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## **Prime Capital Management Company Limited**

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**This Brochure provides information about the qualifications and business practices of Prime Capital Management Company Limited. If you have any questions about the contents of this brochure, please contact us at (852) 3602-5100 or Vivian\_chan @primecapital.com.hk. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.**

**Prime Capital Management Company Limited is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.**

**Additional information about Prime Capital Management Company Limited also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**30 March 2012**

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## **ITEM 2 – MATERIAL CHANGES**

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This Brochure dated 30 March, 2012 reflects the following material changes from the last annual update on March 29, 2011.

### **Officer Changes:**

Vivian Chan was appointed to be the Chief Compliance Officer effective from 1 Jan 2012.

### **Assets Under Management**

AUM has been changed to reflect December 31, 2011 data.

Currently, our Brochure may be requested by contacting Vivian Chan, Chief Compliance Officer, at (852) 3602-5100 or Vivian\_chan@primecapital.com.hk

Additional information about Prime Capital Management Company Limited is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with Prime Capital Management Company Limited who are registered, or are required to be registered, as investment adviser representatives of Prime Capital Management Company Limited.

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## **ITEM 4 – ADVISORY BUSINESS**

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### **Adviser's Advisory Business**

Prime Capital Management Company Limited (“Adviser”) is incorporated in Hong Kong as a limited liability company and provides investment advisory services to private investment companies, as well as to qualified institutional clients. Adviser was established in July 2004. Adviser is wholly owned by C-Power Investments Limited, and Yijun Liu is the sole owner and director of C-Power Investments Limited. Mr. Liu is also a founder of Adviser and currently one of the directors of Adviser.

### **Types of Advisory Services Adviser Offers**

Adviser has been engaged by Prime Capital Management (Cayman) Limited, an exempted company with limited liability incorporated in the Cayman Islands (“PCMCL”), to provide investment advisory services to the Dragon Billion China Master Fund, a Cayman Islands exempted company (the “Master Fund”) and two feeder funds, the Dragon Billion China Fund, a Cayman Islands exempted company, and the Dragon Billion China U.S. Feeder Fund, a Cayman Islands exempted company (the “Feeder Funds,” and together with the Master Fund, the “Funds”), in its capacity as investment adviser of the Funds. Adviser occasionally provides portfolio management services to institutional clients on a managed account basis. Any advice provided by PCMCL is originated by Adviser, and PCMCL does not provide advice independent from Advisor.

Interests in the Funds are not registered securities under the U.S. Securities and Exchange Commission’s Securities Act of 1933, as amended. In addition, the Funds are not registered as an investment companies under the SEC’s Investment Company Act of 1940, as amended. Accordingly, interests in the Funds are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements in private transactions within the United States.

Adviser provides investment advisory services to Adviser’s clients, such as the Funds, through the management of investment portfolios in accordance with the objectives and guidelines of the private investment companies as stated in each Private Placement Memorandum or in accordance with the risk profiles of individual clients. Adviser expects that its investment activities will focus on investments in various kinds of assets and securities in various Asian markets and any other markets that may fit within the Funds’ objectives and strategies described in their Private Placement Memoranda or individual clients’ objectives and risk profile.

### **Investment Restrictions**

Adviser develops customized investment strategies based on the stated investment objectives, risk tolerance and financial circumstances of each client. The investment objectives, risk tolerance and financial circumstances of the Funds are generally described in their Private Placement Memoranda. Clients may impose reasonable restrictions on the management of their

accounts, including by restricting particular securities or types of investments. Clients should be aware that performance of restricted accounts may differ from performance of accounts without such impediments, possibly producing lower overall results.

## **Wrap Fee Programs**

Adviser does not participate, sponsor or act as a portfolio manager for any wrap fee programs.

## **Assets Under Management**

As of December 31, 2011, Adviser had assets under management of US\$ 1, 877, 000, 000.00 of which all was managed on a discretionary basis and none was managed on a non-discretionary basis.

## **ITEM 5 – FEES AND COMPENSATION**

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### **Adviser's Basic Fee Schedule**

The specific manner in which fees are charged by Adviser is established in each Fund's PPM or a client's written agreement with Adviser, if applicable. Generally and pursuant to contract, fees for the management of private investment companies, such as the Funds, will be based upon a percentage of the total assets in the account (including margined assets).

