



Hillhouse Capital Management, Ltd.

**Form ADV, Part 2A –
Brochure**

This Brochure provides information about the qualifications and business practices of Hillhouse Capital Management, Ltd. If you have any questions about the contents of this Brochure, please contact us at hcminfo@hillhousecap.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Hillhouse Capital Management, Ltd. is an SEC-registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Hillhouse Capital Management, Ltd. also is available on the SEC’s website at www.adviserinfo.sec.gov.

April 29, 2013

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ITEM 2: MATERIAL CHANGES

Hillhouse Capital Management, Ltd. (“Hillhouse”, “we”, “our”, or “us”) is a newly registered investment adviser. Because this is our initial brochure, there are no material updates to disclose. In the future, we will provide any material updates to the information contained in this brochure promptly to clients.

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ITEM 4: ADVISORY BUSINESS

Overview

Hillhouse was founded in June 2005 by Mr. Lei Zhang, President and Chief Investment Officer. Hillhouse is a wholly owned subsidiary of Hillhouse Capital Group Limited, which is a wholly owned subsidiary of Hillhouse Capital Group Holdings Limited. Mr. Lei Zhang directly owns 100% of Hillhouse Capital Group Holdings Limited.

Hillhouse serves as the investment adviser to clients organized as privately offered pooled investment vehicles (the “Funds” or “clients”). Hillhouse has discretionary authority to manage the Funds, including the authority to determine which investments are bought and sold and the amounts of such investments that are appropriate for each Fund. Any limitation on Hillhouse’s authority is described in the Funds’ governing documents and/or investment management agreements. Hillhouse manages the Funds in accordance with the investment guidelines set forth in the offering documents for each Fund, and in accordance with authority delegated to it under the investment management agreement or limited partnership agreement.

Hillhouse had approximately \$7.8 billion of assets under management as of March 31, 2013, all of which we manage on a discretionary basis. The amount of assets under management reported in this brochure differs from the amount of “regulatory assets under management” that we reported in Part 1, Item 5 of our Form ADV. Part 1, Item 5 of Form ADV requires an adviser to report assets under management inclusive of any uncalled commitments and without deducting any outstanding indebtedness or other accrued but unpaid liabilities. To prevent the appearance of an overstatement of our assets under management, Hillhouse has calculated assets under management in this brochure exclusive of uncalled commitments and taking into account certain unpaid liabilities and outstanding indebtedness. As a result, the amount of assets under management we report in this brochure is lower than the amount of regulatory assets under management reported in Part 1, Item 5 of our Form ADV.

Fund Structure

The Funds are organized into master-feeder structures. A master-feeder structure is commonly used to accumulate capital raised from both United States (“U.S.”) taxable, U.S. tax exempt and non-U.S. investors into one central vehicle - the master fund - in order to enhance the critical mass of tradable assets, improve economies of scale under which the fund arrangements operate and enhance operational efficiencies, thereby reducing costs. Hillhouse and/or a related person of Hillhouse serve as general partner of the Funds.

Investment Philosophy

Our investment philosophy is to seek long-term, risk-adjusted returns through bottom-up analysis and fundamental proprietary research. As part of our bottom-up analysis, we perform both qualitative and quantitative assessments of potential investments with a particular focus on opportunities upon which we can gain insights and discover value in an ever-changing world. This fundamental research persistence allows us to be patient, long-term investors.

Portfolio Management Services

We manage the Funds on a discretionary basis subject to investment policies and restrictions established by our clients. We manage a select number of Funds and, thus, we consult with each Fund on its investment objectives and tailor our services and advice to those objectives. For example, certain of our clients may place specific investment or other limits on our investments.

We primarily invest in equity securities, but may invest in a wide range of securities and other financial instruments including, without limitation: share capital; common stock; preferred stock; shares of beneficial interest; partnership interests and similar financial instruments; bonds, notes, and debentures (whether subordinated, convertible, or otherwise); commodities; currencies; interest rate, currency, commodity, equity, and other derivative products, including, without limitation, (i) futures contracts (and options on futures contracts) relating to stock indices, currencies, other financial instruments, and all other commodities, (ii) swaps, options, warrants, caps, collars, floors, and forward rate agreements, (iii) spot and forward currency transactions, and (iv) agreements relating to or securing such transactions; equipment lease certificates; equipment trust certificates; loans; accounts and notes receivable and payable held by trade or other creditors; trade acceptances; contract and other claims; executory contracts; participations; mutual funds; money market funds; structured securities; repurchase agreements; obligations of governments and instrumentalities; commercial paper; certificates of deposit; bankers' acceptances; trust receipts; choses in action; real estate, including fee interests, leaseholds, mortgages, or other real estate assets; and any other obligations and instruments or evidences of indebtedness of whatever kind or nature; in each case, of any person, corporation, government, or other entity whatsoever, whether or not publicly traded or readily marketable. We may also invest client assets in a wide range of markets and exchanges in Asia and throughout the world, including, without limitation, markets in the People's Republic of China ("PRC"), Hong Kong, Singapore, Taiwan, Korea, Indonesia, India, United States, Vietnam, Malaysia, Thailand, Australia, and elsewhere.

ITEM 5: FEES AND COMPENSATION

General

Our clients typically compensate us, in part, on the basis of asset management fees calculated as a percentage of a client's assets under management. We generally deduct asset management fees from client accounts on a quarterly basis. Asset management fees are payable by clients in advance of the beginning of each calendar quarter. We also enter into arrangements to receive performance-based fees/allocations. In such cases, we assess performance-based fees/allocations only on capital appreciation, if any, over a specified threshold amount. We deduct performance-based fees from client accounts annually, or collect them directly from clients on an annual basis. We believe that our fees are competitive with fees charged by other investment advisers for comparable services. However, comparable services may be available from other sources for lower fees.

