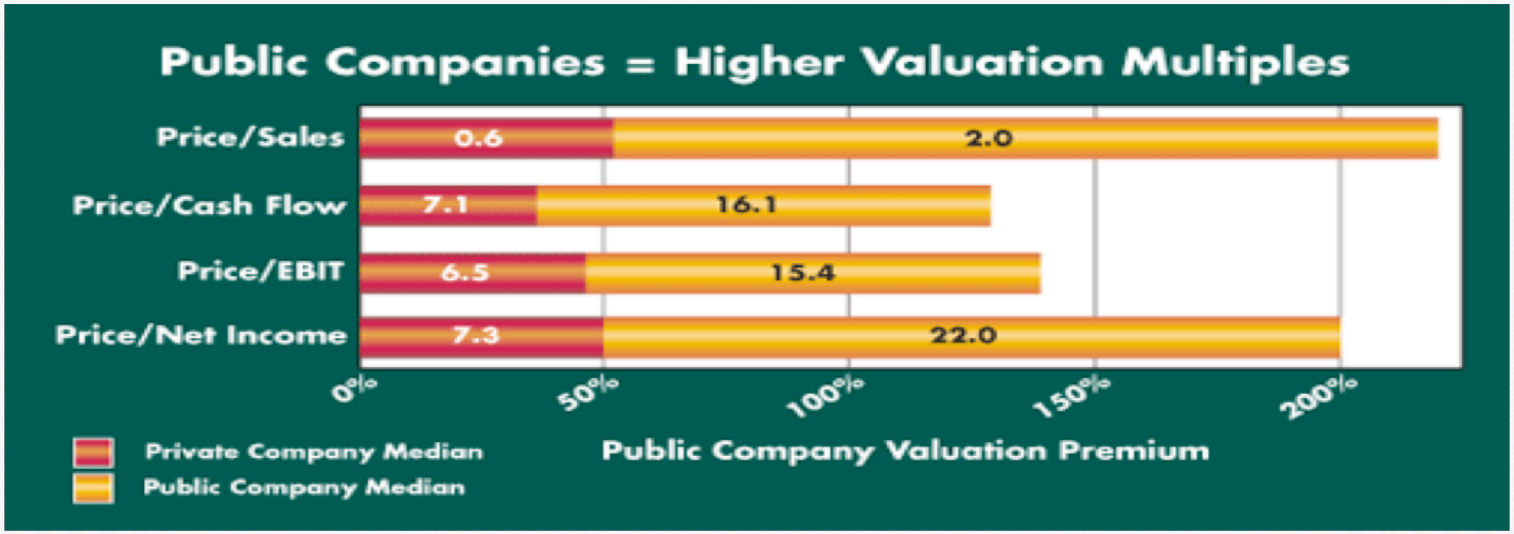
1. To raise money for expansion of operations
2. To increase market value
3. To acquire other companies
4. To attract and retain employees
5. To diversify and liquefy personal holdings
6. To implement an estate tax-planning strategy
7. To enhance the company's reputation and immense prestige

Going Public is a monumental decision for any company. It forever changes how a company goes about doing business. The actual process of going public can be time consuming, expensive, and take a substantial amount of key management focus away from the day-to-day operations of the company. But, an IPO is the **cleanest and clearest path** to wealth creation and company development.

