InterChina Strategy | M&A Advisory

Company Presentation Focusing On Our C&R Solutions

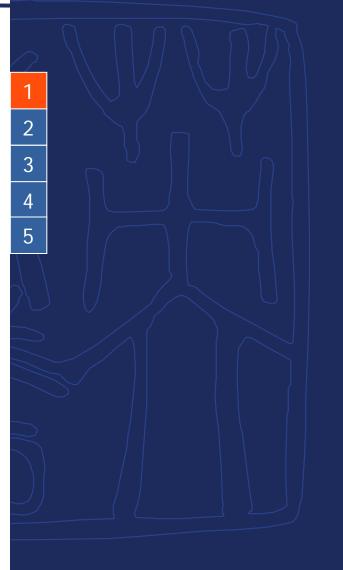


Strategy | M&A Advisory www.InterChinaConsulting.com

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- Introduction
- InterChina Profile
- C&R Qualifications
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- Contact Details



By Way Of Introduction

We would be happy to talk to you about how we may be able to help



China has become the focus of attention for the world's consumer goods brands and retailers. Many C&R players are feeling the pressure to grow, and to grow quickly. This is posing a myriad of strategic challenges, as well as bringing the pursuit of acquisitions to the fore.

For close to 20 years InterChina has been supporting many of the leading C&R players in China, from FMCG companies to luxury goods brands to shopping mall operators. We have established a very strong base of satisfied clients and long-term client relationships. We think we can safely say that we are one of the more experienced strategy and M&A advisory firms in China's C&R sector.

If you are facing challenges or undertaking initiatives similar to those described herein, then we would be very happy to talk to you about how we may be able to help.



Jan Borgonjon President

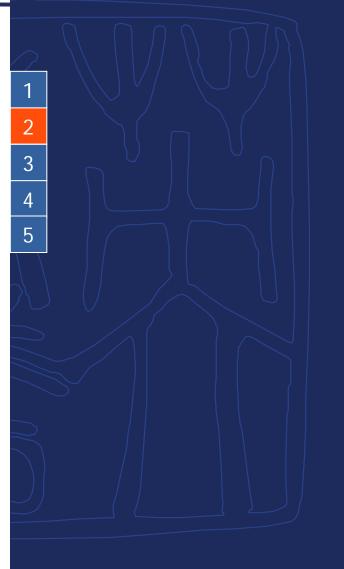


James Sinclair Managing Partner C&R Group Leader

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InterChina

Leading Strategy and M&A advisory firm in China



Our Value

- · China specialist.
- Strategy and M&A advisory.
- Focused on 5 sectors.
- 20 years of experience.

Our People

- Located in Beijing and Shanghai.
- Multicultural partnership.
- 60 professionals.
- Chinese, senior, industrial background.





Our Clients

- Medium-sized to Fortune 1000.
- 500 strategy projects.
- 165 transactions (USD 6 bn).
- 2/3 of projects are returning clients.

Our Reach: IMAP

- Leading global mid-market M&A organization.
- 40 offices, 31 countries, 500 professionals.
- Over 200 transactions p.a.
- Exclusive China partner since 2006.

Leadership

A team of Western and Chinese professionals





Jan Borgonjon President



Eduardo Morcillo Managing Partner



James Sinclair Managing Partner



Barry Chen M&A Director



Simon Zhang Strategy Director



Franc Kaiser Director



W. Patrick Cranley Director



Marco Zhu Principal



Chen Zhaolin Principal



James Wang Principal

Strategy | M&A Advisory

A symbiotic combination of capabilities and services



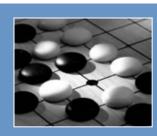
Strategy Practice



Strategy

- China Entry.
- Market Development.
- Market Penetration.
- Growth Strategy.
- Profit Protection.
- Government Affairs.

M&A Advisory Practice



Investment Banking

- Corporate Buy-outs .
- Divestitures.
- Strategic Alliances.
- Target/ Partner Search.
- Fairness Opinion and Valuations.



