

## PART 2A OF FORM ADV: DISCLOSURE BROCHURE

MARCH 28, 2014

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This disclosure brochure (hereinafter “Brochure”) provides information about the qualifications and business practices of Nezu Asia Capital Management Limited, Nezu Asia Capital Management, LLC and Nezu Asia Capital Management (Singapore) Pte. Ltd. (herein together referred to as “Nezu Asia”). If you have any questions about the contents of this brochure, please contact Darren Winia at +852 3151 3504 or at winia@nezuasia.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 and references in this Brochure to Nezu Asia as a “registered investment adviser” is not intended to imply a certain level of skill or training.

Additional information about Nezu Asia is also available on the SEC’s website at <http://www.adviserinfo.sec.gov>.

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## Item 2. Material Changes

Nezu Asia is updating its Brochure as of March 28, 2014, as part of its annual amendment filing for 2013. The following is a summary of the changes made since Nezu Asia last submitted its Brochure on September 27, 2013:

- With the implementation of the new regime for Exempt Fund Managers effective from August 7, 2012, Nezu Singapore has lodged an application to Monetary Authority of Singapore (“MAS”) in transition of becoming a Capital Market Services (“CMS”) license holder to conduct the regulated activity of fund management. Nezu Singapore has received an in-principle approval from MAS on February 6, 2014. It is currently pending activation by Nezu Singapore and final approval from the MAS.
- Nezu Master Fund, L.P. has initiated two additional Asia equity long/short strategies focused on Taiwan and Japanese equities.
- Nezu Asia has also made certain clarifying amendments to the Brochure.

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## Item 4. Advisory Business

Nezu Asia Capital Management Limited (“Nezu HK”), Nezu Asia Capital Management, LLC (“Nezu USA”) and Nezu Asia Capital Management (Singapore) Pte. Ltd. (“Nezu Singapore” and together with Nezu HK and Nezu USA, “Nezu Asia”) are investment advisers that seek investment opportunities in the Asian region. Nezu Asia has staff based in Hong Kong, Singapore and New York. The use of the term Nezu Asia herein refers to all or some of Nezu HK, Nezu USA and/or Nezu Singapore as the context required.

Nezu HK provides discretionary investment advisory services to private investment funds (each a “Fund”). The Funds are open only to certain financially sophisticated and high-net worth individuals and entities (“Investors”), as further discussed in Item 7.

Nezu HK also provides discretionary investment advisory services to separately managed accounts (each an “Account”). Use of the term “Client” throughout this Brochure may refer to the Funds or the Accounts managed by Nezu Asia.

Nezu HK was organized in February 2004 under the laws of Hong Kong and is licensed by the Securities & Futures Commission of Hong Kong as a Type 9 Asset Manager. Until October 2010, Nezu HK conducted business under the name of Nezu Asia Limited. The principal owner of Nezu HK is Nicholas Longcroft. Mr. Longcroft and Richard Kincaid serve as directors of Nezu HK. Nezu HK provides discretionary investment advisory services and serves as the Manager to the limited companies or as the general partner to each of the limited partnerships described below.

Nezu USA, a Delaware limited liability company, was formed in November 2010, and provides non-discretionary investment advisory services to Nezu HK pursuant to an investment advisory agreement with Nezu HK, for the benefit of the Asia Fund, Kuma Fund, Master Fund, Tiger Fund and KT Fund (each described below) as well as certain of the Accounts. David Snoddy is the principal owner of Nezu USA.