GENESIS

* Real Value

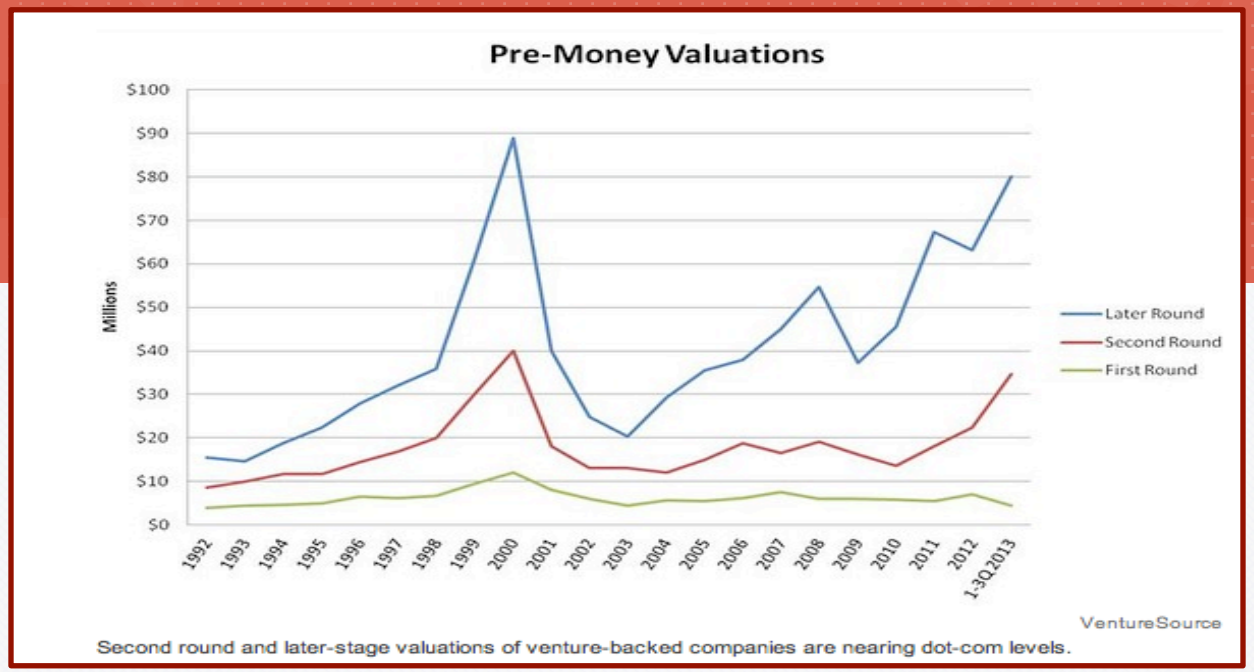
Going public can unlock the value of a private company. The market value of a public company is often substantially higher than a private company with the same structure and the same industry. Typically, a public company can carry ten times the value of a private enterprise.



Based on internally developed valuation models and an assessment of market conditions, Genesis will assist the company set the estimated size and price range for the offering and can advise the company as to the market's tolerance for the inclusion of "secondary shares" to be sold by existing stockholders.

GENESIS

*Capital Market Zeal



Valuations for venture-backed companies raising second and later rounds of financing are shooting toward levels not seen since the dot-com era, providing further evidence of investment zeal in the emerging fresh markets sectors. The consequence is investors are justifiably more excited and, in the fervor, valuations have risen materially over the past two years.

* Sector Focus

Unlike venture capital and private equity investors who typically impose restrictive control provisions, Genesis will make minority, non-controlling investments. Our interests are 100% aligned with management's to create substantial stockholder value through a planned NASDAQ listing.

01.



Agriculture
Autos & Parts
Bio-medics
Building Supply
Business Products
Basic Materials
Chemicals

02.



Construction
Drugs
Electronics
Utilities/Electric
Foods/Beverages
Forest Products/Paper
Gaming

03.



Healthcare
Household Goods
Internet/Leisure
Machinery and Tools
Media
Entertainment
Oil/Oil Services
Restaurants
Retailing

04.



Software
Steel/Iron
Technology
Telecommunication
Textiles/Apparel
Tourism
Transports
Waste Management

Genesis can invest in a multitude of sectors with local and national government approvals.

GENESIS

* The Critical Criteria

Prospective clients must meet our minimum standards of investment to qualify for our private to public process.

01.

Competitive profile and regulatory nature of client's industry and solid performance of equity securities issued by similar public companies in the same industry.

02.

Trailing 12-month revenue of $20 million or more and Current shareholders' equity of $5 million or more.

03.

Annual growth in revenues and earnings of 20% or more during the past 2 years, growth and market potential.

04.

People and management with solid education, experience and track records of success managing companies. Credible CEO and CFO who understand job of being public.

05.

Liquidity, financial strength and operating results and Net Income of at least $3 million in the past 12 months.

06.

Audited balance sheets for the two most recent fiscal years and audited income and cash flow statements for the three most recent fiscal years.

GENESIS

* LATIN AMERICAN IPO

Contrary to popular belief, Latin American firms are going to find themselves in a stampede to open capital in the US markets. The demand for investing in good company's is terrific and emerging markets are key to investors diversity.