Neither we nor any of our "supervised persons" (as defined in the glossary of terms to SEC Form ADV) accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Performance-Based Compensation

We receive performance-based fees/allocations as described above. We negotiate such fees/allocations with clients before entering into advisory relationships. The receipt of performance-based compensation may create an incentive for Hillhouse to make investments that are riskier or more speculative than those we would otherwise make in the absence of such incentive compensation. Hillhouse addresses this conflict by focusing on long term relationships with its clients and Fund investors, and by managing the Funds in accordance with their governing documents.

We charge all of our clients both asset-based fees and performance-based fees/allocations. We do not participate in side-by-side management arrangements. Should we enter into such arrangements, performance-based fees/allocations may create a conflict of interest because they create an incentive to allocate the best-performing assets into client accounts on which we charge performance-based fees/allocations. Hillhouse's policy is to allocate investment opportunities fairly and equitably, to the extent possible, over a period of time. To ensure fairness in the allocation of investment opportunities among our clients, we consider various factors including: the client's investment objectives and strategies; existing portfolio composition; net asset value; cash levels and cash availability; market exposure; industry sector exposure; and the suitability of investments for each of our clients. Where an investment opportunity is suitable for two or more clients, we seek to ensure that our clients have equal access to such investment opportunities to the extent possible.

We charge performance-based fees solely in accordance with Section 205 of the U.S. Investment Advisers Act of 1940 ("Advisers Act") and Rule 205-3 thereunder. Section 205 and Rule 205-3 allow an investment adviser to charge a performance fee only in limited circumstances.

Valuation of Assets

The management fee and the performance-based fees/allocations charged to or made by a Fund are calculated based on valuations ascribed to the Fund's holdings. There can be no assurance that the value assigned to an investment at a certain time will equal the value that the Fund is ultimately able to realize. Hillhouse addresses this conflict by adhering to its valuation policies, using a third party to assist in certain valuation decisions, and using third-party pricing sources to the extent feasible.

Refunds and Fee Waivers

In the event of the termination of a client's advisory contract during a quarterly period, the client, without request, will receive a pro rata refund of the portion of the asset management fee paid in advance for the remaining balance of the quarter. Additionally, we assess a pro rata fee to any client account created on any date other than the first day of any calendar quarter.

We may, in our sole discretion, waive all or part of any fees or expenses payable by or attributable to the Funds or any Fund investor. Hillhouse and/or its personnel may invest in one or more of the Funds. Hillhouse and/or its personnel are not subject to management fees or performance-based fees with respect to their investments in the Funds.

Other Costs

Clients will incur brokerage and other transaction costs. Please see Item 12, “Brokerage Practices,” below for a discussion of certain brokerage expenses. We have no affiliated broker-dealers.

Clients are also responsible for other third-party expenses, including, but not necessarily limited to, administrative fees, accounting costs and expenses, and legal fees incurred for the benefit of such client.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We receive performance-based compensation as described in Item 5, “Fees and Compensation,” above. Also, as described above, we do not engage in side-by-side management practices.

ITEM 7: TYPES OF CLIENTS

We serve as an investment adviser to pooled investment vehicles whose underlying investors are exclusively “accredited investors” (as defined in Rule 501(a) of Regulation D under the U.S. Securities Act of 1933) and “qualified purchasers” (as defined in Section 2(a)(51) of the U.S. Investment Company Act of 1940). Underlying investors in the pooled investment vehicles we advise are generally endowments, foundations, pensions, trusts, and family offices.

Minimum Account Size

Certain of the Funds require an initial minimum capital contribution of \$5,000,000 and minimum subsequent capital contributions of \$1,000,000, but the general partners of such Funds may accept contributions in lesser amounts in their sole and absolute discretion, with an absolute minimum initial capital contribution of \$100,000. We generally do not require clients to maintain a minimum investment to continue an advisory relationship, but we do reserve the right to terminate an account based on its size if the account has decreased because of substantial investor withdrawals.

Advisory Agreements

All clients must enter into a written investment management agreement before establishing an advisory relationship with us. We may not assign such agreements.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Methods of Analysis

Our research process employs fundamental, quantitative, and qualitative analysis. We focus on developing a deep fundamental understanding of businesses and industries through rigorous due diligence and analysis. We spend substantial time identifying investment opportunities through extensive due diligence. We conduct fundamental, bottom-up analysis and research on a company-by-company basis. Our methods of analysis include: fundamental analysis, quantitative analysis, and qualitative analysis, including cyclical analysis. We evaluate the

upside and downside of the companies and opportunities identified and monitor them closely. We also conduct on-site visits, cross-checks, and detailed financial analysis of investment opportunities. Our analysis includes vigilant monitoring that continues the due diligence process after an investment is entered into the client's portfolio.

Sources of Information

Hillhouse incorporates local expertise stemming from grassroots research to generate powerful independent and proprietary views that drive our investment strategy. We generally adhere to an exhaustive research framework, including face-to-face communication with management, analysis of publications and other media, site visits, and dialogue with suppliers, customers, and competitors.

Investment Strategies

General Strategy. We seek capital appreciation derived from investments in both publicly traded and privately-held equity securities across multiple industries. We invest primarily in reasonably priced companies that provide substantial long-term growth prospects. Although we monitor macro-economic factors and market trends, we avoid market-timing strategies and focus primarily on bottom-up opportunities. Our investments are based on bottom-up analysis and research.

We invest globally with a particular focus on companies or assets having substantial relations with Asia. We focus on understanding fundamental risks, uncovering long-term growth potential, and targeting industries that we understand and can monitor.

Limited Short Sale Strategy. In addition to seeking out attractively priced investments, we may, from time to time, sell short overvalued companies facing circumstances that we believe will result in declining market valuations. Similar to our long investment recommendations, the short portfolio recommendations are constructed on the basis of intensive bottom-up research. We are cognizant of the risks of trading short and monitor exposure carefully.

Risk of Loss

Clients should be aware that any investment in securities involves a high degree of risk and is suitable only for investors of substantial means who have no need for liquidity with respect to the amount invested and can afford to lose all of their investment. There can be no assurances that our clients will receive a return of, or on, their capital.