Capital Raising/ Debt Advisory

- Capital Raising.
- Project Finance.
- Debt Advisory.
- Corporate Restructuring.

Strategy Practice

The #1 alternative to the global consultancies, with a practical emphasis



We help our Clients making complex decisions, by focusing on top-line growth opportunities and protecting long-term profits. We provide our sector expertise to develop tailor-made solutions that meet our Client's **specific needs** in a changing and more competitive China.



Our practice of **25 consultants** is organized around sector specializations with substantial project experience.

Seniors





- 10~20 years experience.
- 80~150 projects.
- Project supervisor/manager.
- Sector specialization.
- Strategy.

Consultants







- Ex-global consultancies. • 5~10 years experience.
- 40~80 projects.
- · Workstream leader.
- Fieldwork.

Associates







- Overseas MBA.
- 3~5 years experience.
- 10~20 projects.
- Team member.
- Analysis.

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M&A Advisory Practice

InterChina: known for getting the deal done

GETINGE

Getinge Group

Leading Healthcare and Life Sciences

Products Provider, Sweden

ACQUIRED 100% OF THE BUSINESS

OPERATIONS OF



We originate and execute mid-market buy-side, sale-side and capital raising transactions for both inbound and outbound clients. We complete 8-10 transactions per year. This makes InterChina one of the top Chinese investment banks in the cross border arena.



LIUGONG

LiuGong Machinery Co. Ltd.

A leading construction equipment

manufacturer, CHINA

ACQUIRED THE CONSTRUCTION

MACHINERY BUSINESS OF

Huta Stalowa Wola

POLAND

2NAP Ash one's the Soler

IMAP4



IMAP.

InterChina







BLM GROUP

BLH Group

Machine Tool

ITALY

ACQUIRED MAJORITY OF

Shanghai Sano Automatic

Machine Co. Ltd.

Ashers to the Burer

CHENIA

Our practice of 25 advisors is comprised of senior Chinese deal makers with strong industrial and financial backgrounds.

Seniors





- Ex-corporate, PE.
- 10~30 years experience.
- 100~200 projects.
- Project supervisor/manager.
- Negotiation.

Advisors





- Ex-big 4 (CFA, CPA).
- 5~10 years experience.
- 50~100 projects.
- - Workstream leader.
 - · Search, DD, valuation.

Associates







- Overseas MBA.
- 3~5 years experience.
- 25~50 projects.
- Team member.
- · Analysis.

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Global Reach

IMAP, the third-ranked mid-market M&A advisory organization

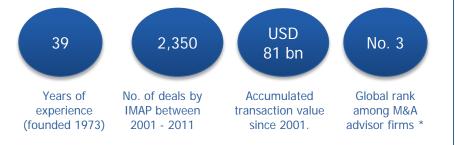


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Since 2006, InterChina is the China partner of IMAP, a global independent organization of leading M&A firms.

Key figures of IMAP



Professionals worldwide and in China



Represented in China and in 30 other countries

IMAP's Worldwide Ranking *

	2008	2009	2010	2011 no.	of deals
1	KPMG	KPMG	KPMG	KPMG	342
2	PwC	PwC	PwC	PwC	257
3	Deloitte	E&Y	Deloitte	IMAP	225
4	E&Y	Deloitte	IMAP	E&Y	197
5	Rothschild	Rothschild	E&Y	Deloitte	153
6	IMAP	IMAP	Rothschild	Rothschild	134
7	Citi	Lazard	Lazard	M&A Int'l	124
8	UBS	CS	H. Lokey	Lazard	122

^{*} Rankings based on Thomson Reuters League Tables that included no. of announced transactions up to USD 500 m.