Graña y Montero

Graña y Montero (NYSE:GRAM, BVL: GRAMONC1) is the only Peruvian engineering and construction company listed on the New York Stock Exchange. The Company raised $430 MM USD from it's 2013 IPO and a credit facility with the Canada Pension Plan Board of $250 MM. The company Market Capitalization has grown from $2 B at the IPO to $11 B in only 6 months. 2013 Net Profit was $90 MM USD.

Snapshot

The Company has participated in the development of major engineering and construction projects in Peru, including large-scale, complex projects in the energy, mining, construction and real estate sectors. The Company has leveraged its engineering and construction expertise into complementary lines of business, such as the development, ownership, operation and maintenance of infrastructure assets, real estate developments, and the provision of technical services.

GENESIS

* Process Steps

The Due Diligence Checklist and Underwriting Process



CREATE

Potential Investment Identified
Initial Investigation
Investment Assessment
Management Analysis
Analysis of Opportunity
Commercial Value Assessment

BUILD

Initial Due Diligence
Initial Information
Gathering
-- Review of legal
contracts and agreements
Term Sheet Offered /
Negotiated

MEET

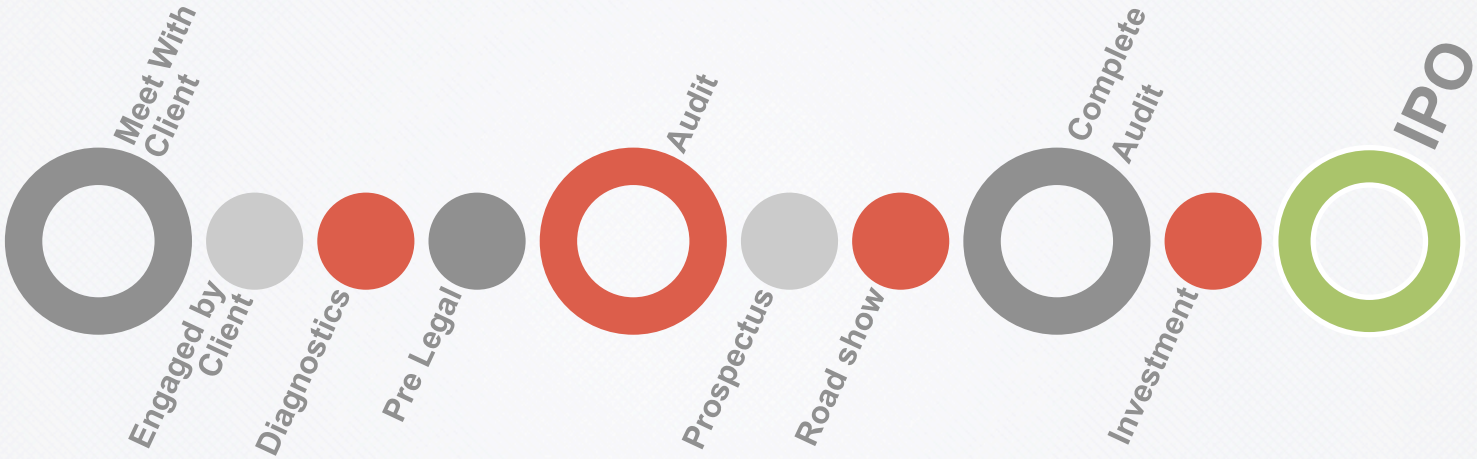
Underwriting & Due
Diligence
Review historical
financials
Validate Projections
Financial Audit

CLOSE

Investment Review and
Approval
Documents Negotiated /
Finalized
Close / Fund
Post Investment
Management

GENESIS

* Simple Proven Process



AUDIT
We bring our CPA team to convert the accounting systems to GAAP and install ERP systems as needed and prepare for a 2 year field audit which we oversee with the company's CFO or Controller. Genesis will supplement the company's internal accounting due to novel accounting issues with the company's IPO preparations or SEC review.

LEGAL
The corporate governance and other obligations arising under the rules of the stock exchange on which the company's common stock is listed requires experience and a great legal team that we bring. We complete extensive business due diligence (legal due diligence (conducted by underwriters' counsel), and active participation in drafting of all documents.