Nezu Singapore is a private limited company, incorporated in September 2010 that maintains Exempt Fund Manager status under the laws of Singapore. With the implementation of the new regime for Exempt Fund Managers effective from August 7, 2012, Nezu Singapore has lodged an application to Monetary Authority of Singapore (“MAS”) in transition of becoming a Capital Market Services (“CMS”) license holder to conduct the regulated activity of fund management. Nezu Singapore has received an in-principle approval from MAS on February 6, 2014. It is currently pending activation by Nezu Singapore and final approval from the MAS. Nezu Singapore provides non-discretionary investment advisory services to Nezu HK pursuant to an investment advisory agreement with Nezu HK for the benefit of the Cyclical Fund, Japan Fund

and the Master Fund (each described below), as well as certain of the Accounts. Fuyuki Fujiwara is the principal owner of Nezu Singapore. Fuyuki Fujiwara and Richard Kincaid also serve as directors of Nezu Singapore.

## ***Asia Fund***

Nezu Asia Partners, L.P., a Cayman Islands exempt limited partnership, primarily holds long and short positions in two different strategies in equity securities: Pan Asia and Japan Only strategies. Nezu Asia Fund, Ltd., a Cayman Islands exempt company, invests substantially all of its assets in Nezu Asia Partners, L.P. through a master-feeder fund structure (hereinafter collectively referred to as the “Asia Fund”).

## ***Cyclicals Fund***

Nezu Cyclicals Partners, LP a Cayman Islands exempt limited partnership, primarily invests in Pan Asian cyclical stocks. Nezu Cyclicals Fund, Ltd., a Cayman Islands exempt company, invests substantially all of its assets in Nezu Cyclical Partners, LP through a master-feeder fund structure (hereinafter, collectively referred to as the “Cyclicals Fund”).

## ***Japan Fund***

Nezu Japan Fund, Ltd. (“Japan Fund”), a Cayman Islands exempt company, seeks to generate returns by trading and investing long and short in liquid and listed Japan-only equity securities in various sectors.

## ***Kuma Fund***

Nezu Kuma Partners, L.P, a Cayman Islands exempt limited partnership, primarily holds short positions in Japan equity securities, but also holds long positions as well. Nezu Kuma Fund, Ltd. invests substantially all of its assets in Nezu Kuma Partners, L.P. through a master-feeder fund structure (hereinafter collectively referred to as the “Kuma Fund”).

## ***TMT Fund***

Nezu TMT Partners, L.P., a Cayman Islands exempt limited partnership, intends to achieve capital appreciation primarily through the purchase and sale of Asian securities in the telecom, media, and technology sectors. Nezu TMT Fund, Ltd., a Cayman Islands exempt company, invests substantially all of its assets in Nezu TMT Partners, L.P. through a master-feeder fund structure (hereinafter collectively referred to as the “TMT Fund”).

## ***Master Fund***

Nezu Master Fund, L.P., a Cayman Islands exempt limited partnership, invests long and short in Pan Asia equity securities through a multi-strategy approach, primarily in accordance with the strategies of the Asia Fund (Pan Asia & Japan Only strategies), Cyclicals Fund, Kuma Fund, Japan

Fund, TMT Fund, KT Fund, as well as three additional Asia equity long/short strategies focused on Hong Kong, Taiwan and domestic Japanese equities, respectively. In pursuing this multi-strategy approach, the Master Fund may choose to invest in the other Funds or strategies advised by Nezu Asia. Nezu Master Strategy Feeder, Ltd., a Cayman Islands exempt company, invests substantially all of its assets in Nezu Master Fund, L.P. through a master-feeder fund structure (hereinafter, collectively referred to as “Master Fund”).

## ***Tiger Fund***

Tiger Nezu Partners, L.P., a Cayman Islands limited partnership, pursues a Pan Asia equity long/short strategy by investing in both the Asia Fund and Kuma Fund or their respective strategies. Tiger Nezu Fund, Ltd., a Cayman Islands exempt company, invests substantially all of its assets in Tiger Nezu Partners, L.P. through a master-feeder fund structure (hereinafter collectively referred to as the “Tiger Fund”).

## ***KT Fund***

Nezu KT Partners, L.P., a Cayman Islands exempt limited partnership, intends to achieve capital appreciation primarily through the purchase and sale of Asian securities in the manufacturing sector. Nezu KT Fund, Ltd., a Cayman Islands exempt company, invests substantially all of its assets in Nezu KT Partners, L.P. through a master-feeder fund structure (hereinafter collectively referred to as the “KT Fund”).

