

# Joho Capital, L.L.C. Part 2A of Form ADV The Brochure

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This brochure provides information about the qualifications and business practices of Joho Capital, LLC (“Joho” or the “Advisor”). If you have any questions about the contents of this brochure, please contact us at 212-326-9560. Joho’s Chief Compliance Officer, Mike Schwartz, can be reached directly at 212-326-9588. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Joho is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Material Changes

Joho filed its initial Brochure upon the firm’s registration as an investment adviser with the SEC in March 2012. There have been no material changes since its adoption.

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## Item 4. Advisory Business

Joho was founded by Robert Karr in 1996 and is primarily owned by Mr. Karr, his wife and their related trust.

Joho provides investment management services to private pooled investment vehicles (“Private Funds”) offered to investors on a private placement basis. The investment vehicles are structured as U.S. limited partnerships and limited liability companies and non-U.S. entities. Joho also provides investment management services to a private charitable foundation (collectively with the Private Funds, “Clients”). In connection with providing these investment management services, Joho has been appointed as investment adviser with discretionary trading authorization

Joho utilizes long-only equity strategies as well as long/short equity strategies focused primarily on Japan, China, Korea, and related opportunities in other Asian and global markets. The Advisor’s investment objective is to achieve superior long-term returns through highly focused stock selection. The Advisor’s investment process combines traditional analysis of industry structure, competitive environments, and corporate strategy with extensive financial modeling and valuation techniques.

In providing advisory services to the Private Funds (individually, a “Fund”), the Advisor formulates the investment objectives, directs and manages the investment and reinvestment of each Fund’s assets and provides reports to investors. Investment advice is provided directly to each Fund and not individually to the investors of the Funds. Investment advice with respect to

the Private Funds is made in accordance with the investment objectives and guidelines as set forth in each Fund's respective offering memorandum. Discretionary investment advice with respect to the charitable foundation is consistent with the investment objectives, mandate and restrictions agreed to with the board of directors of the charitable foundation.

As of December 31, 2012, Joho managed approximately \$5,611 million on a discretionary basis on behalf of 6 clients.

## **Item 5. Fees and Compensation**

The fees applicable to the Private Funds are set forth in detail in each Fund's respective offering documents. In general, Joho and/or its affiliated General Partner entity ("General Partner") collect an annual 1% management fee based on the value of the Private Funds' net assets. For the long/short Private Funds Joho generally receives an annual incentive fee or allocation equal to 20% of the net profits (including unrealized gains and losses) of the Funds, if any, subject to a loss carry forward provision. For the long-only Private Funds Joho generally receives an annual incentive fee or allocation equal to 20% of the net profits or losses for the Funds in excess of a "hurdle amount". The management fee is paid quarterly in arrears while incentive fees or allocations are paid or allocated annually. Investment management fees and performance-based compensation (if applicable) are deducted from the Private Funds' accounts by such fund's administrator upon receiving proper instructions from the Advisor.

Joho may in its sole discretion waive or reduce the management and incentive fees or allocations paid to it or the General Partner on a case-by-case basis. Under certain circumstances the Advisor may enter into side agreements with specific investors that may provide for different fees, withdrawal rights, access to information about the Private Funds' investments, or other matters relating to an investment in the relevant Fund.

In addition to management and incentive fees, investors in the Private Funds will bear indirectly the fees and expenses charged to the Private Funds. Those fees and expenses will vary, but typically will include legal, accounting, auditing or other professional fees, investment expenses such as brokerage commissions, research expenses, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, bank service fees and other reasonable expenses related to the purchase, sale or transmittal of Private Fund assets as shall be determined by the General Partner in its sole and absolute discretion. Investors should review all fees charged by Joho, its affiliates, and others to fully understand the total amount of fees to be paid by the Private Funds and, indirectly, their investors. The annual expenses of the Private Funds will be set forth in each Fund's certified annual financial statements, which will be provided to all investors. In addition, Clients will incur brokerage and other transaction costs. Please refer to Item 12 of this Brochure for a discussion of the Advisor's brokerage practices.