PROSPECTUS
Drawing on our familiarity with the company's sector, Genesis will crystallize the client's positioning for presentation to the investing community. Genesis will perfect and enhance the accuracy and completeness of the prospectus and complete the financing objectives.

GENESIS


* think big,
win the world
We believe in mutual benefit and mutual responsibilities. Executing a transaction involves a series of choices-to obtain the best terms from the best class of investors. We will never act or offer advice that in any manner compromises our integrity, honesty, or ethics, or those of our clients and partners.

* Our Objective

We deliver a personalized service and provide honest, independent and objective advice and opinions. Our role is collaborative and our input is always focused on what is best for your business.

- ☑ List emerging market small and mid size firms in the US, NASDAQ via IPO or SPAC*.
- ☑ Raise capital for the newly merged public company; Obtain an equity or alternative investment $5 to $300 Million USD to accelerate the growth and expansion of the Company.
- ☑ Represent the day-to-day US operations for the client by filing public reports and conducting corporate communications with institutional and individual shareholders.
- ☑ Maintain all Public Relations duties and garner new business for the new company and broad based marketing.
- ☑ Increase companies valuation and market cap through broad based marketing introductions to independent research firms.
- ☑ Assistance with development of effective investor relations campaign.
- ☑ Prepare company for follow on investments or second raise.

* Special-purpose acquisition company (SPAC) is a collective investment that allows investors to invest in a private equity type transaction with the intention of acquiring a company with the proceeds of the SPAC' s initial public offering.

GENESIS

* Our Clients

Since 1999, Genesis has partnered with Management to invest in over 50 companies representing aggregate revenue over $7 billion. The portfolio of current and historical companies are distributed across a variety of industries including commercial and industrial, healthcare, consumer and business services.

Focus Media — $250 MM IPO, the company just completed a $3B go private with Goldman Sachs.

GULFPORT ENERGY CORPORATION — The company raised $40 MM, of which Genesis was the sole investor.

CHINA AGRITECH — The company has raised several tranches from the IPO total of $150 MM.

先声药业 Simcere — The $25 MM Bridge loan enabled the company to better prepare for the $110 MM IPO.

Jiangbo raised $40 MM from the IPO and another $350 MM from private equity and local banks.

福寿园 FU SHOU YUAN — The company completed a $200 MM IPO in 2013. Carlyle Group and Citibank were the lead investors.

ZHONGPIN INC. — The $100 MM IPO was over subscribed 200% with a subsequent 2nd round of $35 MM.

Pacific Asia PETROLEUM — Genesis invested $25 MM and listed the company in less than 7 months.

SORL — The auto parts company raised over $40 MM and the ownership group sold their shares at multiple of 13 times EBITDA.

Our co-investors base is comprised of institutions such as Pension funds, Hedge funds, Investment trust, Investment banking, Sovereign Wealth fund, Private Equity and Insurance companies.

GENESIS

* Our Clients

The firm's senior leadership has a broad and diverse background, including private equity and investment banking, corporate management and operations, and corporate securities law.





















"I believe the Genesis team are pioneers in the Sino-US investment banking industry for small to mid-size private companies. Genesis most definitely has a superb niche and network in both the US and China and provides professional services that will benefit budding enterprises." Mr. Ed Whitacre, former CEO of AT&T.

Unlike venture capital and private equity investors who typically impose restrictive control provisions, Genesis will make minority, non-controlling investments. Our interests are 100% aligned with management's to create substantial stockholder value through a planned NASDAQ listing.

GENESIS

* Words that Count

From over 30 notable quotes and reference letters in the "Testimonials" GenesisIPO.com section of our website, the following is a sampling of the comments from Genesis clients and observers:



Dr. Richard Xu

Chairman and CEO Northstar

Genesis transformed our company with fresh equity capital at a premium valuation beyond our vision and help create a value chain and operational governance that improved our business segments and our earning power. We were able to liquidate our holdings, borrow at generous terms with terrific results creating generational wealth.

"Genesis targets high-potential businesses for investment. Regardless of whether the business is currently experiencing strong financial results, Genesis is well equipped to identify businesses that have underlying intrinsic value and long-term growth potential." Glenn Simmons, Chairman Contran Group

"By leveraging the insights and acumen of its investment team and the experience of operating executives and management, the firm has built a track record of identifying and developing what is often times hidden value. However, Genesis understands that management provides the in-depth knowledge and first-hand expertise required to operate the business. For this reason, the firm appropriately empowers management to make decisions and capitalize on their vision." Mr. David Ran, CEO Redstone

* Occupation Genesis

Genesis has staffed offices and Directors around the globe creating value and business opportunities for our clients.