Currently, PCMCL receives a management fee from the Funds, and PCMCL pays an advisory fee to Adviser. In particular, the Funds will pay PCMCL management fees equals to the following for each class of shares per annum of the net asset value of the Feeder Funds attributable to the relevant class calculated on the basis of the net asset value of the relevant Feeder Fund to the relevant class as at each valuation point (but before deduction of the fees of the Funds' administrator for that month), which shall be accrued and payable monthly in arrears:

<b>Class A Shares</b>	1.5% p.a.	<b>Class A2 Shares</b>	1.5% p.a.
<b>Class B Shares</b>	2.0% p.a.	<b>Class B2 Shares</b>	2.0% p.a.
<b>Class C Shares</b>	2.0% p.a.	<b>Class C2 Shares</b>	2.0% p.a.
<b>Class D Shares</b>	2.0% p.a.	<b>Class D2 Shares</b>	2.0% p.a.

Fund details, including the associated advisory fees, other expenses, and investment strategies, are described in each Fund's private placement memorandum.

Adviser's actual fees, minimum fees, and minimum account sizes for separate account clients may be negotiated and may vary from the fund fees described above. A client may pay more or

less fees than similar clients depending on the particular circumstances of the client, size, additional or differing levels of servicing or as otherwise agreed with specific clients. Clients that negotiate fees, including a flat fee, may end up paying a higher fee than that set forth in the fee schedules above as a result of fluctuations in the client's assets under management and account performance.

### **Calculation and Deduction of Advisory Fees**

Adviser is authorized to directly debit management fees from client accounts on a monthly basis in arrears. The calculation of management fees is based on the net asset value of the last business day of the month. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. No compensation is payable before services are provided.

### **Other Fees and Expenses**

In addition to investment management fees and performance-based fees as described in Item 6 below, investors in the Funds will indirectly bear any other costs charged to the Funds. Such costs will vary and typically include, though are not limited to, accounting, legal, fund administration and custodian fees and other related costs and costs. Furthermore, Adviser's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. The impact of mark-ups and mark-downs shall also be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Such charges, fees and commissions are exclusive of and in addition to Adviser's fees, and Adviser shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Adviser considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

### **Prepaid Fees**

Adviser does not charge clients fees in advance.

### **Compensation for the Sale of Securities**

Neither Adviser nor Adviser's supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of investment funds.

## **ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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Adviser will generally receive a performance-based fee, which is payable as a performance allocation, from each private investment fund, including the Funds, which it advises. The calculation of the performance fee/allocation is described in each fund's private placement memorandum.

For the Funds, the performance allocation is payable to PCMCL, and generally will be equal to 20% of the appreciation in the net asset value per Fund share of the relevant class during a performance period above the "highwater mark" ("Performance Allocation"). The "highwater mark" is the greater of the net asset value per Fund share of the relevant class at the time of issue of share and the highest net asset value per Fund share of the relevant class out of which a Performance Allocation has been allocated at the end of any previous performance period (if any) during which such Fund share was in issue. The Performance Allocation in respect of each performance period will be calculated by reference to the net asset value per Fund share of the relevant class prior to taking into account any Performance Allocation attributable to that period. The Performance Allocation is not subject to a hurdle.

The Performance Allocation is calculated on a Share-by-Share basis so that each Participating Share is charged a portion of the Performance Allocation which reflects, so far as reasonably practicable, that Participating Share's performance.

The Performance Allocation is normally allocated to PCMCL annually at the end of a financial year. However, in the case of shares redeemed during a performance period, a Performance Allocation in respect of those shares will be calculated as of the date of redemption.

Currently, all the accounts that Adviser manages are charged both a performance\_based fee and a management fee. Because all such accounts are charged consistently, the performance\_based fee arrangements do not create an incentive for Adviser to favor certain accounts over other accounts. However, if in the future, Adviser manages accounts that are not charged consistently, performance\_based fee arrangements may create an incentive for Adviser to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements may also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. In such cases, Adviser would have procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

## **ITEM 7 – TYPES OF CLIENTS**

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Adviser primarily provides portfolio management services to private investment funds and occasionally to institutional clients on a managed account basis.

## **ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

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### **General Investment Strategies and Methods of Analysis**

Adviser seeks to achieve the investment objective of its clients, such as the Funds through (i) core holdings strategy through both long and short exposures and (ii) tactical trading on major market volatilities.

Adviser believes that China is becoming one of the major leading economies in the world. The economic and productivity growth rates have been and are expected to continue to be higher than most of its peer countries.

Adviser has identified three major growth drivers for China's investment opportunities: (i) growth from macro-economic management, industry/company reform and ownership restructuring; (ii) productivity gains of its manufacturing activities are changing cost structure on global scale; and (iii) rise of consumer income and spending creates new market.

Adviser also recognizes the fact that cyclical and volatility is intrinsic to China's equity market. As a result, periodic distress creates opportunity for good investment, and booms create opportunity for highly valued exit.