Nezu HK does not tailor its advisory services to the individual needs of investors in the Funds (“Investors”), nor does it accept Investor-imposed investment restrictions. Nezu HK’s investment decisions and advice with respect to each Fund are subject to each Fund’s investment objectives and guidelines. Nezu HK has broad and flexible investment authority with respect to the Funds. All relevant information about the Funds, including the terms and investment objectives and strategies applicable to the Funds, are set forth in the confidential private offering memorandum, investor agreement, and subscription agreement (the “Offering Documents”), which each Investor is required to receive and/or execute prior to being accepted as an Investor in the Funds.

Nezu HK has and may, from time to time, enter into letter agreements or other similar agreements (collectively, “Side Letters”) with one or more Investors that provide such Investors with additional and/or different rights or terms than those set forth in the Offering Documents. Such agreements may, among other things, be based on the size of the Investor’s investment in the respective Fund or affiliated investment entity, an agreement by an Investor to maintain such investment in the respective Fund or affiliated investment entity for a significant period of time, or other similar commitment by an Investor.

In regards to the Accounts that are managed by Nezu HK, Nezu HK has (i) tailored the investment objectives to the specific objectives/restrictions of the Account; and/or (ii) individually negotiated the terms and fees for the Account, which are different to the terms and fees than those of the Funds. It should also be noted that any Account relationships are generally subject to significant account minimums.

As of December 31, 2013, Nezu HK manages \$1,219,424,341 in regulatory assets under management on a discretionary basis. Of these assets, Nezu USA manages \$346,897,669 on a non-discretionary basis and Nezu Singapore manages \$829,122,483 on a non-discretionary basis.

Clients may contact Nezu Asia to request a copy of the monthly Fund portfolio transparency snapshot by contacting the Chief Compliance Officer, Darren Winia at +852 3151 3504.

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

Nezu HK provides investment management services on a fee basis, which includes fees based upon the net asset value of the assets under management by Nezu HK, as well as fees based on performance of the Funds and Accounts. Applicable fees are set forth in detail in each Fund's Offering Documents, or in the investment management agreement for each Account. A brief summary of Nezu HK's advisory fees is provided below. Investors and the Accounts should refer to the relevant Offering Documents/respective investment management agreement for a complete understanding of how Nezu Asia is compensated for its advisory services.

### **Management Fee**

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The Funds will pay to Nezu HK a fee for investment management services (the "Management fee") of 2.00% annually. This annual Management Fee is prorated and charged monthly, in arrears, based on the net asset value of the Funds as of the end of each month. Nezu HK, in its sole discretion, may choose to reduce or waive the Management Fee payable. It should be noted that certain classes of interests/shares offered by the Funds may be charged a lower Management Fee. The Tiger Fund will not be charged an additional Management Fee with respect to its investment in the Asia Fund or the Kuma Fund, and in as much as the Master Fund has investments in other Nezu Asia Funds, it will not be charged a Management Fee with respect to such Master Fund investments.

### **Incentive Allocation/Incentive Fee**

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Nezu HK is also entitled to receive an annual performance-based Incentive Allocation (the "Incentive Allocation") from the Funds. In the case of the Japan Fund, this fee is referred to as an "Incentive Fee."

Nezu HK is eligible to receive from the Asia Fund, Cyclical Fund, Japan Fund, Master Fund, Tiger Fund, TMT Fund and KT Fund an annual Incentive Allocation/Incentive Fee of 20.00% based on net profits, subject to a "Loss Carryforward Provision," as set forth in detail in the Offering Documents. Under the Loss Carryforward Provision, Nezu HK may not allocate an Incentive Allocation/Incentive Fee with respect to a fiscal year, until any net loss previously allocated to each Investor's interest/share has been offset by subsequent net profits. The Tiger Fund will not be charged an additional Incentive Allocation with respect to its investment in the Asia Fund, and in as much as the Master Fund has investments in other Nezu Asia Funds, it will not be charged an additional Incentive Allocation/Incentive Fee with respect to such Master Fund investments.