Hillhouse does not guarantee the future performance of any Fund, the success of any investment decision or strategy that Hillhouse may employ, or the success of Hillhouse's overall management of any Fund. Any investment in a Fund involves significant risk, including the risk of loss of all or substantially all capital invested. Fund investors should be prepared to bear the loss of the entire amount of their investment.

Investment risks include, but are not limited to, the following:

International Investments Risk. We primarily invest in equity securities with a substantial relationship with Asia. International investments involve a broad range of political, economic, legal, tax, and financial risks. Many of these risks are not typically associated with investments in securities of companies in economies that have developed and been regulated over a longer period. These risks include: (i) less publicly available information; (ii) varying levels of governmental regulation and supervision; and (iii) foreign exchange controls.

Moreover, non-U.S. companies may not be subject to uniform accounting, auditing, and financial reporting standards, practices, and requirements comparable to those applicable to U.S. companies. Further, investing in securities of non-U.S. entities that are generally denominated in non-U.S. currencies and utilization of options on non-U.S. securities involves certain considerations comprising both risks and opportunities not typically associated with investing in securities of the U.S. government or entities organized or domiciled in the United States. These considerations include changes in exchange rates and exchange control regulations; political and social instability; expropriation; imposition of foreign taxes; less liquid markets and less available information than is generally the case in the United States; higher transaction costs; foreign government restrictions; less government supervision of exchanges, brokers and issuers; greater risks associated with counterparties and settlement; difficulty in enforcing contractual obligations; and greater price volatility.

Further, income received by a Fund from sources within some countries may be reduced by withholding and other taxes imposed by such countries. Any such taxes paid by a Fund will reduce its net income or return from such investments.

Emerging Markets Risk. Investing in an emerging market involves additional risks and special considerations not typically associated with investing in other more established economies or securities markets. Emerging economies differ from other large economies in many respects, including the level of development, growth rate, and allocation of resources.

Such risks may include: (i) increased risk of nationalization, expropriation of assets or confiscatory taxation; (ii) greater social, economic, and political uncertainty, including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater volatility, less liquidity, and smaller capitalization of securities markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on repatriation of invested capital and on the ability to exchange local currencies for U.S. dollars; (viii) increased likelihood of governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (ix) differences in auditing and financial reporting standards, which may result in the unavailability of material information about issuers; (x) less extensive regulation of the securities markets; (xi) longer settlement periods for securities transactions and less reliable clearance and custody arrangements; (xii) less protection through registration of assets; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and protection of shareholders and other interest holders; and (xiv) less developed laws regarding internal controls designed to ensure the accuracy of financial reporting and third-party attestation of the effectiveness of those controls.

Moreover, the value of investments recommended by us may be adversely affected by uncertainties associated with international political developments. Changes in political,

economic, and social conditions and government policies in the PRC and elsewhere in Asia may have a substantial detrimental impact on our clients' investments. These changes may include: (i) promulgation of new laws, regulations, and economic policies; (ii) changes in the interpretation or enforcement of laws or regulations; (iii) introduction of measures to control inflation or stimulate growth; (iv) changes in the rate or method of taxation; and (v) the imposition of additional restrictions on currency conversion and remittances abroad.

Availability of Suitable Investment Opportunities and Investment Risk. For our investment strategies to be successful, we must be able to identify and select appropriate investment opportunities. Additionally, we compete for investment opportunities with operating companies, financial institutions, and other institutional investors, including private equity, hedge, and other investment funds, which may negatively impact our ability to take advantage of suitable investment opportunities. Successful implementation of the investment strategy adopted by us requires accurate assessments of general economic conditions, the detailed analysis of individual companies or industries, the relationship between a security and its derivatives, the risk correlation between a wide variety of investments, and the future behavior of other financial market participants. Even with the most careful analysis, the direction of the financial markets is often driven by unforeseeable economic, political, and other events and the reaction of market participants to these events. Our clients should be aware that the value of their investments and the return derived from them may fluctuate. There can be no assurance that our strategy will be successful and an unsuccessful strategy may result in significant losses to our clients' investments. Further, there can be no assurance that the investments we choose will achieve our clients' investment objectives. Additionally, though investments are monitored in accordance with our policies, as well as restrictions and risk management policies in prospectuses or investment advisory agreements, there can be no guarantee that losses will be avoided at all times. There is a risk that our investments will be lost entirely or in part. Past performance should not be construed as an indication of the future results of an investment monitored or recommended by us.

Strategy Risk. Fundamental analysis, by itself, does not attempt to anticipate market movements. This presents a potential risk and, although we consider overall market conditions in our investment strategies, the price of a security may move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the investment. Likewise, our long-term growth strategy may not take advantage of short-term gains that could be profitable. If our predictions are incorrect, a security may decline sharply in value before client investments are sold.

Equity Risk. Because of the nature of our investment strategies, clients are subject to the risk that prices will fall over short or extended periods of time, and clients could lose all, or a substantial portion, of the value of their investments.

Business Risk. Individual companies in which we invest client assets may report poor results and industry and/or economic trends and developments could have a greater impact on certain companies in comparison to the market as a whole. The prices of these companies' securities may decline in response.

Liquidity Risk. Some companies or investments in which we may choose to invest may not be well known, may have few shares outstanding, or may be particularly susceptible to political and economic events. Securities issued by such companies may be difficult to buy or sell and the value of such securities may rise and/or fall substantially.

Market Risk and Disruptions. The price of a security may decline in response to certain tangible and intangible events and conditions, including conditions directly involving the issuers of the securities; general economic conditions; overall market changes; local, regional, or global political, social, or economic instability; governmental responses to economic conditions; and currency, interest rate, and commodity price fluctuations. Such events are beyond our control and may be independent of a security's particular underlying circumstances. Further, the global financial markets have undergone and may further undergo pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention has, in certain cases, been implemented on a sudden and "emergency" basis. This has substantially limited the ability of market participants to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action, these interventions may be perceived as unclear in scope and application and such perceptions can contribute to general uncertainty in the markets. Clients may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships (on which we may base our advice) become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. Market disruptions may from time to time cause dramatic losses for our clients, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk. It is impossible to predict what additional interim or permanent governmental restrictions may be imposed on the markets and/or the effect of such restrictions on our strategies.