Market Strength

While emerging markets account for 51% of global GDP, they represent only 12% of global stock market capitalization, according to BlackRock.

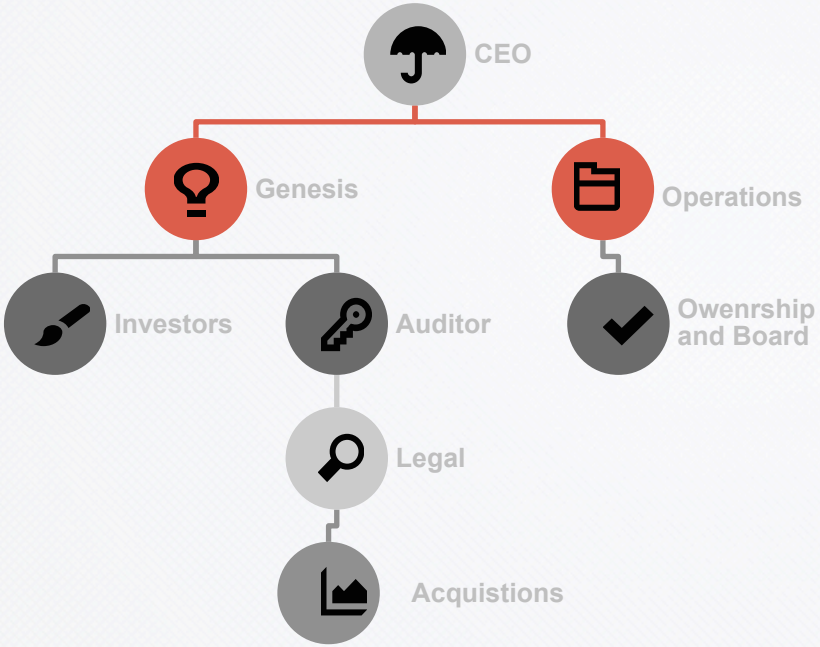
This means there's tremendous room for growth and opportunity for investors.

Investment

There is little doubt that emerging markets currently offer bargain values compared to developed markets. Emerging economies should experience higher secular growth rates than developed economies. This makes the case for emerging markets more compelling to US investors.

GENESIS

* Hierarchy with Integrity



ONE DIRECTION

The operations of the company remain the same with Genesis acting at the direction and guidance of management. We focus on the IPO process where management can focus on the business development and operations.

STRATEGY

Genesis seeks to generate superior risk-adjusted returns by focusing primarily on structured investment in emerging markets. We seek to blend conservative, income-oriented strategies with more niche, growth-oriented ones with a focus on opportunities for liquidity with each investment.

GENESIS



Growth is never by mere chance; it is the result of forces working together.

Scott Cutler, head of global listings at NYSE Euronext, which runs the New York Stock Exchange, estimates that more than 90 percent of a public company's employee and financial growth comes after it has listed on an exchange.

USA Capital Markets

Global Investors think US Listed equities are the best bet in times of expansive monetary policy.



200,000,000
Global Investors

32%
Average return from IPO

250 IPO's
In 2013, up 38% from 2012

$70,000,000,000
Raised in 2013 US IPO

23,000
Listed Company's in US

300 IPO's
Planned for 2014

* Low Interest Rates

The Standard & Poor's 500 index has climbed 160 percent since its recession low in March 2009. US firms are sitting on record piles of cash and borrowing costs are also low, factors that encourages high valuations and Stock prices. A more ebullient M&A market can also lead to bidding wars between acquiring companies, pushing stock prices even higher.