Nezu HK is eligible to receive an annual Incentive Allocation of 20.00% from the Kuma Fund for returns in excess of the “Hurdle Return,” subject to a “Hurdle Carryforward.” The “Hurdle Return” is defined as the opposite of the total return of the Topix Index (with dividends reinvested) for the relevant period. Nezu HK will not receive the Incentive Allocation until returns exceed the cumulative hurdle return for such period (the “Hurdle Carryforward”). It should be noted that Nezu HK may receive an Incentive Allocation even in situations when the Fund’s performance is negative. The Tiger Fund will not be charged an additional Incentive Allocation with respect to its investment in the Kuma Fund, and in as much as the Master Fund has investments in the Kuma Fund, it will not be charged an additional Incentive Allocation with respect to such investment.

Nezu HK may waive or modify fees for Investors that are members, employees or affiliates of Nezu Asia and relatives of such persons and for certain large or strategic investors.

Nezu HK deducts applicable fees from each Investor’s capital account or allocates fees proportionally to each Investor’s share based on the calculation of the Client’s independent third party administrator. Investors do not have the option to request an invoice for fees. The payment arrangement for fees related to individual Accounts is fully set forth in each Account’s investment management agreement. Nezu Asia generally remits an invoice for fees relating to the management of Accounts; however, such terms are negotiated on an individual basis.

It should be noted that Nezu Asia have entered into a contract with a strategic Investor, pursuant to which such strategic Investor earns a portion of the fees and profits earned by Nezu Asia.

Nezu USA, Nezu Singapore and the other strategic Investor will receive a portion of the management fees and performance-based fees paid to Nezu HK from the Funds. Such fees are generally payable to Nezu USA, Nezu Singapore and the strategic Investor promptly after Nezu HK receives them from the Investors.

## **Expenses**

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Each Fund will bear its own expenses, including fees paid to Nezu HK, the administrator and proxy agent, directors’ fees and expenses, legal, accounting, administration, auditing other professional expenses, research expenses, all investment expenses including commissions, interest on margin accounts and other indebtedness, custodial fees, bank service fees and other reasonable expenses related to the purchase, sale or transmittal of the Funds’ assets. Further, the Funds will bear the costs of any trade errors.

Funds that invest in other Funds managed by Nezu Asia will be responsible for their *pro rata* shares of the ongoing expenses of such Funds.

The Funds may be deemed to be paying for research and other services with “soft” or commission dollars. Refer to Item 12 – Brokerage Practices for further information.

The Accounts are each subject to different terms and fees as such fee arrangements and terms are individually negotiated between Nezu HK and the respective Account. A complete description of all fees and expenses for the Accounts is disclosed within the respective Account’s investment management agreement.

**It is critical that Investors/Accounts refer to their respective Offering Documents/investment management agreements for a complete understanding of how Nezu Asia is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by the relevant governing documents.**

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

As discussed in response to Item 5 above, Nezu Asia may receive a performance-based fee from Investors in the Funds. It should also be noted that as of the date of this Brochure, each of the Accounts is subject to a performance-based fee. This fee arrangement creates a potential conflict of interest. The performance-based fee may be an incentive for Nezu HK to make investments that are riskier or more speculative than would be the case absent a performance-based fee arrangement. In addition, because performance-based compensation is calculated on a basis that includes unrealized appreciation of assets, it may be greater than if such compensation were based solely on realized gains.

Each of the Clients is subject to a performance-based fee. Nezu Asia does not currently offer its services absent a performance-based fee. As such, there is currently no conflict of interest related to managing accounts that provide Nezu Asia with performance-based compensation alongside accounts that charge no performance-based compensation.