Derivative Instruments Risk. We may invest client assets in derivative instruments. The prices of derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of futures and options contracts and payments pursuant to swap agreements are influenced by, among other things: interest rates; changing supply and demand relationships; trade, fiscal, monetary and exchange control programs and policies of governments; and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the assets underlying them. In addition, a client's portfolio assets are subject to counterparty risk. Certain options and other custom instruments are subject to the risk of non-performance by the counterparty, including risks of creditworthiness of the counterparty, market risk, liquidity risk, and operations risk. If a counterparty's creditworthiness declines, the value of any agreements with such counterparty can be expected to decline, potentially resulting in losses.

Short-Selling Risk. We may engage in short-selling securities on behalf of our clients, which involves: (i) selling securities which may or may not be owned by the short seller; and (ii) borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short-selling allows a client to profit from a decline in market price to

the extent such decline exceeds the transactions costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit. This would in turn increase the cost to the client of buying those securities to cover the short position. There can be no assurance that a client will be able to maintain the ability to borrow securities sold short. In such cases, the client can be “bought in” (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. In addition, short-selling activities are subject to restrictions imposed by the United States and foreign governmental and regulatory authorities and various securities exchanges. Such restrictions may inhibit or prevent us from entering into a short position on behalf of a client.

Interest Rate Fluctuations Risk. The prices of some of the financial derivative instruments in which we may invest client assets may be sensitive to interest rate fluctuations. Unexpected fluctuations in interest rates could cause the corresponding prices of our clients’ long and short portions to move in directions that were not initially anticipated. Additionally, interest rate increases generally will increase the costs of borrowing. To the extent that interest rate assumptions underlie the hedge ratios implemented in hedging a particular position, fluctuations in interest rates could invalidate those underlying assumptions and expose our clients to losses.

Investment Regulations Risk. The laws and regulations of various jurisdictions related to securities markets, investment advisers, and pooled investment vehicles have undergone substantial change in recent years, and such change may continue in the foreseeable future. The effect of regulatory change on us and our clients, while impossible to predict, could be substantial and adverse.

At present, the securities market and the regulatory framework for the securities industry in the PRC is at an early stage of development. The China Securities Regulatory Commission (“CSRC”) is responsible for supervising the national securities markets and producing relevant regulations. Certain investment regulations that regulate repatriation and currency conversion are new and the Qualified Foreign Institutional Investor (“QFII”) system was introduced in 2002. Thus, the application and interpretation of such investment regulations are somewhat uncertain. Additionally, such investment regulations give CSRC and the PRC State Administration of Foreign Exchange (“SAFE”) discretion, which may result in uncertainty as to how this discretion may be exercised. Such investment regulations may be varied in the future and may negatively impact us and our clients. Investment quotas may be subject to review from time to time by CSRC and SAFE.

PRC Laws and Regulations Risk. The PRC legal system is based on written statutes. Since 1979, the PRC government has been developing a comprehensive system of commercial laws and considerable progress has been made in the promulgation of laws and regulations dealing with economic matters, such as corporate organization and governance, foreign investment, commerce, taxation, and trade. Therefore, some degree of uncertainty exists in connection with whether existing laws and regulations will apply to certain events or circumstances and, if so, the manner of such application. Precedents on the interpretation, implementation, and enforcement

of PRC laws and regulations are somewhat limited and the binding nature of decisions of the PRC courts may vary. The administration of the PRC laws and regulations may be subject to a certain degree of discretion by executive authorities. In particular, as mentioned above, new investment regulations have a shorter operating history. Because these laws, regulations, and legal requirements are relatively recent, their interpretation and enforcement involve significant uncertainty. In addition, the PRC laws governing business organizations, bankruptcy, and insolvency may provide less protection to security holders than that provided by the laws of other countries.

PRC Enterprise Income Tax. According to the Enterprise Income Tax Law of the PRC of March 16, 2007 (the “Enterprise Income Tax Law”), dividends, interest, rents, royalties, capital gains, and other income from PRC sources recognized by non-PRC tax resident enterprises are generally subject to PRC withholding tax at a rate of 20%. The Implementation Rules of the Enterprise Income Tax Law of December 6, 2007 reduced the rate of withholding tax imposed by the Enterprise Income Tax Law from 20% to 10% for PRC sourced income recognized by non-PRC tax resident enterprises.

As described in Item 10, “Other Financial Industry Activities and Affiliations,” below, Hillhouse’s clients do not have QFII quotas/licenses issued by the CRSC and, therefore, are precluded from directly investing in securities and other investment instruments that are permitted to be acquired by persons licensed as a QFII by the CSRC, including securities and investment instruments traded on exchanges within the PRC directly (“QFII Investments”). However, a special purpose vehicle has been formed in connection with a QFII quota/license held by an affiliate of Hillhouse, thereby permitting certain Hillhouse clients access to QFII Investments. As a result, a portion of HCM’s assets under management are invested in such special purpose vehicle. Hillhouse may also access QFII Investments through third-party derivative products. According to the Notice on Issues relating to Withholding Tax of Dividends and Interests Paid by a Resident Enterprise to a Qualified Foreign Institutional Investor, issued on January 23, 2009 (the “QFII Withholding Tax Notice”), PRC tax authorities confirmed that QFIIs will be subject to withholding tax of 10% on dividends and interest they derive from the PRC (subject to reduction by applicable tax treaties). PRC resident enterprises who distribute dividends or pay interest to QFIIs withhold this 10% withholding tax, which can be expected to adversely affect returns in respect of any QFII Investment we make.