Joho receives a flat fee for the investment advisory services provided to the charitable foundation, which fee is billed to the foundation in arrears on a periodic basis.

## **Item 6. Performance Based Fees and Side-by-Side Management**

As stated in the Fees and Compensation section above, Joho and/or the General Partner charge performance based fees which are fees based on a share of capital gains on or capital appreciation of the client's assets.

The fact that the Joho and the General Partner are compensated based on the trading profits may create an incentive to make investments on behalf of the Private Funds that are riskier or more speculative than would be the case in the absence of such compensation. Joho's personnel are also typically compensated on a basis that includes a performance-based component. In addition, the performance based fee received by Joho/General Partner is based primarily on realized and unrealized gains and losses. As a result, the Advisor/General Partner may receive a performance allocation reflecting unrealized gains at the end of a year that is not subsequently recognized by the Private Fund. The Advisor will value, or has valued, the securities held by the Private Funds (using readily available market quotations and other commonly used and recognized methods) and will be responsible for the determination of asset valuations for all purposes including the determination of the management fee and the performance allocation. Since Joho receives a management fee and performance allocation based on the value of the assets that it manages, Joho's involvement in the valuation process presents a potential conflict of interest. Joho addresses this conflict of interest by (i) using readily available market quotations and other commonly used and recognized valuation methods to value securities, (ii) consulting with the Funds' third-party administrator regarding valuations and (iii) ensuring that all the Funds are audited by an independent, nationally recognized audit firm.

With respect to the long-only Private Funds, the hurdle amount is the amount of profit or loss the Funds would have realized based on an investment return for such year equal to that of the MSCI AC Asia Index. Because the incentive allocation is determined based upon an investment outperforming the MSCI Index for any fiscal year it is possible that Joho will be entitled to receive an Incentive Allocation for a fiscal year even if the Funds' assets had depreciated in value during the year.

Since Joho and its investment personnel manage more than one Client account a potential exists for one Client account to be favored over another Client account. Joho and its investment personnel have a greater incentive to favor Client accounts that pay Joho (and indirectly the portfolio manager) higher fees. Because Joho may receive higher performance-based compensation or management fees from certain Client accounts, or Joho and/or its partners, principals or employees, or its affiliates may have made significant investments in certain Client accounts, Joho may have a conflict of interest when allocating investments between Client accounts.

Joho has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple accounts, including accounts with multiple fee arrangements, and the allocation of investment opportunities. Joho will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any Client account. See Item 12 for information regarding Joho's allocation policy.

## **Item 7. Types of Clients**

Joho provides investment advice to private pooled investment vehicles offered to investors on a private placement basis. The investment vehicles are structured as limited partnerships, limited liability companies or other types of non-U.S. entities. Interests in the investment vehicles are offered and sold exclusively to investors satisfying the applicable eligibility and suitability requirements either in private transactions within the United States or in offshore transactions. Typically, these investors are high net worth individuals, institutions and other entities.

Details concerning applicable suitability criteria are set forth in the respective Fund's offering document and subscription application materials. Joho's Private Funds require a minimum initial investment of at least \$1 million, although Joho may accept lower amounts. Each U.S. investor in a U.S. Partnership must satisfy the suitability requirements under Rule 205-3 under the Investment Advisors Act of 1940, which prescribes certain requirements which must be satisfied in connection with the Advisor's receipt of performance-based compensation.

Joho also provides investment advice to a private charitable foundation. Joho does not anticipate advising any other managed accounts (i.e., other than the charitable foundation) in the future, and therefore, does not have any stated minimum account size for a managed account.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

Joho utilizes long-only equity strategies as well as long/short equity strategies focused primarily on Japan, China, Korea, and related opportunities in other Asian and global markets. The Advisor focuses on certain sectors in Asia where its investment professionals have analytical strength, which generally include technology, automobiles, machinery, retail, consumer goods, basic materials and financial services.