Nezu Asia recognizes that it is a fiduciary and as such, must act in the best interests of its Clients. Further, Nezu Asia recognizes that it must treat all Clients fairly and must refrain from favoring one Client's interests over another's. Nezu Asia regularly assesses the allocation of its resources, including investment personnel, among its Clients to ensure adherence to its fiduciary duties.

## Item 7. Types of Clients

Nezu Asia provides investment advisory services to the Funds, which are pooled investment vehicles operating as private investment funds and to separately managed accounts.

Investors in the Funds must meet the eligibility provisions outlined in each respective Fund's Offering Documents. Interests/shares in the Japan Fund, Kuma Fund, Master Fund, Tiger Fund and KT Fund are generally offered to U.S. Investors who are (i) accredited investors within the meaning of Regulation D of the Securities Act of 1933, as amended ("Accredited Investors"), and (ii) qualified purchasers within the meaning of Section 2(a)(51) of the Investment Company Act of 1940, as amended ("Qualified Purchasers"), or (iii) non-U.S. Investors. Interests/shares in the Asia Fund, Cyclical Fund and TMT Fund are generally offered to U.S. Investors who are (i) Accredited Investors, and (ii) qualified clients as defined in Rule 205-3 under the Advisers Act ("Qualified Clients") and (B) non-U.S. Investors.

Each Fund requires a minimum initial capital contribution of \$1,000,000 USD. Nezu HK, in its sole discretion, may accept capital contributions of lesser amounts (but in no event less than applicable legal minimums), establish different minimums, or reject any capital contributions, in whole or in part. Investment advisory services are offered to the Accounts at the discretion of Nezu Asia. Such terms are individually negotiated. It should be noted that any individual Account relationship is generally subject to significant account minimum requirements.

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

The methods of analysis, investment strategies, and material risks applicable to Nezu Asia's investment advisory services are set forth in detail in the Offering Documents provided to each Investor in the Funds and each Accounts' investment management agreement. A summary is provided below.

### Methods of Analysis

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Nezu Asia utilizes extensive company and industry level research to develop views on the relative attractiveness of many different stocks and sectors in the Asia region. Research is conducted through frequent company visits, regular contact with analysts and information gathered from other publicly available sources.

By combining focused, thematic and specialist fundamental research with technical analysis, Nezu Asia seeks to capitalize on market movements with a high degree of conviction. By leveraging technical indicators, such as Elliot Wave analysis, Fibonacci retracements and projections, DeMark indicators and trend analysis, Nezu Asia attempts to optimize entry and exit timing with a view to maximizing returns and reducing volatility. While Nezu Asia believes that sustainable returns are best achieved by constant and rigorous fundamental analysis and modeling, it recognizes that exogenous factors also play a role in determining price action. Technical analysis can help identify when exogenous factors support a fundamental view in such a way that maximizes the probability of success. Nezu Asia uses various proprietary systems to track themes, identify opportunities, and optimize timing and risk management.

### Investment Strategies

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Nezu Asia seeks to generate capital appreciation for its Clients through a broad array of Pan Asia equity long/short investment strategies.

#### ***Japan Equity Long/Short Strategy***

The Japan Equity Long/Short Strategy has a bias towards value and return reversal factors, but endeavors to be flexible in its use of various investment metrics at different stages of the market cycle. In general, there are three sub-strategies: *Pairs trading* (20% to 40% of the total gross exposure of the strategy); *Directional catalyst-driven investing* (50% of the total gross exposure of the strategy); *Directional deep value investing* (up to 25% of the total gross exposure of the strategy).

Pairs trading is mainly based on quantitative screening, fundamental and technical analyses applied to sector and dollar-neutral trades that generally involve holding long positions in one company and short positions in another in order to profit from a perceived extreme short-term

price divergence between the shares of such companies and potential mean reversion of the pricing relationship. Such pairs trading typically involves companies in the mega or large-capitalization space.