The QFII Withholding Tax Notice does not address PRC tax consequences for capital gains generated by QFIIs. Technically, a 10% withholding tax should be imposed on such gains (subject to reduction by applicable tax treaties) pursuant to the general provisions of the Enterprise Income Tax Law and its implementation rules. In addition, since there is no PRC tax law precedent or practice to generally exempt interest or gains with respect to debt instruments, income from the holding or disposition of such investments by QFIIs is also technically subject to this 10% withholding tax, except with respect to certain qualifying government bonds that are specifically exempt from this tax. However, PRC tax authorities have never formally levied the 10% capital gains withholding tax on any QFII. The imposition of this tax has been in a pending status for several years. Historically, PRC tax authorities have considered the capital gains taxing rules each year, but have yet to impose such a tax. Our clients’ QFII Investments may be materially and adversely impacted if such a tax is imposed in the future.

PRC Stamp Tax. A PRC stamp tax is generally imposed on the purchase and sale of shares of PRC publicly traded companies at a rate of 0.1% of the purchase/sales consideration. According to regulations effective from September 18, 2008, the purchase of shares of PRC-listed companies will not be subject to stamp tax and only the selling party will be subject to the stamp tax. QFII Investments made by the Funds may be subject to this tax on each sale made in a PRC-listed security, which may adversely affect investment returns.

PRC Business Tax Risk. A PRC business tax is imposed, generally at a rate of 5%, on the gross consideration received by a service provider of specified services and by a transferor with respect to the transfer of immovable property or intangible property. Certain qualifying financial institutions in the PRC are subject to the business tax on interest and capital gains from securities based on special business tax rules that classify financial activities such as the buying, holding, and selling of securities as services that are subject to the business tax. On December 1, 2005, the Ministry of Finance and State Administration of Taxations issued the QFII Business Tax Policy Circular, holding that QFIIs are not subject to the business tax with respect to gains derived from their securities trading activities. This circular did not address the business tax consequences of other income such as interest. Therefore, some degree of uncertainty exists in connection with the application of the business tax in certain circumstances. Pursuant to certain pilot programs, the business tax will eventually be phased out and replaced with the value-added tax which is expected to have consequences and risks similar to that of the business tax.

Securities Markets Risk. The PRC securities markets, including the Shanghai Stock Exchange and Shenzhen Stock Exchange, are undergoing a period of growth and change that may lead to difficulties in the settlement and recording of transactions and in interpreting and applying the relevant regulations. In addition, there is regulation and enforcement activity in the PRC securities markets that may not be equivalent to markets in countries that are members of the Organization for Economic Co-operation and Development (“OECD”), including the United States. There may not be regulation and monitoring of the PRC securities markets and activities of investors, brokers, and other participants equivalent to that in certain OECD markets. Client investments may be disrupted if changes are adopted in any applicable laws or regulations such that it becomes illegal for the issuers to issue certain instruments.

Trading Volumes and Volatility Risk. Some emerging markets have lower trading volumes than most OECD exchanges and the market capitalizations of listed companies are small compared to those on more developed exchanges. The listed equity securities of many companies in emerging markets are accordingly materially less liquid, subject to greater dealing spreads, and experience materially greater volatility than most securities in OECD countries. Government supervision and regulation in emerging markets may be considered less developed than in some OECD countries. Emerging market stock markets have, in the past, experienced substantial price volatility and no assurance can be given that such volatility will not occur in the future.

Currency Risk; Liquidity and Exchange Controls. Changes in currency prices may adversely affect the base currency value of a client’s portfolio investments and gains and losses on the sale of portfolio investments. Clients may also incur costs in converting investment proceeds from one currency to another. At present, renminbi and certain other relevant currencies are restricted currencies and are not freely convertible. Our clients may be exposed to exchange control risk in connection with their investments. Relevant authorities may change the current exchange

control such that it may adversely impact the payments of our clients' investments and an active secondary market may not be developed or maintained.

ITEM 9: DISCIPLINARY INFORMATION

To Hillhouse's knowledge, neither we nor any of our management personnel has been involved in, or subject to, any disciplinary events or legal actions that would be material to a client's or prospective client's evaluation of Hillhouse's advisory business or the integrity of Hillhouse's management.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither Hillhouse nor any member of its management is registered, or has an application pending to register, as a broker-dealer, a registered representative of a broker-dealer, a futures commission merchant ("FCM"), commodity pool operator ("CPO"), a commodity trading advisor ("CTA"), or an associated person of a registered FCM, CPO, or CTA. Hillhouse acts as a CPO for the Funds, but is exempt from registration with the Commodity Futures Trading Commission ("CFTC") pursuant to CFTC Rule 4.13(a)(3) under the Commodity Exchange Act. This exemption is based primarily upon the Funds' limited commodity interest trading. Unlike registered CPOs, Hillhouse is not required to deliver to Fund investors the disclosure documents or certified annual reports contemplated by CFTC rules.

Certain members of Hillhouse's management constitute and/or serve as the directors of Gaoling Fund GP, Ltd., which serves as the general partner of one of the Funds. These relationships create a potential conflict of interest. We address this potential conflict of interest by negotiating all of our investment management agreements with our clients on arms-length terms. We also disclose the terms of the relevant partnership agreement to the underlying Fund investors.

Hillhouse is under common control with Hillhouse Capital Management Pte. Ltd., Hillhouse Capital Management Limited, and Hillhouse (Beijing) Advisory Limited, which operate in Singapore, Hong Kong, and the PRC, respectively. We maintain service agreements with each of these affiliates, which assist Hillhouse in conducting operations in certain foreign jurisdictions. In view of the integrated nature of Hillhouse's business operations with these affiliates, we consider them "Relying Advisers" for the purposes of the SEC No-Action Letter to the American Bar Association, Business Law Section, dated January 18, 2012. This brochure sets forth information about Hillhouse and each of these Relying Advisers. Hillhouse treats all personnel of the Relying Advisers as persons associated with Hillhouse as defined in Section 202(a)(17) of the Advisers Act. Hillhouse treats investment managers employed by the Relying Advisers as "access persons" within the meaning of Rule 204A-1 under the Advisers Act, and subjects them to Hillhouse's Code of Ethics. Please see Item 11, "Code of Ethics, Participation Interest in Client Transactions, and Personal Trading," below for additional information about our Code of Ethics.