Joho's investment process combines traditional analysis of industry structure, competitive environments, and corporate strategy with extensive financial modeling and valuation techniques. The investment process generally includes screening proprietary databases for potential long and short investment ideas; meeting with company management and visiting key operations of potential investments; meeting and analyzing competitors, customers, and supplies of potential investments; developing long-term financial earnings models; and applying valuation measures to the investment universe.

In selecting long investments, Joho will typically focus on companies with one or more of the following characteristics:

- Address a growing market;
- Demonstrate a sustainable competitive advantage;
- Generate strong return on invested capital;
- Offer attractive reinvestment opportunities for cash generated from operations;
- Possess high caliber management and operations;
- Align interests between management and shareholders; and
- Maintain a strong financial position.

In selecting short positions, Joho will typically focus on companies with one or more of the following characteristics:

- Operate in a consolidating industry;
- Lack cost competitiveness;
- Have poor management and operations;
- Possess a weak balance sheet;
- Offer products or services that face obsolescence through technology changes; and
- Remain highly valued growth companies, but lack a sustainable competitive advantage.

All investing involves a risk of loss and the investment strategies offered by Joho could lose money over short or even long periods. Performance could be hurt by a number of different market risks including but not limited to:

- **Market Risks** - The profitability of a significant portion of the investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that the Advisor will be able to predict accurately these price movements. Although the Advisor may attempt to mitigate market risk through the use of long and short positions or other methods, there is always some, and occasionally a significant, degree of market risk.

- **Short Sales** - Short selling could result in losses significantly higher than the original investment. The Advisor may include short selling in its Clients' portfolios. Short selling involves selling a security that the Client does not own. The Client borrows the security that is sold short in hopes of purchasing the security at a later price to repay the lender of the security. If a security that is sold short rises in price, the short seller will lose money. Because there is no limit on how much a security's price may rise, securities sold short are subject to unlimited risk of loss.

- **Leverage** – The use of leverage increases the risk of loss and increases costs. The Advisor may use leverage in its investment program, including the use of borrowed funds. To the extent the Advisor purchases securities with borrowed funds, net assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. The interest costs associated with such borrowing will reduce the Client's profits. If the interest expense on borrowings were to exceed the return on the investments made with borrowed funds, the use of leverage would result in a lower rate of return than if leverage was not used.

- **Lack of Diversification** – Client portfolios will be focused on Asian equities and accordingly will not be diversified geographically or by type of security and may not generally be diversified at all times among companies or industries. Accordingly, Client investment portfolios may be subject to more rapid change in value than would be the case if the Clients were required to maintain a wide diversification among companies, securities, countries or industry groups.

- **Non-U.S. Securities** - Foreign securities, foreign currencies, and securities issued by U.S. entities with substantial foreign operations can involve additional risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less

stringent investor protection and disclosure standards of some foreign markets. All of these factors can make foreign investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. Emerging markets, in particular, may have less established political and economic structures. Such countries are also more likely to experience high levels of inflation, deflation, or currency devaluation, which can harm their economies and securities markets and increase volatility.

- **Small to Medium Capitalization Stocks** - At any given time, Clients may have significant investments in smaller-to-medium sized companies of a less seasoned nature whose securities are traded in the over-the-counter market. These "secondary" securities often involve significantly greater risks than the securities of larger, better-known companies.
- **Currency Risks** - Client investments that are denominated in a non-U.S. currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments.

The above risks are not intended to serve as an exhaustive list or comprehensive description of all risks that may arise in connection with Joho's investment strategy. Investors should review the Private Fund's offering memorandum and other governing documents to understand the risks and potential conflicts of interests involved with Joho's strategy.

## **Item 9. Disciplinary Information**

This Item is not applicable.

## **Item 10. Other Financial Industry Activities and Affiliations**

The Advisor has relationships that are material to the advisory business with Joho Research Asia, LLC and Joho Research Japan, Inc., both of which are affiliated entities. Joho Research Asia, LLC and Joho Research Japan, Inc. provide the Advisor with research related services. Any fees and expenses attributable to Joho Research Asia, LLC and Joho Research Japan, Inc. are borne by the Advisor.