Adviser believes that investment in China needs to be: (i) focused on macro-economic/industry/corporate fundamentals and the impact on stock picking; (ii) flexible and opportunistic in trading major market volatilities; and (iii) focused on realized absolute returns. While the fundamentals set the medium/long term trend and short term global portfolio flow and sentiment swings create major market volatilities, China related investment opportunities favor the well informed with the edge in local knowledge and expertise with global perspective.

Through a combination of core holdings strategy based on proprietary, in-depth fundamental research and tactical trading strategy on major market volatilities, Adviser can stay focused on the medium/long term trend of investment in China while remaining flexible to take advantage of opportunities from major market swings.

As per the Private Placement Memoranda for the Funds:

The Funds may invest in all class of assets in equity securities, including common stocks, preferred stocks, futures, options, forward contracts, currencies, convertible securities, warrants, debt securities, swaps, depository receipts, repurchase agreements, other equity-related interests and instruments, stock purchase rights, shares of investment companies and derivative instruments. The Funds may use a wide range of investment techniques, including leverage, short sales and options for investment or hedging purposes. The Funds may use options and forward contracts on indices, currencies, financial instruments and other securities, as well as other financial instruments, in each case either to hedge existing long and short positions or for non-hedging purposes to generate absolute return.

The Funds may invest in "A" shares listed in Shenzhen and Shanghai in form of SWAPS, equity linked notes and or other similar instruments through institutions which have obtained Qualified Foreign Institutional Investor status in the People's Republic of China. Under the prevailing rules and regulations in China, only certain qualifying foreign institutions that have been approved as



Qualified Foreign Institutional Investors (“QFIIs”) may invest in China A-shares through quotas which have been granted by the relevant Chinese authorities. The Funds will not satisfy the criteria to qualify as a QFII itself and therefore may invest via quotas which are granted to third parties (“Third Party Quotas”). Investments by the Funds in A-share markets within Mainland China may be held through the Third Party Quotas and it is envisaged that future investments may generally be made through them.

The Funds may invest in derivatives including, but not limited to, swaps, options, swaptions, warrants, rights, futures contracts (and options thereon) and forward contracts. Derivatives in which the Funds invests may relate to, but are not limited to, interest rates, currencies, commodities, individual equities, stock indices, securities of governments or their instrumentalities or other financial instruments.

The Funds may hold debt securities for cash management and defensive purposes. Assets of the Funds not invested in securities or deposited as margin or paid as premiums generally will be invested in money-market instruments, including, without limitation, treasury notes and bills, certificates of deposits, commercial paper, broker balances, bankers’ acceptances or mutual funds investing in such money-market instruments.

The Funds may engage in “short sales,” that is, the practice of selling securities which are borrowed from a third party. The Funds will be required to return, at the lender's demand, securities equivalent to those borrowed for the short sale. Pending the return of such securities, the Funds will be required to deposit with the lender as collateral the proceeds of the short sale plus additional cash or securities; the amount of the required deposit will be adjusted periodically to reflect any change in the market price of the security which the Funds are required to return to the lender.

The Funds may invest in shares of pre-IPO companies and other illiquid investments/unlisted shares. The Funds generally intends to limit such investments to 10% of its assets. The Funds may invest in securities that are subject to legal restrictions on resale and, therefore, may be illiquid, difficult to value and subject to wide fluctuations in value. Accordingly, the Funds will make such investments only when the Investment Manager considers that potential returns are sufficiently high in order to justify for such limited liquidity of the investments.

The Funds may use options, forward contracts, swaps and, subject to applicable regulatory restrictions, futures and other derivatives in connection with its investments either for hedging purposes or to seek to increase return. Subject to compliance with applicable laws, the Funds may also invest in other registered and unregistered investment companies. The Funds may also engage in a wide range of transactions designed to enhance the Funds’ return, such as securities lending and repurchase agreements. The Funds may also employ certain currency management techniques to seek to hedge against currency exchange rate fluctuations or to seek to increase total return. When used to seek to enhance return, these management techniques are considered speculative.

However, as discussed below, investing in securities and other investment products involves risk of loss that clients should be prepared to bear.

## **Material Risks for Significant Investment Strategies**

While it is the intention of Adviser to implement strategies which are designed to minimize potential losses suffered by its client, there can be no assurance that such strategies will be successful. It is possible that a client may lose a substantial proportion or all of its assets in connection with investment decisions made by Adviser. The following is a discussion of material risks for Adviser's significant investment strategies, but it does not purport to be a complete explanation of the risks involved Adviser's investment strategies.