Directional catalyst-driven investing is largely based on fundamental and technical analyses of individual companies and short-term catalysts, including, but not limited to, quarterly earnings announcements. Nezu Asia enters into long and short positions in mid and large-cap equities.

Directional deep value investing is generally based on bottom-up fundamental and technical analyses. Nezu Asia, pursuing a deep value approach, invests predominantly long, but also short, in companies typically in the small and micro capitalization space. Nezu Asia focuses on forecasts in regards to the business model of companies and downside support for the market price of a company.

The Japan Fund, the Master Fund, and certain individually managed Accounts that trade *pari passu* to the Japan Fund follow the Japan Equity Long/Short Strategy.

### ***Cyclical Sector Focused Pan Asia Equity Long/Short Strategy***

The Cyclical Sector Focused Pan Asia Equity Long/Short Strategy utilizes extensive company and industry level research to develop views on the relative attractiveness of different Pan Asia cyclical sectors and stocks. Cyclical sectors include (i) manufacturing sectors such as basic materials, resources, autos, machinery, semiconductors, electronic components and precision equipment; and (ii) non-manufacturing sectors, such as advertising or airlines. Cyclical sectors often exhibit economic sensitivity or clearly defined cycles of their own. Nezu Asia seeks to generate performance by identifying turning points in production, inventory and pricing cycles and by determining the winners and losers that arise from those trends. This strategy also focuses on structural change within industries as a source of longer-term investment ideas. The Cyclical Fund, the Master Fund, and certain individually managed Accounts that trade *pari passu* to the Cyclical Fund utilize this strategy.

### ***Pan Asia & Japan Only Equity Long/Short Strategy***

The Pan Asia & Japan Only Equity Long/Short Strategy, which is followed by the Asia Fund, the Master Fund and the Tiger Fund (Pan Asia strategy only), entails holding long and short positions in equity securities where Nezu Asia believes that market prices do not yet reflect underlying business prospects. Investments may be in securities of large, mid, or small capitalization companies. This strategy invests in three areas: *growth*, *cyclicals*, and *turnarounds*.

When investing long and short in Pan Asia “growth” companies, Nezu Asia will engage in extensive company contact combined with a common-sense valuation approach. On the long

side, the strategy invests in companies that (i) are taking “economics” away from others; (ii) have focused management; (iii) have returns (ROI, margins) which are either high or improving; and/or (iv) whose growth is not overly constrained by a need for cash. The strategy short sells the stocks of companies with (a) the reverse of one or more of the criteria for long positions outlined in (i) to (iv) above; or (b) high valuations which are vulnerable to a catalyst, such as earnings disappointment.

The research process for the area of “cyclicals” involves frequent company contacts and analysis of Asian, Japanese and US supply-demand trends. The latter process includes the maintenance of an extensive database for over 100 different products and prices. Investments are based on the belief that cyclical stocks tend to correlate well with changes in production volumes, pricing, and inventories. Companies where industry trends as well as company specific trends lead to higher margins and returns are identified for long positions, while companies whose returns are declining are identified for short positions.

Nezu Asia seeks to identify “poor” companies by their sub-standard return on investment and free cash flow for the area of “turnarounds.” Investments are based on the belief that this process should provide good short ideas. However, once these companies eventually turn around, it is possible to invest in those turnarounds before the message is spread to the market as a whole.

### ***TMT Sector Focused Pan Asia Equity Long/Short Strategy***

The TMT Sector Focused Pan Asia Equity Long/Short Strategy involves extensive company and industry level research to develop views on the relative attractiveness of many different sub-sectors and stocks within the broad Pan Asia telecom, media, and technology (“TMT”) universe. Telecom, media and technology subsectors include (i) fixed and wireless telecom sectors, associated resellers and content service providers, (ii) media and entertainment sectors such as advertising, broadcasting, music, film and TV content producers and publishers, gaming operators and game developers and publishers, (iii) technology sub-sectors including, but not limited to, telecom equipment manufacturers, handset makers, semi-conductor and semi equipment makers, notebook and PC ODMs and OEMs, component makers, and clean technology.