Mike Schwartz, the Chief Compliance Officer of the Advisor, is a registered CPA and currently provides income tax preparation to family members and certain other individual clients.

## **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Joho has adopted a Code of Ethics pursuant to Rule 204A-1 under the Investment Advisors Act of 1940 that is predicated on the principal that the Advisor owes a fiduciary duty to its Clients. Accordingly, employees of Joho must disclose or avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of Clients.

The Code of Ethics also sets forth the standards of conduct expected of the Advisor's personnel and requires an annual acknowledgement and certification stating that each employee has abided

by, and will continue to abide by Joho's Compliance Manual, which includes the Code of Ethics. The Advisor's personnel are required to promptly report any violations of the Code of Ethics to the Chief Compliance Officer. A copy of the Advisor's Code of Ethics shall be provided to any client or prospective client upon request by contacting Mike Schwartz at (212) 326-9588.

From time to time, various potential and actual conflicts of interest may arise from the overall advisory, investment and other activities of Joho and its affiliates and personnel. Joho has established policies and procedures to monitor and resolve conflicts and will endeavor to resolve conflicts with respect to investment opportunities in a manner it deems equitable to the extent possible under the prevailing facts and circumstances. Potential conflicts also may arise due to the fact that Joho and its personnel may have investments in some Private Funds but not in others or may have different levels of investments in the various Private Funds. Certain of Joho's employees may also invest personally in the same third-party private funds that the charitable foundation invests in.

In addition, Joho may give advice or take action with respect to the investments of one or more Clients that may not be given or taken with respect to other Clients with similar investment programs, objectives, and strategies. Accordingly, Clients with similar strategies may not hold the same securities or instruments or achieve the same performance. Also, Joho and its personnel may have conflicts in allocating their time and services among the Clients. Joho will devote as much time to each Client as Joho deems appropriate to perform its duties in accordance with its management agreements.

In order to minimize potential conflicts of interest, employees generally may not purchase or sell securities that are also held by the Private Funds, and must seek pre-approval from the Chief Compliance Officer before purchasing certain investments, such as private placements. Employees wishing to liquidate positions in their personal accounts that are also positions held in Client accounts must receive pre-approval from the Chief Compliance Officer.

The private charitable foundation managed by Joho invests in the Advisor's Private Funds. However, no management or performance based fees are charged to the private charitable foundation with respect to its investment in the Private Funds. The amount of the private charitable foundation's assets that are invested in the Advisor's Private Funds is determined by the board of directors of the private charitable foundation.

## **Item 12. Brokerage Practices**

As noted previously, Joho has full discretionary authority to manage Client assets including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Joho's authority is limited by its own internal policies and procedures and each Client's investment guidelines.

In selecting an appropriate broker-dealer to effect a Client trade, Joho seeks to obtain best execution, taking into consideration, among other things, the price of a security offered by the broker-dealer, as well as a broker-dealer's full range and quality of services including, among other things, reliability and financial responsibility, execution capability, speed of execution,



liquidity, anonymity, geographic location, commission rates, responsiveness to Joho, frequency of errors, brokerage and research services provided to Joho (e.g., research ideas and analysis), special execution and block positioning capabilities, clearance, and settlement and custodial services. Although Advisor generally seeks reasonably competitive commission rates, it does not seek formal competitive bidding and does not necessarily direct transactions to brokers that charge the lowest commission rates. The commission rates paid to any broker for execution of transactions will be determined through negotiations with the broker, taking into account industry norms for the size and type of transaction, and the nature of brokerage and research services provided.