### *Leverage*

Adviser may leverage a client's portfolio by borrowing and may also engage in investment strategies that constitute leverage should Adviser consider this necessary or desirable. Such strategies may include the borrowing and short selling of securities and the acquisition and disposal of certain types of derivative securities and instruments, such as swaps, futures and options. While leveraging creates an opportunity for greater total returns it also exposes a client to a greater risk of loss arising from adverse price changes. For a further explanation of the risks involved in entering into certain leveraged transactions see the paragraph below headed "Derivatives".

### *Portfolio Investments May Be Volatile*

The value of the securities in which Adviser, on behalf of its clients, will invest may be volatile. There can be no assurance that portfolio companies will ultimately be successful. Furthermore, a client will be subject to the risk that inflation, economic recession, changes in the general level of interest rates or other market conditions over which Adviser will have no control may adversely affect the operating results of the client.

### *Limited Diversification*

A client's portfolio holdings may be concentrated in the securities of a small number of issuers or industries. While Adviser will seek to diversify the assets in a client's portfolio, such diversification may not be achieved as a result of insufficient investment opportunities.

### *Hedging Transactions May Increase Risks of Capital Losses*

Adviser may utilize a variety of financial instruments, such as options, for risk management purposes. While Adviser may enter into hedging transactions to seek to reduce risk, such transactions may result in a worse overall performance for a client's portfolio than if it had not engaged in any such hedging transactions. Moreover, the portfolio is always exposed to certain risks that cannot be hedged, such as credit risk, relating both to particular securities and counterparties.

### *Currency Risk*

Adviser's investment strategy may cause a client to be exposed to fluctuations in currency exchange rates where it invests directly or indirectly in securities denominated in currencies

other than U.S. dollars. Adviser, on behalf of the client, may, in part, seek to offset the risks associated with such exposure through foreign exchange transactions. The markets in which foreign exchange transactions are effected are highly volatile, highly specialized and highly technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Foreign exchange trading risks include, but are not limited to, exchange rate risk, interest rate risk and potential interference by foreign governments through regulation of local exchange markets, foreign investment, or particular transactions in foreign currency.

### *Derivatives*

Adviser's investment strategy may cause a client to be exposed to derivatives including instruments and contracts the value of which is linked to one or more underlying securities, financial benchmarks or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, index, currency or interest rate at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can result not only in the loss of the entire investment, but may also expose a client to the possibility of a loss exceeding the original amount invested.

### *Repurchase Agreements*

Adviser, on behalf of its clients, may enter into repurchase agreements with respect to securities issued by governments and institutions. Repurchase agreements involve credit risk to the extent that a client's counterparties may avoid such obligations in bankruptcy or insolvency proceedings, thereby exposing the client to unanticipated losses. The amount of credit risk incurred by a client with respect to a particular repurchase agreement will depend in part on the extent to which the obligation of the client counter-party is secured by sufficient collateral.

### *Stock Borrowing*

Adviser may borrow securities for the account of its clients on terms that such securities may be recalled by the lender at short notice. If the securities are recalled, Adviser may be required to unwind a strategy early, which may result in losses.

### *Short Selling*

Adviser, on behalf of its clients, may sell securities of an issuer short. If the price of the issuer's securities declines, Adviser may then cover the short position with securities purchased in the market. The profit realized on a short sale will be the difference between the price received in the sale and the cost of the securities purchased to cover the sale. The possible losses from selling short securities differ from losses that could be incurred from a cash investment in the security; the former may be unlimited, whereas the latter can only equal the total amount of the

cash investment. Short selling activities are also subject to restrictions imposed by the various national and regional securities exchanges, which restrictions could limit the investment activities of Adviser.

#### *Commodities Futures Contracts*

Adviser, on behalf of its clients, may invest in commodities futures contracts. Trading in commodity interests may involve substantial risks. The low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss. There is no assurance that a liquid secondary market will exist for commodity futures contracts or options purchased or sold, and the client may be required to maintain a position until exercise or expiration, which could result in losses.

#### *Liquidity of Investment Portfolio*

The market for some securities in which Adviser, on behalf of its clients, may invest may be relatively illiquid. Liquidity relates to the ability of Adviser, on behalf of its clients, to sell an investment in a timely manner. The market for relatively illiquid securities tends to be more volatile than the market for more liquid securities. Investment of a client's assets in relatively illiquid securities and loans may restrict the ability of Adviser, on behalf of the client, to dispose of its investments at a price and time that it wishes to do so. The risk of illiquidity also arises in the case of over-the-counter transactions. There is no regulated market in such contracts and the bid and offer prices will be established solely by dealers in these contracts. Some securities in which Adviser, on behalf of its clients, invests in may be considered liquid at the time of investment but may become illiquid subsequently due to adverse market conditions.