Hillhouse is also affiliated through common ownership with Hillhouse Capital Advisors, Ltd. ("HCA"). HCA is an SEC-registered investment advisor that provides investment advice with respect to securities and other investment instruments that are permitted to be acquired by persons licensed as a QFII by the CSRC, including securities and investment instruments traded

on exchanges within the PRC. HCA's focus on QFII Investments places unique limits on its investment advice and requires that HCA follow a substantially less diversified strategy and limits HCA to a unique client base. HCA's investment advisory clients are limited to QFII license holders that are eligible to invest in QFII Investments. HCA's advice is provided on a discretionary and non-discretionary basis.

Hillhouse's clients do not have QFII licenses and, therefore, are precluded from investing in QFII Investments directly. However, a special purpose vehicle has been formed in connection with a QFII quota/license held by an affiliate of Hillhouse, thereby permitting certain Hillhouse clients access to QFII Investments. As a result, a portion of HCM's assets under management are invested in such special purpose vehicle. This special purpose vehicle is advised by HCA (for no charge or fee) as to the investment of the relevant QFII Investments.

In addition, Hillhouse may access QFII Investments through third-party derivative products. Likewise, many companies that list QFII Investments also offer other classes of securities in jurisdictions or on exchanges outside of the PRC ("Parallel China Shares"). Consequently, Hillhouse's clients and investors in the Funds may obtain indirect exposure to QFII Investments through derivative instruments, Parallel China Shares, investing in other classes of securities issued by companies that also issue QFII Investments, or other arrangements, subject to availability of the aforementioned products. Hillhouse and HCA may, in some instances, follow the same strategies with respect to QFII Investments or similar securities, although there is no obligation for us and HCA to act at the same time or in the same manner. Therefore, investment results may differ as between Hillhouse's clients and HCA's clients. To address these potential conflicts of interests, Hillhouse has adopted policies and procedures, including a Code of Ethics. Please see Item 11, "Code of Ethics, Participation Interest in Client Transactions, and Personal Trading," below for additional information about our Code of Ethics.

Hillhouse and HCA use shared personnel for certain services. Shared personnel may include back office personnel as well as professionals who provide portfolio advice. Such shared personnel of Hillhouse and HCA may have conflicts of interests in allocating their time and resources between us and HCA. Different performance or management compensation structures or incentives may apply to shared personnel, which may also create a conflict of interest. Hillhouse has adopted policies and procedures, including a Code of Ethics, to address these potential conflicts of interests.

Different performance and management fees may be charged for substantially similar products Hillhouse manages or advises, which may also create a conflict of interest. Please see Item 5, "Fees and Compensation" above for information regarding how our clients compensate us, the potential conflict of interest created by allocating investment opportunities among clients, and how we address the potential conflict of interest.

Hillhouse does not recommend or select other investment advisers for our clients. Neither Hillhouse nor HCA receives compensation directly or indirectly from each other for any recommendation of the other. In addition, neither Hillhouse nor HCA, directly or indirectly, pays or receives compensation to or from third parties in connection with recommending advisory services. Other than as referenced above, we are not aware of any other material affiliations.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

General Code of Ethics

We expect our employees to be responsible for maintaining the very highest ethical standards when conducting business. In keeping with these standards, our employees must always place our clients' interests ahead of their own. Moreover, our employees should adhere to the spirit as well as the letter of the law and be vigilant in guarding against anything that could inappropriately skew their judgment.

Pursuant to Rule 204A-1 under the Advisers Act, Hillhouse has adopted a Code of Ethics (the "Code") which sets forth standards of business and personal conduct for all Hillhouse employees, and addresses conflicts of interest that may arise from personal trading by employees or gifts and entertainment received or provided by employees. The Code sets forth, among other things, standards for the purpose of deterring wrongdoing and promoting: (i) honest and ethical reporting; (ii) full, fair, accurate, timely, and understandable disclosure in reports and documents; (iii) compliance with applicable laws, rules, and regulations; (iv) prompt internal reporting of violations of the Code; and (v) accountability for adherence to the Code. Clients or potential clients may obtain a copy of the Code free of charge by writing to our Chief Compliance Officer at the address on the cover page of this brochure.

Interest in Client Transactions

Clients of ours and our affiliates (such persons, the "Other Hillhouse Investors") may hold investments similar to or the same as those made or proposed to be made by other of our clients. Those investments may be in the same or similar securities as those held by our clients, but acquired at different times, at lower or higher prices or valuations, and on different terms than those upon which our clients acquire an investment. The different prices paid for, or terms of, securities held by the Other Hillhouse Investors may create conflicts of interest. Hillhouse has adopted an aggregation and allocation policy to help assure investment opportunities are allocated in a fair and equitable manner. As described more fully in Item 5 under "Fees and Compensation," Hillhouse takes various factors into account in making allocation decisions.

Please see Item 5, "Fees and Compensation," and Item 10, "Other Financial Industry Activities and Affiliations," above for a discussion of the potential conflict of interest created by allocating investment opportunities among client accounts and how Hillhouse addresses the potential conflict of interest.

Personal Trading

The Code is designed to assure that the personal securities transactions, activities, and interests of our employees do not interfere with their judgment in advising our clients. We discourage our employees from personal trading due to the conflicts of interest (real and apparent) that such trading may present. All employees must receive pre-clearance for all personal securities transactions and must provide post-trading details of all personal trades. All employees also must provide us with detailed information regarding their personal securities holdings, which they must update on a quarterly basis. Although employees are not prohibited from personal

trading, employees are prohibited from short-term trading or speculation, and employees must present any investment opportunities suitable for any investment strategy of Hillhouse's clients to such clients prior to engaging in any transaction related thereto for personal benefit. To minimize the risk of potential conflicts of interests, employees and their immediate family members may not, directly or indirectly, make personal trades in any security, company, asset, or investment product (i) located in or having a substantial business relation to Asia, or (ii) under research, traded in, or contemplated to be traded in by Hillhouse.

