

Prior to obtaining the approval from the Shaanxi Department on August 3, 2007 and the approval from the Xi'an Administration for Industry and Commerce on August 24, 2007, pending the full payment of the purchase price, for Green New Jersey purchasing 100% capital stock of Techteam (the "Techteam Acquisition"), Techteam was a PRC business whose shareholders were two PRC individuals and a PRC entity, of which Mr. Tao Li was the controlling shareholder holding 52% of its shares. The PRC entity owned 66% of the shares of Techteam prior to the conversion of Techteam from a domestic company to a wholly foreign owned company. Mr. Tao Li is now our President, Chairman, Chief Executive Officer and significant shareholder. After the consummation of the transaction contemplated by the Share Exchange Agreement and a simultaneous private placement of \$20,519,255 on December 26, 2007 (the "Private Placement"), Techteam received the Techteam Purchase Price on January 2, 2008 paid by Green New Jersey by using part of the Private Placement proceeds to Techteam's shareholders. When Green New Jersey was incorporated on January 27, 2007 and when the Techteam Acquisition was approved, none of the shareholders of Green New Jersey was a PRC citizen. Immediately after the consummation of the Share Exchange Agreement, shareholders of Green New Jersey became our shareholders, among whom Yinshing David To became our controlling shareholder. To incentivize Mr. Tao Li in connection with the continuous development of Techteam's business, a Call Option Agreement was entered into by and between Mr. Yinshing David To and Mr. Tao Li on December 24, 2007, pursuant to which Mr. Tao Li has the opportunity to acquire 6,535,676 shares of Common Stock, or Earn In Shares, which are majority of Mr. To's common stock of our company, from Mr. To. All of the shares subject to the Call Option Agreement have been transferred to Mr. Tao Li as of February 24, 2009, and upon such transfer Mr. Li became our largest shareholder. In addition, in conjunction with the Private Placement, Mr. To placed additional shares of common stock of our company held by him in an escrow account pursuant to the Make Good Escrow Agreement providing that such shares would be conveyed to investors for no additional consideration if certain 2009 performance targets were not met. In the event that we meet the 2009 targets, the escrowed shares will be transferred to Mr. Tao Li. On May 28, 2009, Mr. To executed a proxy to appoint Mr. Li as his proxy, with full power of substitution for and in his name, with respect to the escrowed shares, to vote and act or to give written consent at any shareholders' meeting or at any time such escrowed shares are required to be voted or acted upon, further providing Mr. Li significant voting rights in the Company.

The PRC regulatory authorities may take the view that the Techteam Acquisition, the Share Exchange, the Call Option, Make Good Escrow and proxy arrangement are part of an overall series of arrangements which constitute a Round-trip Investment, because at the end of these transactions, the same PRC Individual who controlled Techteam became effective controlling party of a foreign entity that acquired ownership of Techteam. The PRC regulatory authorities may also take the view that the registration of the Techteam Acquisition with Shaanxi Department of Commerce and Administration of Industry and Commerce ("AIC") in Xi'an may not be evidence that the Techteam Acquisition has been properly approved because the relevant parties did not fully disclose to the MOFCOM or AIC of the overall restructuring arrangements, the existence of the Share Exchange and its link with the Techteam Acquisition. The PRC legal counsel of Techteam has opined that the Techteam Acquisition did not violate any PRC law, which would include the 2006 M&A Rules. We, however, cannot assure you that the PRC regulatory authorities, MOFCOM in particular, may take the same view as the PRC legal counsel. If the PRC regulatory authorities take the view that the Techteam Acquisition constitutes a Round-trip Investment under the 2006 M&A Rules, we cannot assure you we may be able to obtain the approval required from MOFCOM.

If the PRC regulatory authorities take the view that the Techteam Acquisition constitutes a Round-trip Investment without MOFCOM approval, they could invalidate our acquisition and ownership of Techteam. Additionally, the PRC regulatory authorities may take the view that the Techteam Acquisition constitutes a transaction which requires the prior approval of the China Securities Regulatory Commission, or CSRC, before MOFCOM approval is obtained. We believe that if this takes place, we may be able to find a way to re-establish control of Techteam's business operations through a series of contractual arrangements rather than an outright purchase of Techteam. We cannot assure you that such contractual arrangements will be protected by PRC law or that we can receive as complete or effective economic benefit and overall control of Techteam's business than if the Company had direct ownership of Techteam. In addition, we cannot assure you that such contractual arrangements can be successfully effected under PRC law. If we cannot obtain MOFCOM or CSRC approval if required by the PRC regulatory authorities to do so, and if we cannot put in place or enforce relevant contractual arrangements as an alternative and equivalent means of control of Techteam, our business and financial performance will be materially adversely affected.