#### *Economic, Political and other Risks in China*

The overall economic conditions in China may have a significant impact on the Company's financial performance. Economic developments in China follow patterns different from those in Hong Kong and other developed countries as a result of differences in various economic aspects including economic structure, living standard, and growth rate, level of government intervention in the economy, allocation of resources and rate of inflation. Further, the interpretation or application of current laws or regulations in China may have adverse effects on a client's investments.

#### *Emerging Markets Risk*

Investors should note that investing in China as an emerging market economy carries a greater degree of risk and the attention of investors is drawn to the specific risk factors set out below. The value of the assets in a client's portfolio invested in China as an emerging market may be affected by uncertainties such as political developments, changes in government policies, taxation, currency repatriation restrictions and restrictions on foreign investment. It may not be possible for Adviser, on behalf of its clients, to repatriate capital, dividends, interest and income from China or it may require government consents to do so. Clients could be adversely affected

by the introduction of, or delays in, or refusal to grant any such consent for the repatriation of funds or by any official intervention affecting the process of settlement of transactions.

#### *Settlement risks*

Adviser's investment strategy will expose a client to a credit risk on parties with whom Adviser, on behalf of the client, trades and will also bear the risk of settlement default. Market practices in the emerging markets in relation to the settlement of securities transactions and custody of assets will provide increased risk. Although the emerging markets have grown rapidly over the last few years, the clearing, settlement and registration systems available to affect trades on such markets are significantly less developed than those in more mature world markets which can result in delays and other material difficulties in settling trades and in registering transfers of securities. Problems of settlement in these markets may affect the net asset value and liquidity of a client's portfolio.

#### **Material Risks for Particular Types of Securities**

Adviser does not primarily recommend a particular type of security. The material risks involved in Adviser's general investment strategies are described above.

#### **ITEM 9 – DISCIPLINARY INFORMATION**

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There are no legal or disciplinary events that are material to a client's or a prospective client's evaluation of the Adviser or the integrity of the Adviser's management.

#### **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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##### **Broker-Dealer Registration**

Adviser and Adviser's management persons are not registered with the Securities and Exchange Commission ("SEC") as a broker-dealer or registered representatives, respectively.

##### **Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration**

Adviser is not registered with the Commodity Futures Trading Commission ("CFTC") as a futures commission merchant ("FCM"), a commodity pool operator ("CPO") or a commodity trading advisor ("CTA"). Adviser has made exemption filings with the CFTC pursuant to CFTC Rules 4.13(a) (4) and 4.14(a) (8) (iii).

##### **Other Material Relationships**

Adviser does not have any relationships or arrangements that are material to Adviser's advisory business or to its clients that Adviser or any of its management persons have with any of the following related persons: (i) a broker-dealer, municipal securities dealer, or government securities dealer or broker; (ii) an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private

investment company or “hedge fund,” and offshore fund); (iii) any other investment adviser or financial planner; (iv) a futures commission merchant, commodity pool operator, or commodity trading advisor; (v) a banking or thrift institution; (vi) an accountant or accounting firm; (vii) a lawyer or law firm; (viii) an insurance company or agency; (ix) a pension consultant; (x) a real estate broker or dealer ;and (xi)sponsor or syndicator of limited partnerships.

### **Other Financial Industry Activities or Affiliations**

Adviser generally does not recommend or select other investment advisers for its clients. In addition, Adviser does not receive compensation directly or indirectly from other investment advisers that creates a material conflict of interest and does not have other business relationships with other investment advisers that creates a material conflict of interest.

## **ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

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### **Code of Ethics and Personal Trading Policies**

Adviser has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 that permits investment personnel to invest in securities, including securities that may be purchased or held by Adviser’s clients, for their own accounts. The Code governs the investment in securities by personnel designated as access persons of Adviser. The purpose of the Code is to ensure that personal transactions do not conflict with client transactions and that in any situation where the potential for conflict exists, client interests take precedence.

Access persons may not purchase or sell any covered security in which he or she has, or by reason of such transaction acquires, any direct or indirect beneficial ownership and which to his or her actual knowledge at the time of such purchase or sale: (i) is being considered for purchase or sale by a client; or (ii) is being purchased or sold by a client.

Access persons may not reveal to any other person (except in the normal course of his or her duties on behalf of clients) any information regarding securities transactions by clients or consideration by Adviser of any such securities transaction.

Access persons may not recommend any securities transaction for clients without having disclosed his or her interest, if any, in such securities or the issuer thereof, including without limitation (i) his or her direct or indirect beneficial ownership of any securities of such issuer; (ii) any contemplated transaction by such person in such securities; (iii) any position with such issuer or its affiliates; and (iv) any present or proposed business relationship between such issuer or its affiliates, on the one hand, and such person or any party in which such person has a significant interest, on the other.