Service on Boards of Directors

Representatives of Hillhouse, HCA, or its other affiliates (including any of the Relying Advisers) may, from time to time, serve as a director with respect to public and/or private companies in which a Fund invests ("portfolio companies"). A Hillhouse representative serving as director for a portfolio company in which a Fund invests has fiduciary duties to the portfolio company, as well as to the Fund (as a client of Hillhouse). These separate fiduciary obligations may create conflicts of interest that must be mitigated to ensure the Hillhouse representative serving as director does not breach his or her fiduciary obligations. In addition, if Hillhouse obtains material, nonpublic information by virtue of a representative serving as director of a portfolio company, we may be precluded from trading with respect to the securities of the portfolio company. Hillhouse has adopted internal policies and procedures to address conflicts of interest that may arise in connection with service on the board of a portfolio company.

ITEM 12: BROKERAGE PRACTICES

We have full discretionary authority to invest client assets under our management and thereby direct trades. We choose various brokers for more efficient and/or less expensive transactions, or for non-financial relationship reasons. We endeavor to obtain the best execution for securities transactions so that a client's total costs or proceeds in each transaction are the most favorable under the circumstances ("Best Execution"). In selecting brokers to effect portfolio transactions, we consider various factors, including, without limitation: price; quality of execution, including the level of accuracy and confidentiality in executing orders; extensiveness of the broker's distribution network; commission rates; our access to the broker's trading desk; the broker's familiarity with our investment practices; and the value of certain brokerage or research services. We do not consider whether we receive referrals from a broker-dealer or third party in selecting a broker.

Directed Brokerage

Clients may sometimes request that we use a particular broker-dealer to effect transactions in recognition of services the clients receive from the broker-dealer or from a third party. Agreement to any such request by a client must be preapproved by Hillhouse's Chief Compliance Officer. A client's direction of brokerage services may cost the client more money and may prevent the client from receiving the most favorable execution of the client's transactions.

Soft Dollar Arrangements

We may enter into arrangements whereby we receive research or other products or services (other than execution) from a broker or other third party in connection with client securities transactions, known as “soft dollar benefits.” These soft dollar benefits would be received in connection with commission fees paid to those brokers to execute client transactions. These research products and services would be intended to provide us with valuable research and services that we would otherwise have to produce or purchase from third parties with our own funds.

Any transaction in which soft dollar benefits are being received will be carefully evaluated to determine that the transaction complies with our duty to seek Best Execution. However, as a result of any soft dollar benefits we receive, we may have an incentive to select or recommend a broker based on receipt of soft dollar benefits.

Section 28(e) of the Securities Exchange Act of 1934 establishes a safe harbor allowing investment managers to use client funds, by way of commission dollars, to purchase certain “brokerage and research” services. Pursuant to this safe harbor, the brokerage and research services must provide us with lawful and appropriate assistance in the performance of our investment decision-making responsibilities. Further, we will make a good faith determination that the amount of commissions paid by clients is reasonable in light of the value of the brokerage or research services received. This means that clients may pay commissions to a broker in an amount greater than the amount another broker might charge.

We believe that the products or services we may obtain through soft dollar arrangements would benefit all of our relevant client accounts, rather than benefitting just one account. We currently do not require soft dollar benefits to be allocated proportionately to the amount of soft dollar benefits generated by each client account. Therefore, it is possible that such soft dollar benefits may provide a benefit to some clients who have not generated a proportionate share of commissions used to pay for these benefits. However, it is also possible that clients may benefit from these arrangements to a greater extent than the commissions they generated.

We have instituted certain procedures governing soft dollar benefits. Soft dollar benefits may be received from a broker in consideration of directing transaction business on behalf of a client to the broker only if:

- The soft dollar products or services fall within the Section 28(e) safe harbor;
- The soft dollar products or services are of demonstrable benefit to our clients;
- We seek to affirm that the soft dollar product or service assists in the investment decision-making process and the commissions paid are reasonable in relation to the products or services received;
- Transaction execution is consistent with Best Execution standards and brokerage rates are not in excess of customary full-service brokerage rates;
- Disclosure is made to clients of our practices for receiving the soft dollar products or services; and
- The client(s) has consented in writing to the receipt of soft dollar products or services.

Trade Aggregation

We generally aggregate client orders when doing so will result in a better overall price for our clients' trades. Aggregation or "bunching" describes a procedure whereby an investment manager combines the orders of two or more clients into a single order for the purpose of obtaining better prices and lower execution costs. Aggregation opportunities generally arise when more than one client is capable of purchasing or selling a particular security based on investment objectives, net asset value, available cash, and other factors.

ITEM 13: REVIEW OF ACCOUNTS

We review and evaluate each Fund's investment objectives and performance on a quarterly basis. We also review strategies to ensure compliance with investment objectives and restrictions. Reviews are primarily conducted by the relevant portfolio manager and may periodically be conducted by an "Investment Committee" that is comprised of our Chief Investment Officer and other senior members of our research team.

Fund investors receive an annual report containing audited financial statements and a statement of their capital account following the end of the Fund's fiscal year. Fund investors also receive relevant tax information for the Fund in which they are invested. In addition, our third-party administrator delivers to investors an unaudited statement of an estimate of the account and account balance(s) and any capital contributions or withdrawals since the preceding month-end within 30 days after the end of each calendar month or as soon thereafter as is reasonably possible. These financial statements and reports typically do not include a listing of portfolio investments.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Neither Hillhouse nor a related person of Hillhouse directly or indirectly compensates any person for client referrals. Should Hillhouse or one of the Relying Advisers determine to enter into a solicitation arrangement for client referrals, Hillhouse will disclose the arrangement in writing as required by Rule 206(4)-3 under the Advisers Act and will comply with all other applicable requirements of the Rule.