Sector Expertise

Experience, insight and networks in China's major growth sectors





Consumer & Retail

- FMCG, F&B
- Consumer Durables
- Retail, Food Service



Healthcare

- Pharmaceuticals
- Medical Devices
- Healthcare Services



Industrial

- Automotive
- Machinery
- Equipment



Chemicals/ Materials

- Chemicals
- Energy & Clean-Tech
- Infrastructure



Business Services

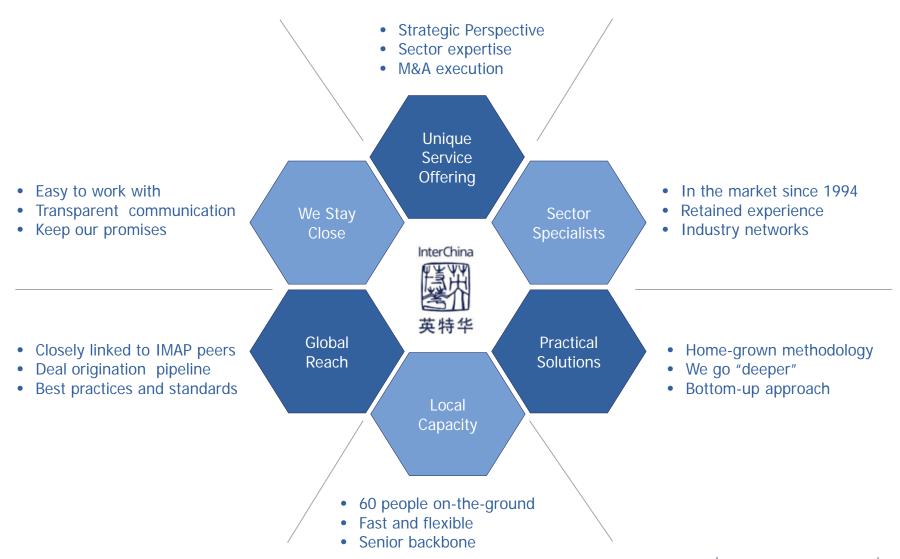
- Professional Services
- Multi-Sector Solutions
- Outsourcing Services

Why Clients Choose InterChina

Our first client is still our client



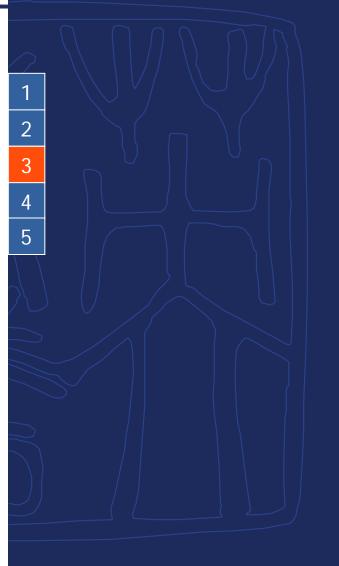
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C&R Group

Many years of consulting and operational experience in China's C&R sector



Strategy Practice



James Sinclair, Managing Partner

- Resident in China since 1997.
- Consultant to the C&R sector for 12 years.
- Leader of InterChina's C&R Sector Group.
- Supervisor for all strategy C&R projects.
- Joined InterChina in 2004.



Jason Zhang, Associate Principal

- Consultant to the C&R sector for 10 years.
- Manager of >30 C&R strategy projects.
- Expert in go-to-market strategies.
- Expert in focus group moderation.
- Joined InterChina in 2008.



Olivier Stauff, Senior Manager

- Past career in China's C&R sector (Ingredients).
- Previously with Aromatech (GM, China).
- Manager of ~ 10 C&R strategy projects.
- · Expert in market development strategies.
- Joined InterChina in 2011.



Peng Jie, Manager

- Past career in China's C&R sector (CPG).
- Previously with Coca-Cola (Product Development).
- Team Member for ~15 C&R projects.
- Expert in primary research.
- Joined InterChina in 2011.



M&A Practice

Huang Qingbo, Partner

- Past career in China's C&R sector (CPG).
- Previously with Carlsberg (Marketing).
- Manager of ~25 C&R acquisition mandates.
- Expert in acquisition negotiation.
- Joined InterChina in 1998.