The strategy seeks to generate performance by identifying what cycles, themes or individual factors drive price action. By focusing on the often interrelated telecom, media and technology sectors, the strategy attempts to identify, and be early to benefit from, new themes within these sectors.

The TMT Fund and the Master Fund follow this strategy, among others.

## ***Manufacturing Sector Focused Pan Asia Equity Long/Short***

The Manufacturing Sector focused Pan Asia Equity Long/Short strategy involves extensive company and industry level research to develop views on the relative attractiveness of Pan Asia manufacturing stocks, with a primary focus on assemblers. Manufacturing sectors of focus include autos, machinery, semiconductors, electronic components, precision equipment, and basic materials. The strategy's Pan Asia manufacturing universe is currently comprised of approximately 700 liquid names. Japanese stocks will generally represent a majority of the strategy's exposure.

The strategy's idea generation process involves (i) regular fundamental sub-sector level screening, utilizing various metrics including PBR, PER, DCF, earnings growth, and ROE (ii) frequent company contact and visits, (iii) dialogue with sell-side analysts and (iv) review of technical patterns gleaned from stock price charts. The strategy also generates ideas by investigating sub-sector level themes across markets in Asia.

While the strategy pursues an opportunistic, stock-picking focused mandate that will attempt to match its style to the market environment, its investments can broadly be categorized into either directional growth or catalyst-driven, value-oriented investments.

The KT Fund and Master Fund follows this strategy, among others.

## ***Short-Biased Japan Equity Strategy***

The Short-Biased Japan Equity Strategy, which is followed by the Kuma Fund, the Master Fund, and the Tiger Fund, involves short selling the stocks of Japanese companies with some combination of the following attributes: companies that are facing structural challenges which negatively impact their businesses; companies that are in a difficult competitive position and whose competitors are taking "economics" from them; companies that have un-focused management; companies that have returns (ROI, margins) which are either low or declining; and companies whose growth is constrained by a need for cash. Short candidates will also generally have high valuations which are vulnerable to a catalyst, such as earnings disappointment.

Nezu Asia believes that market participants tend to focus on "buying" stocks and that this inclination can cause analysts to overlook weaknesses and risks to a company's shares. Nezu Asia also believes that M&A and take-over related news flow and/or speculation, as well as the chasing of popular themes by retail and other investors, can potentially raise a company's share price far above its fundamental value.

## ***Hong Kong Equity Long/Short Strategy***



The Hong Kong Equity Long/Short Strategy, which is followed by the Master Fund, involves extensive company and industry level research to develop views on the relative attractiveness of primarily Hong Kong and Greater China stocks. The strategy invests predominantly in the following areas: energy/alternative energy, infrastructure/basic materials, industrials, TMT, and consumer sectors.

### ***Taiwan Equity Long/Short Strategy***

The Taiwan Equity Long/Short Strategy, which is followed by the Master Fund, involves extensive company and industry level research to develop views on the relative attractiveness of primarily Taiwanese stocks, and to a lesser extent those in Greater China, Korea, and Japan. It invests across sectors but focuses its investments in technology.

### ***Japanese Domestic Equity Long/Short Strategy***

The Japanese Domestic Equity Long/Short Strategy, which is followed by the Master Fund, involves extensive company and industry level research to develop views on the relative attractiveness of Japanese stocks that derive a significant degree of their sales or profits from the domestic Japanese market, or that have a high sensitivity to the Japanese economy.