No person, other than our clients, provides us with an economic benefit for providing advisory services to our clients. Please see Item 12, "Brokerage Practices," above for a discussion of certain soft dollar benefits that we may receive in connection with certain brokerage relationships.

A Hillhouse investment manager may, from time to time, serve as a director on the board of a public or private company in which the Funds invest. Hillhouse may receive director's fees in connection with such service. Item 11, "Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading," further describes Hillhouse's process for addressing conflicts of interest created by its managers serving as directors.

ITEM 15: CUSTODY

Hillhouse has custody of Fund assets under Rule 206(4)-2 of the Advisers Act (the “Custody Rule”) solely because of its authority to access client assets and its role as and relationship with the general partner of the Funds. The term “custody” is defined under the Custody Rule as holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them. Hillhouse does not physically hold client assets. Instead, we maintain client securities and funds with a “qualified custodian” in accordance with the Custody Rule. Client funds and securities are held with a bank, broker-dealer, or other independent, qualified custodian. Our Chief Compliance Officer is responsible for ensuring that any qualified custodian with custody of client assets is properly qualified. Further, Hillhouse satisfies the audit provision of Rule 206(4)-2 under the Advisers Act - the Custody Rule - through an annual audit of the Funds. The audited financial statements are prepared and delivered to Fund investors in accordance with the Custody Rule. Item 13, “Review of Accounts” above describes the content and frequency of other reports delivered to Fund investors.

ITEM 16: INVESTMENT DISCRETION

Hillhouse serves as investment adviser to the Funds pursuant to written investment management agreements. Pursuant to our existing agreements, we have discretionary authority to manage assets on behalf of the Funds, including authority to determine which investments are bought and sold and the amounts appropriate for each client. Any limitation on Hillhouse’s authority is described in the written investment management agreements and/or the Funds’ governing documents. We only purchase and sell securities or other financial instruments consistent with the Funds’ objectives. Our Chief Investment Officer, in consultation when appropriate with our Chief Compliance Officer, is primarily responsible for ensuring that the securities or other financial instruments recommended are consistent with the respective Fund’s investment objectives.

Further, before new clients are accepted, our Chief Investment Officer and our Chief Compliance Officer will jointly assess and approve our management of such client investments.

ITEM 17: VOTING CLIENT SECURITIES

We have and will accept proxy voting authority to vote client securities. This creates a potential conflict of interest because of the possibility of us voting client securities to further our own interests at the expense of our clients’ interests. We take seriously our responsibility to exercise proxies on behalf of clients and have adopted written policies and procedures to do so in a manner consistent with Rule 206(4)-6 promulgated under the Advisers Act. These policies and procedures are reasonably designed to ensure that proxies are voted in the best interest of our clients, which generally means voting proxies with a view to enhancing the value of client securities.

The financial interest of our clients is the primary consideration in determining how proxies should be voted. Further, as the decision to invest in a company normally represents confidence in the company’s management, we will typically give serious consideration to management recommendations. We will generally support management recommendations regarding internal

operations and those without significant economic effects. Conversely, management proposals that are likely to have significant economic effects, involve management interests, or where we lack confidence in the management team will be subject to greater scrutiny on a case-by-case basis. The following is a brief summary of principles, rather than rules, that reflect the long-term approach that guides (but does not obligate) our investment and proxy voting decisions regarding common proxy proposals.

1. Board of Directors: We will generally support resolutions that promote the effectiveness of boards in acting in the best interest of shareholders.
2. Auditors and Auditor Compensation: Where all members of a company audit committee are independent, we will generally support the election of directors, the appointment of auditors, and the approval of the auditor compensation recommended by the board of directors.
3. Changes in Capitalization: We recognize the need for the management of a company to have flexibility to issue or repurchase shares to meet changing financial conditions. We will generally support changes in capitalization when there is a demonstrable need for change. We are, however, aware that new shares may dilute the ownership interest of shareholders, and we will not generally support changes resulting in excessive dilution of existing shareholder value.
4. Corporate Restructuring, Mergers, and Acquisitions: We believe proxy votes dealing with corporate reorganizations are an extension of the investment decision. Accordingly, we will analyze such proposals on a case-by-case basis, weighing heavily the views of our research analysts that cover the company and our investment professionals managing the portfolios in which the stock is held.
5. Management Compensation: Our goal is to support compensation arrangements that are tied to long-term corporate performance and shareholder value. These arrangements should better align management's interests with those of shareholders and should induce management to purchase and hold equity in the company.
6. Other Issues: We will address business issues specific to a company or those raised by shareholders of a company on a case-by-case basis with a focus on the potential impact of the vote on value to our clients.

Procedurally, we will take reasonable measures under the circumstances to obtain knowledge of meetings and other events giving rise to solicitation of proxies, assure that proxies are received in sufficient time for Hillhouse to take action, vote proxies, and return the proxies to the parties soliciting them in time to be counted. Clients may direct the vote of Hillhouse in a particular solicitation, obtain information from us about how we voted clients' securities, and obtain a copy of our proxy voting policies and procedures by writing to Hillhouse Capital Management, Ltd., Attn: Chief Compliance Officer, at the address on the cover page of this Brochure.

If a Hillhouse representative serves on the board of directors for a portfolio company in which a Fund invests, unique conflicts of interest in relation to proxies may exist. In such circumstances, Hillhouse's Chief Compliance Officer or its designee will undertake a review prior to any vote

by the proxy recipient to determine whether a material conflict of interest exists between the applicable Hillhouse representative and the interests of the Fund, or between the Hillhouse representative and the Fund and company shareholders. In the event a material conflict of interest is identified, the Chief Compliance Officer or his or her designee will take such steps as he or she deems necessary to determine how to vote the proxy in the best interests of the Fund. In each instance, when exercising their voting discretion, Hillhouse representatives will seek to avoid any direct or indirect conflict of interest between the Fund(s) and their voting decisions.

ITEM 18: FINANCIAL INFORMATION

There is no financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients.