

# Summary of Third Party Contact

As of 19-Jun-11

## Contacted

Strategic (41 Total)	
Strategic 1	Strategic 22
Strategic 2	Strategic 23
Strategic 3	Strategic 24
Strategic 4	Strategic 25
Strategic 5	Strategic 26
Strategic 6	Strategic 27
Strategic 7	Strategic 28
Strategic 8	Strategic 29
Strategic 9	Strategic 30
Strategic 10	Strategic 31
Strategic 11	Strategic 32
Strategic 12	Strategic 33
Strategic 13	Strategic 34
Strategic 14	Strategic 35
Strategic 15	Strategic 36
Strategic 16	Strategic 37
Strategic 17	Strategic 38
Strategic 18	Strategic 39
Strategic 19	Strategic 40
Strategic 20	Strategic 41
Strategic 21	
Financial (32 Total)	
Abax Global Capital	Financial 17
Financial 2	Financial 18
Financial 3	Financial 19
Financial 4	Financial 20
Financial 5	Financial 21
Financial 6	Financial 22
Financial 7	Financial 23
Financial 8	Financial 24
Financial 9	Financial 25
Financial 10	Financial 26
Financial 11	Financial 27
Financial 12	Financial 28
Financial 13	Financial 29
Financial 14	Financial 30
Financial 15	Financial 31
Financial 16	Financial 32
<b>73 Total</b>	

- No 3<sup>rd</sup> parties have reached out to Morgan Stanley to express renewed interest in a potential transaction

## Signed NDA

### Strategic (3 Total)

Strategic 1  
Strategic 2  
Strategic 3

### Financial (13 Total)

Abax Global Capital  
Financial 2  
Financial 3  
Financial 4  
Financial 5  
Financial 6  
Financial 7  
Financial 8  
Financial 9  
Financial 10  
Financial 11  
Financial 12  
Financial 13

**16 Total**

## Submitted Indication of Interest

### Strategic (1 Total)

Strategic 1

### Financial (8 Total)

Abax Global Capital  
Financial 2  
Financial 3  
Financial 4  
Financial 5  
Financial 6  
Financial 7  
Financial 8

**9 Total**

## Invited to Second Round

### Strategic (1 Total)

Strategic 1

### Financial (6 Total)

Abax Global Capital  
Financial 2  
Financial 3  
Financial 4  
Financial 5  
Financial 6

**7 Total**

## Submitted Final Proposal

### Financial (1 Total)

Abax Global Capital

**1 Total**

# Select Commentary from Participants

- All financial sponsors conditioned their interest on a partnership with Mr. Yang

- Strategic parties, Strategic 1 in particular, reiterated the importance of the existing management team

- On multiple occasions, Mr. Yang stated directly to the Special Committee and to third parties that he is unwilling to sell / relinquish control

- Management, with support of the Board, was unwilling to share confidential information with strategic parties

- Reasons for passing on opportunity included:

- Not convinced Mr. Yang was a willing partner
- Product mix
- Fit with core business
- Buyers' recent corporate activity
- Frazer Frost

Morgan Stanley

## Mr. Tianfu Yang, Helios Chairman & CEO

- "...intends to remain the largest holder of Common Stock over the long term, whether or not the possible acquisition is successful"  
– Mr. Yang, 23-Nov-10 (SC 13 D/A)

## Financial Sponsors

- Believe that their chances of working with the Chairman are very uncertain... will resume if and when they think likelihood is more favorable

*Financial 2, 28-Feb-11*

- Understand from the Chairman that he has secured sufficient equity to fund the transaction and consequently they would not be able to participate in equity consortium

*– Financial 9, 11-Apr-11*

- Process is competitive and cannot get to a valuation they are comfortable with

*– Financial 10, 16-Jan-11*

- Not interested due to competitive process and "Chairman's view on his partner"

*Financial 11, 18-Jan-11*

- Internal policy requiring Big Four audit behind each investment

*– Financial 12, 3-Dec-10*

## Strategic Parties

- We understood from our conversation that there were some concerns that Strategic 1 and [Helios] would potentially be competitors and that the size of the investment may not be appealing to \*\*\*

*– Strategic 1, 23-Feb-11*

- Fair amount of overlap with existing technology and high customer concentration

*– Strategic 2, 11-Jan-11*

- Not looking to deploy capital in this space given recent divestiture of HVAC business

*– Strategic 3, 21-Dec-10*

- Stretch from a fit perspective. Difficult to conduct diligence without CEO support

*– Strategic 4, 15-Dec-10*

- Not big enough in Asia to feel comfortable in pursuing deal without CEO support

*– Strategic 5, 1-Dec-10*

\*\*\* Portions omitted pursuant to a Confidential Treatment Request filed separately with the Securities and Exchange Commission