Tom Han, Principal

- Past career in China's C&R sector (CPG).
- Previously with Nabisco (Finance).
- Manager of ~15 C&R acquisition mandates.
- · Expert in target due diligence.
- Joined InterChina in 2002.



Raymond Su, Senior Manager

- Advisor to the C&R Sector for 6 years.
- Previously with E&Y (Audit).
- Manager of ~10 C&R acquisition mandates.
- · Expert in acquisition strategy.
- · Joined InterChina in 2008.



Kang Yongwen, Manager

- Advisor to the C&R Sector for 4 years.
- Previously with BDO International (Audit).
- Team Member for ~15 C&R acquisition mandates.
- Expert in target search and selection.
- · Joined InterChina in 2011.

C&R Track Record

C&R projects account for 25~35% of our work



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C&R projects have grown to account for 25~35% of our project work ...

Project Work By Sector (%)



... Consistently running strategy and M&A advisory projects each year



C&R Sectors

Our clients are active up and down the C&R value chain



Consumer Goods

Consumer Health F&B (FMCG)



Hard Goods



Luxury





Soft Goods



Pet Care



Retail & Services

F&B Retail



Multi-Brand



Food Service



Specialty & Branded



Alternative Channels



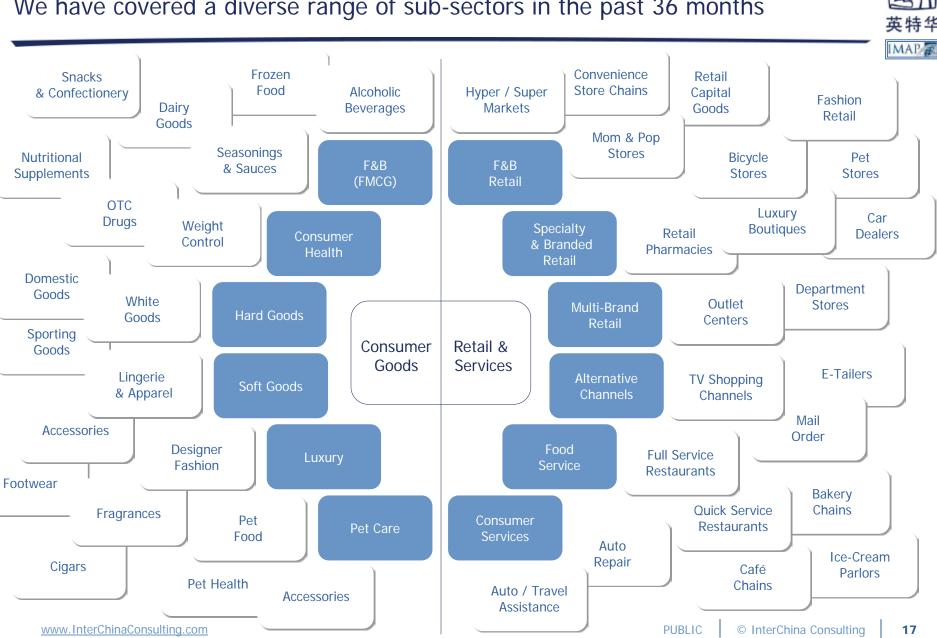
Consumer Services



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C&R Sectors

We have covered a diverse range of sub-sectors in the past 36 months



InterChina

C&R Projects

Our projects span strategy, investment and operations



Strategy	Market Entry Strategy E.g. Bicycle Brand	Market Expansion Strategy E.g. Auto Assistance Services	Route-To-Market Strategy E.g. Luxury Fragrances
	 Size, nature of opportunity? Entry point? Products, positioning? Route-to-market? Investment model? Capabilities needed? Expected financial return? 	 Voice of customer? New customer segments? New regions, city tiers? New products, proposition? New business model? New partners? Organic vs. inorganic? 	 Internal diagnostic? Territorial coverage? Modern vs. traditional trade? Direct vs. distributor? Division of activities? Trade terms, incentives? Qualified distributors?
Investment	Partnerships/Acquisitions E.g. Outlet Center Operator	Commercial Partnership E.g. Specialty Health Ingredients	Franchise Networks E.g. QSR Chain (Pizza)
	 Acquisition strategy? Ideal target profile? Available targets, best target? Evaluation? Valuation? Transaction structure? Negotiation strategy? 	 Commercialization strategy? Ideal partner profile? Business pitch presentation? Available partners, best partner? Partnership structure? Negotiation strategy? 	 Franchise model? Ideal franchisee profile? Business pitch presentation? Available franchisees? Franchise manual/terms? Franchisee education?
Operations	Supply Chain Model E.g. Hypermarket Chain (New Entrant)	Shopper Marketing E.g. Supermarket Chain (Premium)	Sales Force Effectiveness E.g. Diversified CGP (Seasonings)
	 Leading suppliers? Current operation models? Volume and price guarantees? Traceability controls? Respect for contract terms? Retail organization? 	Shopper insights?Category structure?Conceptual shelf?Communication?Store environment?Brand activation?	 Sales force scale? Sales force organization? Best practices routines? Special programs? KPI design, control? Sales rep training?

Consumer Goods Transactions (IMAP/InterChina) (Selection)





F&B Transactions (IMAP/InterChina)

(Selection)





Retail Transactions (IMAP/InterChina) (Selection)

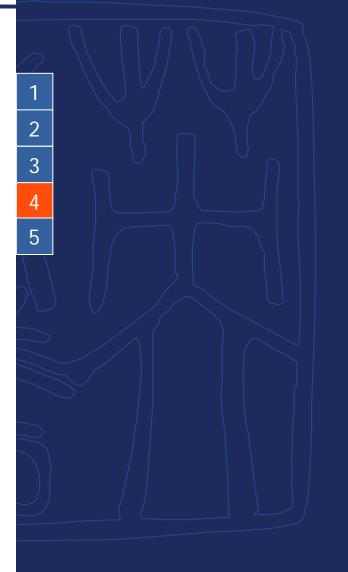




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Case Study: Market entry retail strategy for leading international bike brand



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Selected Deliverable Slides (Anonymized)

The Client:

Leading international bike brand.

Their Situation:

 Knew their diversified portfolio and focused retail strategy in other markets might not suit China.

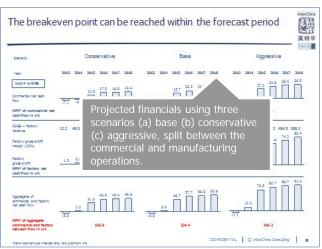
Our Approach:

- Assessed the Client's potential in core and adjacent product segments.
- Developed a multi-channel retail strategy, including ways to unlock potential.
- Identified acquisition targets to provide an entry platform and multi-brand portfolio.

The Solution:

- Projections for market leadership within the forecast period.
- Phased strategy covering product segments and geographic roll out.
- Recommendation for the acquisition of the #2 brand.









Case Study: Accelerated expansion strategy for a perfumery and fashion house



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Selected Deliverable Slides (Anonymized)

Client:

 Perfumery and fashion house with portfolio of prestige perfume brands.

Their Situation:

 Unsure about relative competitive position in China, and lacking realistic growth plan for future.

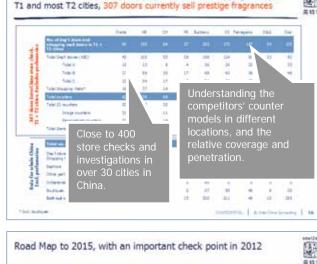
Our Approach

- · Qualitative research.
- Store checks in 30 cities.
- Analytical forecast model.

The Solution:

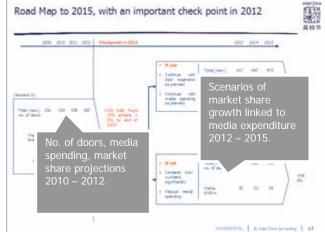
- 5 year master plan, with projection of no. of doors, market share and expenditures, plus variances by city.
- Focused on strong push into T2 cities, aggressive investment into self-owned counters, and co-investment in TVA with distributor.
- Plan is currently being implemented, with sales higher than expected.





Out of those checked 393 doors (dep't stores and shopping malls) in





Case Study: Finding an efficient sales & distribution model to boost an ailing business unit



Selected Deliverable Slides (Anonymized)

The Client:

 Confectionery business unit of a major F&B group.

Their Situation:

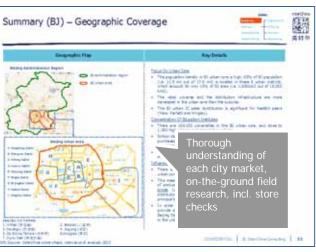
 Struggled with efficient expansion of its confectionary business in the impulse channels (incl. small stores and kiosks) in China.

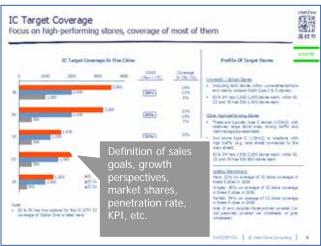
Our Approach:

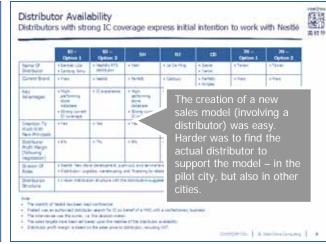
- 5 pilot cities selected for research.
- Up to 100 interviews and several hundred store checks.

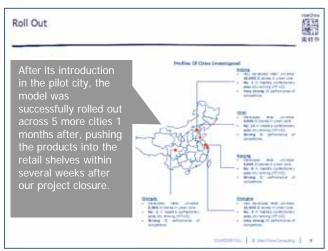
The Solution:

- Turnkey go-to-market expansion plan, with innovative solution to make the economics work.
- Included definition of sales, market share and distribution objectives for each city, as well as sales force model, KPI's and sales force economics.





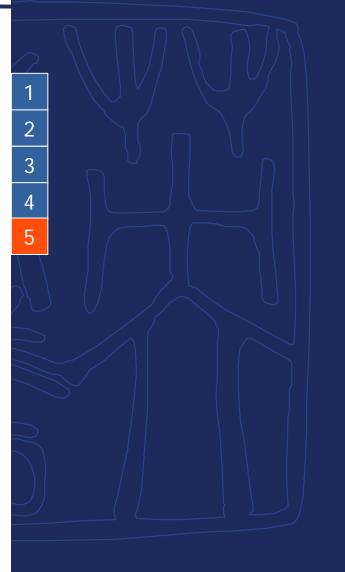




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Contact Us



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Beijing	Eduardo Morcillo Managing Partner	+86 10 8451 2088 eduardo.morcillo@interchinaconsulting.com
Shanghai	James Sinclair Managing Partner	+86 21 6341 0699 james.sinclair@interchinaconsulting.com
Strategy	Simon Zhang Managing Director	+86 21 6341 0699 zhang.yi@interchinaconsulting.com
M&A Advisory	Barry Chen Managing Director	+86 21 6341 0699 barry.chen@interchinaconsulting.com
North America	W. Patrick Cranley Director	+86 21 6341 0699 patrick.cranley@interchinaconsulting.com
Europe	Lisa Wang Director	+34 91 411 9302 lisa.wang@interchinaconsulting.com
China Inbound	Franc Kaiser Director	+86 21 6341 0699 franc.kaiser@interchinaconsulting.com
China Outbound	Marco Zhu Principal	+86 21 6341 0699 zhu.qinghui@interchinaconsulting.com



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