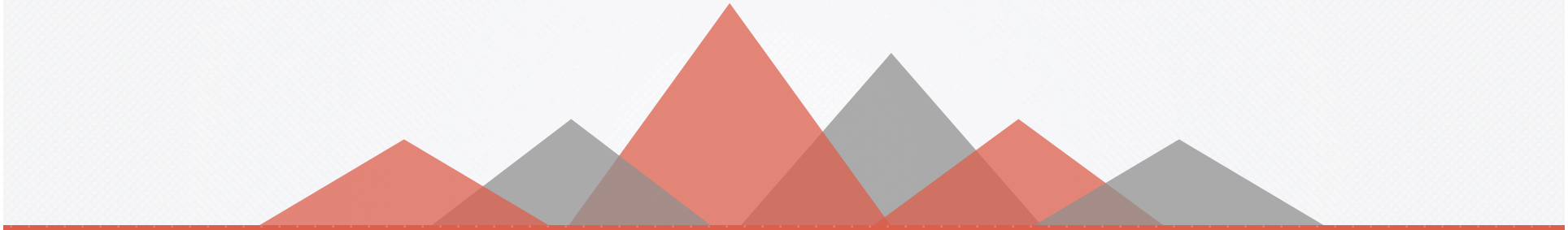
* Equity Investment

Low inflation has reassured investors that central banks can keep their feet on the monetary accelerator—and enabled share prices to increase faster than profits. Because of the unappealing nature of likely bond and cash returns, it would probably take a global measures to derail the equity rally.

GENESIS

* Long Term Partner

Manifesting a nimble, creative and entrepreneurial spirit!



Typical Banks or investors groups such as private equity or venture capital, exit their position upon the IPO. At Genesis, we stay on board, holding our position as investor and a partner. After the IPO, the work of the company and Genesis begins in earnest.

* Middle Market

Genesis focuses its investment activities on the middle market where there is often more abundant opportunity to enhance businesses, in partnership with management by using financial, operational, and strategic value creation initiatives.

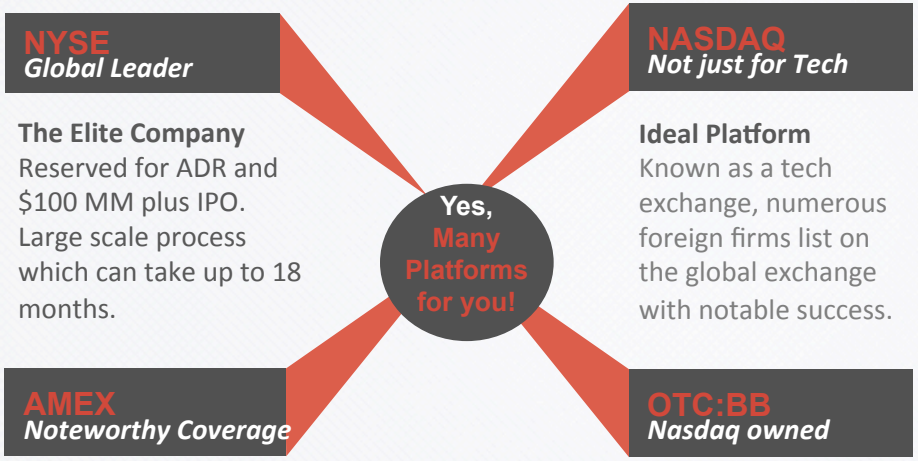
* One Master, One Vision

We drive the Initial Public Offering (IPO) implementation process and deliver a personalized service and provide honest, independent and objective advice and opinions. Our role is mutual partnership and our input solely is focused on what is best for your business, always.

GENESIS

* The US Continues to Attract IPOs

36 out of 222 US IPOs were cross-border IPOs, raising US$6.7b for foreign companies. The IPO market surge in the US, positive investor sentiment for this asset class (foreign firms) and an appetite for global investment makes the US attractive and much more competitive than their domestic markets.

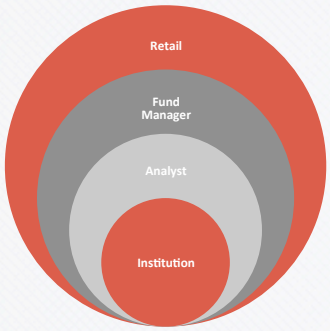


"The NASDAQ Composite Index closed above 4,000 for the first time in 13 years. The NASDAQ had lagged other stock markets, though it has now risen by 34% so far this year; the S&P 500 has advanced by 27% and the Dow Jones Industrial Average by 23% (though the Dow and S&P 500 have both frequently set record-breaking highs in that time). "

GENESIS

* Decoding Social Impact

Market demand, the Internet, and new modes of communication are driving significant changes in capital markets.



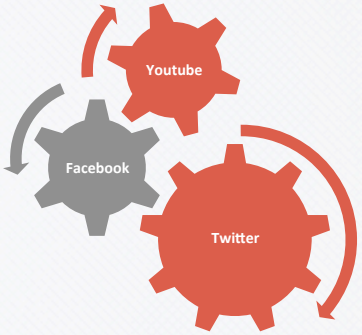
1.

Foreign firms have a great opportunity to grow investors that previously was not an option. Services are on the rise to meet investor relations needs, as companies must stand out in the barrage of data and earn shareholder trust



2.

Already, professional stock analysts are regular fixtures on Facebook, Twitter, Google +, InShare, and other real-time information outlets. Now, an increasing number of investor relations departments are taking to social media to reach shareholders, sometimes smack in the middle of an earnings calls.



3.

Companies are using social media to collect investor questions ahead of earnings calls then turn these queries over to the executives for timely answers. Social media sites can also collect and display company information alongside independent analyst ratings, related breaking news, and more, offering one-stop convenience.

GENESIS

* A Business Model that Works

Our notable investment team has superior investment and marketing expertise to facilitate the best route for overseas companies entering the US markets. **Moreover, Genesis invests its own capital, resources and management team** to help structure, and market our partner client in the United States and abroad.

Features	Personal Plan	Consultant	Investment Bank	Genesis Capital
Cover All Expenses	✓			✓
NASDAQ Experience			✓	✓
Promotion/IR		✓	✓	✓
Analytics Tools			✓	✓
No fees from raise	✓			✓
Post Listing Help		✓		✓

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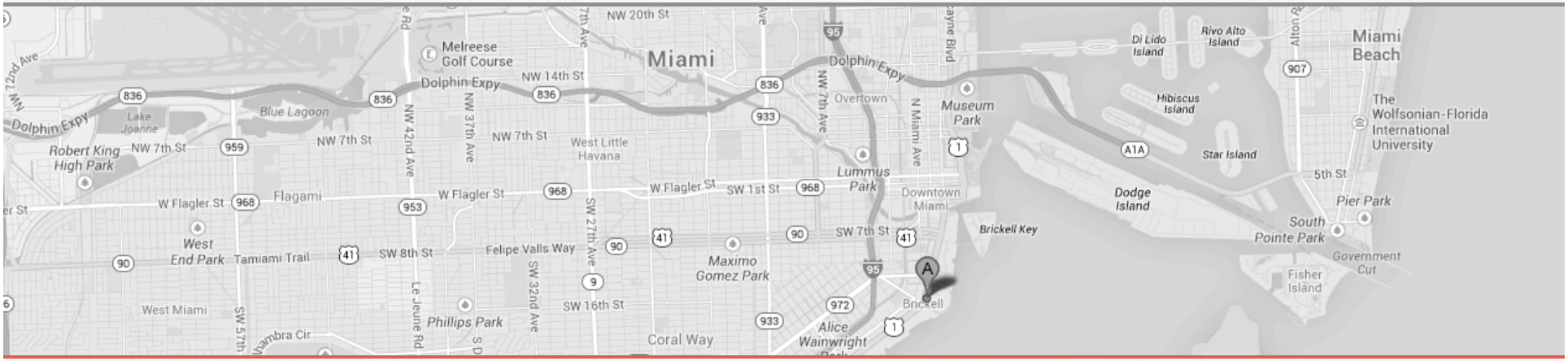
*next steps?

Genesis will invest and mentor your company through the momentous transition from a private to a public company. The next steps include providing corporate information and decide on an offering strategy and goals. Consultation with accountants on timing of audits. Explore any structural issues and determine time and responsibility schedules. Also, begin working on a business plan and projections.

GENESIS

* Let's Talk

Genesis consistently strives to provide our investors and clients with exceptional risk-adjusted returns by seizing market opportunities, building long-term relationships with our investors and portfolio companies and Incorporating integrity and rigor. Join Us.



Kenneth L. Clinton, Member

786.246.9922

kclinton@me.com

You can also find us at:

twitter.com/micappt

facebook.com/Genesis IPO

GENESIS GLOBAL CAPITAL