All investment personnel shall obtain approval before directly or indirectly acquiring beneficial ownership in any securities in an initial public offering or a limited offering.

Each access person must certify annually that he or she has read and understands the Code and recognizes that he or she is subject to the Code. In addition, each access person must certify annually that he or she has complied with the requirements of the Code and that he or she disclosed or reported all personal securities transactions required to be disclosed or reported pursuant to the requirements of the Code.

A copy of Adviser's Code is available to clients and prospective clients upon request.

### **Participation or Interest in Client Transactions and Associated Conflicts of Interest**

Neither Adviser nor any person related to Adviser recommends to clients, or buys or sells for client accounts, securities in which the Adviser or a related person has a material financial interest. In addition, Adviser does not have any affiliate company alongside with their business.

### **Investments in Securities by Adviser and its Personnel**

All of Adviser's personnel are subject to Adviser's policies and procedures regarding confidential or proprietary information, the information barriers and personal trading. In addition, Adviser has additional policies and procedures relating to certain personal securities transactions by Adviser's personnel that may involve potential conflicts including conflicts involving Adviser's personnel and client accounts managed by Adviser. The Adviser and/or its personnel may invest in the Funds. However, these investments do not create any conflicts of interest because Adviser does not manage portfolios for its own accounts and its personnel are subject to policies and procedures as well as all liquidity terms are same as the investors in the Fund to avoid potential conflicts. In addition, when Adviser provides direct investment management services to qualified clients on a discretionary basis, such accounts will generally be managed *pari passu* with the Funds, which therefore would avoid any conflicts of interest which may otherwise arise by Adviser and/or its personnel investing in the Funds.

### **Trading Alongside by Adviser and its Personnel**

As discussed above, currently, Adviser and/or its personnel may invest in the Funds and do not manage portfolios for their own accounts. In addition, when Adviser provides direct investment management services to qualified clients on a discretionary basis, such accounts will generally be managed *pari passu* with the Funds. Under this structure, Adviser would not recommend securities to its clients, or buy or sell securities for its clients' accounts, at the same time that it or its personnel would buy the same securities for its own accounts. Adviser believes that the *pari passu* management policy would avoid any conflicts of interest because Adviser would be managing all accounts in a consistent manner.

## **ITEM 12 – BROKERAGE PRACTICES**

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### **Broker-Dealer Selection**

Adviser has full discretion to select brokers or dealers as well as the commission rates at which the transactions for clients are effected. Adviser will also comply with its internal compliance rules and guidelines and the Funds' manager's fiduciary duty when selecting external brokers. It is Adviser's policy to seek best execution at the best price available with respect to each transaction, in light of the overall quality of brokerage and research services provided to it or its clients. The best price means the best net price without regard to the mix between purchase or sale price and commissions. In selecting broker-dealers, and in negotiating commissions, Adviser considers a variety of factors, including best price and execution, their reputation in industry, level of satisfaction with trade execution, client service, financing, operation supporting, and the quality of the research and research services provided by the brokers.

In determining the abilities of a broker or dealer to obtain best execution for portfolio transactions, Adviser will consider all relevant factors, including the execution capabilities required by the transactions; the ability and willingness of the broker or dealer to facilitate the portfolio transactions by participating therein for its own account; the importance to the account of speed, efficiency and confidentiality; the broker or dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold; the reputation and perceived soundness of the broker or dealer; as well as other matters relevant to the selection of a broker or dealer for portfolio transactions for any account. Adviser will not adhere to any rigid formula in making the selection of the applicable broker or dealer for portfolio transactions, but will weigh a combination of the preceding factors.

Adviser will have no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular portfolio transaction or to select any broker on the basis of its purported or "posted" commission rate, but will endeavor to be aware of the current level of the charges of eligible brokers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of the investment companies. Although Adviser will generally seek competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker or dealer involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

### **Research and Other Soft Dollar Benefits**

Consistent with obtaining best execution, brokerage commissions on client portfolio transactions may be directed to brokers in recognition of research services furnished by them, as well as for services rendered in the execution of orders by such brokers. Adviser will comply with its internal compliance rules and guidelines for research, products or services provided by external brokers through soft dollar arrangements.

Particularly, Adviser may reserve the right to receive goods and services (*i.e.*, soft dollars) from a broker or dealer in consideration of directing transaction business on behalf of its clients to the broker or dealer only if:

- the goods and services are of demonstrable benefit to Adviser's clients;
- transaction execution is consistent with best execution standards and brokerage rates are not in excess of customary full-service brokerage rates;



- the clients have consented in writing to the receipt of the goods and services; and
- disclosure is made of Adviser's practices for receiving the goods and services.

The goods, services or other benefits Adviser might receive may include: research and advisory services, economic and political analysis, portfolio analysis, data and quotation services, computer hardware and software incidental to the above goods and services, clearing and custodian services and investment related publications, and the other goods and services whose nature is such that their provision can reasonably be expected to benefit Adviser as a whole and may contribute to an improvement in the performance of the investments on behalf of the clients.

As a general matter, such research services are used to service all of Adviser's clients. However, each and every research service may not be used to service each and every client managed by Adviser, and brokerage commissions paid by one account may apply towards payment for research services that may not be used in the service of that account.

There is no agreement or formula for the allocation of brokerage business on the basis of research services, except that certain brokers that provide specified statistical and performance measurement services state in advance the amount of brokerage commissions they require for such services. Adviser may, in its discretion, cause the client to pay such brokers a commission for effecting portfolio transactions in excess of the amount of commission another broker adequately qualified to effect such transactions would have charged for effecting such transactions. This may be done where Adviser has determined in good faith that such commission is reasonable in relation to the value of brokerage and research services received. In reaching such a determination, Adviser would not be required to place or attempt to place a specific dollar value on the brokerage or research services provided by such broker.

When Adviser uses its client's brokerage commissions (or markups or markdowns) to obtain research or other products or services, Adviser receives a benefit because it does not have to produce or pay for such research, products or services. Adviser may have an incentive to select or recommend a broker-dealer based in its interest in receiving the research or other products or services, rather than on its clients' interest in receiving the most favorable execution. In addition, Adviser may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact here.

Adviser generally does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate. Nonetheless, when allocating trades to clients, Adviser must ensure that over time each client is treated fairly and equitably in the execution of transactions. Therefore, trading personnel must ensure that, over time:

- Clients are treated fairly as to the securities purchased or sold for their accounts;
- Clients are treated fairly with respect to the priority of execution of orders;
- Clients are treated fairly in the allocation of trades;
- Allocation of trades is done on a timely basis; and
- All accounts participating in an aggregated order receive average price and share transaction costs pro-rata.

Within the last fiscal year, Adviser acquired both brokerage services, including trade execution, and research services with soft dollar benefits.

### **Brokerage for Client Referrals**

Adviser generally does not consider, in selecting or recommending broker-dealers, whether Adviser or a related person receives client referrals from a broker-dealer or third party.

### **Directed Brokerage**

Adviser generally has the discretionary authority to determine and direct execution of portfolio transactions within the client's specified investment objectives without prior consultation with the client on a transaction-by-transaction basis.

When Adviser provides direct investment management services for accredited investors and qualified clients on a discretionary basis, certain clients may limit Adviser's discretionary authority in terms of the selection of broker-dealers or other terms of brokerage arrangements and may direct Adviser to place transactions for their accounts with a particular broker-dealer, to, among other things, defray consulting fees or other fees. Where a client directs the use of a particular broker-dealer, Adviser may be unable to achieve most favorable execution of client transactions and the client may pay more in execution fees than if Adviser was permitted to choose the executing broker. In such cases, Adviser may not have as much discretion in determining the terms of how an order will be handled with such broker-dealer and may not be able to freely negotiate commission rates. In addition, Adviser may not be able to aggregate the client's orders with other client orders to reduce transaction costs. As a result, designating use of a particular broker-dealer may cause a client to pay higher commissions or receive less favorable net prices than would be the case if Adviser were authorized to choose the broker-dealer through which to execute the transaction for the client's account. Lastly, in an effort to achieve orderly execution of transactions, execution of orders for clients that have designated particular brokers may, in certain circumstances, be delayed until after Adviser completes the execution of non-designated orders.

### **Aggregation of Trades**

Adviser has the fiduciary duty to execute orders for its clients fairly and equitably. Specifically, Adviser must ensure that:

- where orders are placed on behalf of more than one fund or client, all orders are allocated fairly;
- it documents the intended allocation before executing a transaction; and
- executed transactions are allocated promptly and according to the documentation.

A formal pre-agreed allocation policy will override the requirement to fully document the intended allocation before executing a transaction provided that the policy is followed.

Should there be deviations from the intended allocation procedures, the revised allocation should not disadvantage the client and reasons for the reallocation are clearly documented. As always,

the allocation made on a *pro rata* basis in accordance with the size of each portfolio making the investment.

In addition, Adviser follows written procedures pursuant to which it may, for clients who permit it, and to the extent consistent with best execution, combine purchase or sale orders for the same security for multiple clients (sometimes called “bunching”) so that they can be executed at the same time.

Where it has been decided to purchase a security for more than one portfolio, the order will be aggregated for transmission to the broker and then must be allocated between each individual client on a *pro rata* basis in accordance with the size of each portfolio to keep the best interests of each portfolio.