Consistent with the principle of seeking best execution, Advisor may place orders with brokers that provide Advisor with supplemental brokerage and research services. Section 28(e) of the Securities Exchange Act of 1934, as amended, is a “safe harbor” that permits an investment manager to use commissions or “soft dollars” to obtain research and brokerage services that provide lawful and appropriate assistance in the investment decision-making process. Except for services that would be a Fund expense or as otherwise described below, Joho will limit the use of commissions to obtain research and brokerage services to services which constitute research and brokerage within the meaning of Section 28(e). Research services within Section 28(e) may include, but are not limited to, research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; corporate governance research and rating services; attendance at certain seminars and conferences; discussions with research analysts; meetings with corporate executives; consultants’ advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); advice from brokers on order execution; and certain proxy services. Brokerage services within Section 28(e) may include, but are not limited to, services related to the execution, clearing and settlement of securities transactions and functions incidental thereto (i.e., connectivity services between an investment manager and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations. The use of commissions arising from the Fund’s investment transactions for services other than research and brokerage will be limited to services that would otherwise be a Fund expense. The use of commissions to obtain such other services would be outside the parameters of Section 28(e). Similarly, because Section 28(e) relates only to the use of commissions on equity transactions, the use of commissions, mark-ups or other compensation on transactions in instruments other than equity securities would be outside the parameters of Section 28(e).

In some instances, Joho may receive a product or service that may be used only partially for functions within Section 28(e) (e.g. an order management system, trade analytical software or proxy services). In such instances, Joho will make a good faith effort to determine the relative proportion of the product or service used to assist the Advisor in carrying out its investment decision-making responsibilities and the relative proportion used for administrative or other purposes outside Section 28(e). The proportion of the product or service attributable to assisting the Advisor in carrying out its investment decision-making responsibilities will be paid through

brokerage commissions generated by client transactions and the proportion attributable to administrative or other purposes outside Section 28(e) will be paid for by Joho from its own resources or by the Fund if it would otherwise be a Fund expense. The receipt of such products or services and the determination of the appropriate allocation in the case of “mixed use” products or services creates a potential conflict of interest between the Advisor and its Clients.

Research and brokerage services obtained by the use of commissions arising from Clients’ portfolio transactions may be used by the Advisor in its other investment activities and thus, Clients may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided.

When Advisor uses Client brokerage commissions (or markups or markdowns) to obtain research or other products or services, Advisor receives a benefit because it does not have to produce or pay for the research, products or services. Advisor may have an incentive to select or recommend a broker-dealer based on Advisor’s interest in receiving the research or other products or services, rather than Clients’ interest in receiving most favorable execution.

During the Advisor’s last fiscal year, as a result of Client brokerage commissions (or markups or markdowns), the Advisor and its related persons acquired research services within Section 28(e) including, from data services, such as Bloomberg, Reuters, Pacific Data HK, Wisenet and Advance Forecasting, which provide market, exchange, company, financial and economic data. Client brokerage commissions were also used to access third party research through expert networks such as Gerson Lehrman Group.

Joho maintains policies and procedures to review the quality of broker/dealer executions, including periodic reviews by the Advisor’s trading and investment professionals. At least semi-annually, Joho considers the amount and nature of research and brokerage services provided by broker-dealers, as well as the extent to which such services are relied upon, and attempts to allocate a portion of the brokerage business of its Clients on the basis of such considerations. Broker-dealers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker-dealer may be less than the suggested allocation, but can exceed the suggested level, because total brokerage is allocated on the basis of all of the considerations described above. In no case will Joho make binding commitments as to the level of brokerage commissions it will allocate to a broker-dealer, nor will it commit to pay cash if any informal targets are not met.

It is the policy of Joho to allocate investment opportunities fairly and equitably over a period of time. Joho will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any Client. Account performance is never a factor in trade allocations. Joho, however, will have no obligation to purchase, sell or exchange any security or financial instrument for Clients if Joho believes in good faith at the time the investment decision is made that such transaction or investment would be unsuitable, impractical or undesirable for any of the Clients. In making allocation decisions, Joho generally considers the following factors, among others: the investment objectives and restrictions of Clients; each Client's account size, diversification, cash availability, and any other relevant factors.

Joho is also authorized to bunch trades whereby orders for multiple Client accounts may be combined in order to obtain best execution. In such instances, Client accounts will generally receive the average execution price and will incur their pro rata share of transaction costs. In cases where only part of an order is filled, securities are allocated to accounts generally on a pro rata basis based on the initial amount of shares requested.

From time to time the Advisor may participate in capital introduction programs arranged by broker-dealers, including firms that serve as prime brokers to a Private Fund. The Advisor may place portfolio transactions for the Private Funds with firms who have made such recommendations or provided capital introduction opportunities, if the Advisor determines that it is otherwise consistent with seeking best execution. The Advisor will not select a broker-dealer solely as a means of remuneration for recommending the Advisor or any Private Fund managed by the Advisor (or an affiliate) or affording the Advisor with the opportunity to participate in capital introduction programs.

The Advisor has internal controls in place to prevent trade errors from occurring. All trade errors are to be promptly reported to the Chief Compliance Officer. In the event that the Advisor incurs a trade error as a result of the Advisor's willful misfeasance, bad faith or gross negligence, trade errors are to be corrected by the Advisor as soon as practicable, in a manner such that the Client incurs no loss. Trade errors that result other than by breach of the standard of care stated above will be borne by the Clients.

### **Item 13. Review of Accounts**

Joho performs various daily, weekly, monthly, and other periodic reviews of Clients' portfolios. Such reviews are conducted by Joho's Portfolio Manager working together with Joho's investment professionals and Chief Financial Officer. The Portfolio Manager also conducts meetings periodically with each investment analyst to discuss, among other things, their coverage areas, Client holdings, economic developments, current events, and investment strategies.

Investors in the Private Funds receive weekly and monthly estimates of investment performance. Investors also receive a monthly performance update when performance calculations are completed. In addition, Joho provides investors with a quarterly fact sheet that includes summary performance information, a performance attribution analysis, portfolio exposure data, and assets under management information.

The Private Funds also issue investors tax reports (if applicable) and audited financial statements concerning their respective Funds within 120 days of the end of the Funds' fiscal year.

#### **Item 14. Client Referrals and Other Compensation**

This Item is not applicable.

#### **Item 15. Custody**

The Private Fund assets are held in custody by unaffiliated broker/dealers or banks. Joho may be deemed to have custody of certain Private Fund assets since an affiliate serves as the general partner for certain of the Private Funds. Investors of a limited partnership or other investment vehicle will not receive statements from the custodian regarding underlying portfolio positions. Instead the Private Funds are subject to annual audits and the audited financial statements are distributed to each investor. The audited financial statements will be prepared in accordance with generally accepted accounting principals and distributed within 120 days of the Private Funds' fiscal year end.

#### **Item 16. Investment Discretion**

As noted previously, Joho has full discretionary authority to manage Clients' assets including authority to make decisions with respect to which securities are bought and sold, the amount and price of those securities, the brokers or dealers to be used for a particular transaction, and commissions or markups and markdowns paid. Joho's authority is limited by its own internal policies and procedures and each Client's investment guidelines. Prior to assuming discretion in managing a Client's assets, the Advisor enters into an investment management agreement or other agreement that sets forth the scope of the Advisor's discretion.

#### **Item 17. Voting Client Securities**

The Securities and Exchange Commission adopted Rule 206(4)-6 under the Investment Advisors Act of 1940, which requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies. Joho has adopted proxy voting policies and procedures which are designed to maximize the value of investments for Clients while avoiding conflicts of interest.

The Advisor's Clients are not permitted to direct their votes in a particular solicitation.

The Advisor has retained an independent governance analysis and proxy voting firm to assist in the due diligence process related to making appropriate proxy voting decisions related to Client accounts. In addition, Joho has appointed an individual who oversees the proxy voting firm's activities and who is responsible for ensuring that proxies are voted and submitted promptly and properly. If Joho determines that the firm or one of its employees faces a material conflict of interest in voting a proxy (e.g., an employee of the Advisor may personally benefit if the proxy is voted in a certain direction), the procedures provide for the independent proxy voting firm to determine the appropriate vote. Any vote cast by the independent proxy voting firm with respect to the conflict of interest is binding and may not be overridden by the Advisor. A copy of the proxy voting policies as well as the proxy voting records relating to a Client may be obtained by contacting Joho.

**Item 18. Financial Information**

This Item is not applicable.