No part of an allocated transaction will be allocated to Adviser or its directors or employees or any affiliate of the foregoing. Where orders are received from different portfolio managers to deal in the same stock, allocations will be made on a *pro rata* basis.

Orders in the same stocks received within one hour of each other at the same price will be aggregated for an average price. Otherwise, the orders will be placed separately and the prices will not be averaged.

If a portfolio manager or trader discovers an error in the intended or actual allocation, he must ask the dealing desk to amend the allocation.

Preferential allocations of an IPO to any fund are strictly prohibited.

## **ITEM 13 – REVIEW OF ACCOUNTS**

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### **Review of Accounts**

The investment management team will review clients’ investment portfolio as a whole through real-time monitoring. These reviews are designed to monitor and analyze the transactions, positions, and investment levels. Particular attention is given to changes in company fundamentals, industry outlook, market outlook, and price levels. In addition, the Operations manager, Risk manager and Compliance officer will review underlying funds on a daily basis for ensuring compliance with operational and regulatory requirements.

### **Factors Triggering a Review**

Adviser also performs reviews of its client’s accounts as appropriate based on, among other things, changes in market conditions or security positions or changes in a client’s investment objective or policies, or in response to a request by a client for a meeting or the occurrence of such meeting.

### **Client Reports**

Adviser sends a weekly estimate and monthly newsletter containing performance data, market reviews and investment comments as well as the monthly official NAV of the Fund to its fund clients, and investors in the fund, through email. At the same time, such official monthly NAV is also available in the website of the Fund's administrator, HSBC.

When Adviser provides direct investment management services to qualified clients on a discretionary basis, such clients should expect to receive similar reports.

## **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

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### **Other Compensation**

No person who is not a client of Adviser provides an economic benefit to Adviser for providing investment adviser or other advisory services to Adviser's clients.

### **Compensation for Client Referrals**

Neither Adviser nor any related person directly or indirectly compensates any person who is not a supervised person of Adviser for client referrals.

## **ITEM 15 – CUSTODY**

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Investor assets in Funds are held either by the prime brokers or the Funds' administrator.

For other managed accounts, the assets will be restricted to custody by their prime broker or the fund administrator.

If Adviser provides direct investment management services for U.S. qualified clients on a discretionary basis, such clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains the client's investment assets. Adviser urges U.S. clients to carefully review such statements and compare such official custodial records to the account statements that Adviser may provide to them. Adviser's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **ITEM 16 – INVESTMENT DISCRETION**

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Adviser will also comply with its internal compliance rules and guidelines and the Funds' manager's fiduciary duty (if applicable) when making investment decisions for the Funds and its other clients.

With respect to the Funds, Adviser has full power to exercise its investment discretion subject to the investment restrictions & guidelines listed in Private Placing Memoranda of the Fund.

With respect to other clients, Adviser usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Adviser observes the investment policies, limitations and restrictions of the clients for which it advises.

## **ITEM 17 – VOTING CLIENT SECURITIES**

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### **Proxy Voting Policies**

On behalf of the Funds, Adviser invests in securities issued by both public and private issuers. In relation to these investments, while Adviser has authority to vote proxies on behalf of the Funds, Adviser generally votes directly in extraordinary general meetings or through the prime brokers.

In voting on behalf of its clients (including the Funds), Adviser shall take into account the best interests of its clients, as well as any potential conflicts of interest among its clients and Adviser or its affiliates. Adviser is responsible for identifying any potential conflicts of interest that may arise in the voting process. Adviser will refer any conflicts of interest to the designated principals or directors for resolution.

We note that proxy voting rules under the Advisers Act would generally apply only to Adviser's U.S. clients, which for purposes of this Item 17 do not include non\_U.S. Funds.

If and when Adviser provides direct investment advisory services for U.S. qualified clients on a discretionary basis and votes proxies on behalf of such clients, Adviser will follow the procedures and policies discussed above. In addition, with respect to such U.S. clients, Adviser will retain (i) proxy statements provided by the prime broker/custodian regarding client securities; (ii) records of votes cast on behalf of clients; (iii) records of clients requests for proxy voting information; and (iv) any specific documents Adviser prepared that were material to making a decision how to vote, or that memorialized the basis for the decision. At such time when Adviser provides direct investment advisory services to U.S. clients and votes proxies on behalf of such clients, Adviser will document in writing such voting policies and procedures and information on how specific proxies were voted, and such information would be provided to Adviser's U.S. clients and prospective U.S. clients upon request.

## **ITEM 18 – FINANCIAL INFORMATION**

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Adviser does not require prepayment of any fees, has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding. Accordingly, no financial statements are required to be provided by Adviser to its clients and prospective clients.

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