***The descriptions set forth in this Brochure of specific advisory services that Nezu Asia offers to Clients, and investment strategies pursued and investments made by Nezu Asia on behalf of its Clients, should not be understood to limit in any way Nezu Asia's investment activities. Nezu Asia may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that Nezu Asia considers appropriate, subject to each Client's investment objectives and guidelines. The investment strategies that Nezu Asia pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved.***

### **Risk of Loss**

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***Investing in the Funds may be deemed to be a speculative investment and is not intended as a complete investment program. The Funds are designed only for sophisticated persons who are able to bear the risks associated with such investment. Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.***

### **Market Risks**

Profitability of Clients' assets 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 Nezu Asia will be able to accurately predict these price movements. Although Nezu Asia

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.

## ***Nature of Investments***

Nezu Asia has broad discretion in making investments for its Clients. Investments by Nezu Asia will generally consist of securities and other assets that may be affected by business, financial market or legal uncertainties. There can be no assurance that Nezu Asia will correctly evaluate the nature and magnitude of the various factors that could affect the value of and return on investments. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of Nezu Asia's trading activities on behalf of its Clients, as well as the value of Clients' assets. No guarantee or representation is made that Clients' investment objectives will be achieved.

## ***Small Cap Stocks***

At any given time, the Funds 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.

## ***High Growth Industry Related Risks***

Certain of the high growth companies (e.g., technology, communication, and healthcare) in which Nezu Asia may invest on behalf of its Clients, may allocate, or may have allocated, greater than usual amounts to research and product development. The securities of such companies may experience above-average price movements associated with the perceived prospects of success of the research and development programs. In addition, companies in which clients may invest could be adversely affected by lack of commercial acceptance of a new product or products by technological change or obsolescence. Some of these companies may have limited operating histories. As a result, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses.

Further, many high-growth companies with proprietary technology rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements to establish and protect their proprietary rights, which may be essential to the growth profitability of the company. There can be no assurance that a particular company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop or patent technologies that are substantially equivalent or superior to the technology of a

company in which Nezu Asia's Clients invest. Conversely, other companies may make infringement claims against a company in which Nezu Asia's Clients invest, which could have a material adverse effect on such company.

The markets in which many high-growth companies operate are extremely competitive. New technologies and improved products and services are continually being developed, rendering older technologies, products, and services obsolete. Moreover, competition can result in significant downward pressure on pricing. There can be no assurance that companies in which Nezu Asia may invest on behalf of its Clients will successfully penetrate their markets or establish or maintain competitive advantages.

### ***Technology Sector***

Companies in the rapidly changing technology field face special risks. For example, these companies spend heavily on research and development and their products or services may not prove commercially successful or may become obsolete quickly. The technology field may be subject to greater governmental regulation, intervention and scrutiny than many other areas, and changes in governmental policies and the need for regulatory approvals may have a materially adverse effect on these areas. Additionally, companies in these areas may be subject to risks of developing technologies, competitive pressures and other factors and are dependent upon consumer and business acceptance as new technologies evolve.

### ***Special Situations***

Nezu Asia may invest its Clients' assets in companies involved in (or the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin offs, reorganizations, bankruptcies and similar transactions. In any investment opportunity involving any such type of business enterprise, there exists the risk that the transaction in which such business enterprise is involved will either be unsuccessful, take considerable time to result in a distribution of cash or a new security (the value of which may be less than the purchase price) or other financial instrument in respect of which distribution is received. Similarly, if an anticipated transaction does not in fact occur, Clients may be required to sell their investment at a loss. Because there is substantial uncertainty concerning the outcome of transaction involving financially troubled companies in which Nezu Asia may invest, there is a potential risk of loss of Clients' entire investment in such companies.

### ***Options***

Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. Because option premiums paid or received by a Client are small in relation to the market value of the investments underlying the options, buying and selling put and call options can result in large amounts of leverage. As a result, the

leverage offered by trading in options could cause the Client's asset value to be subject to more frequent and wider fluctuations than would be the case if the Client had not been invested in options.

## ***Short Sales***

Short selling, or the sale of securities not owned by the Client, necessarily involves certain additional risks. Such transactions expose the Client to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly and without effective limit. There is the risk that the securities borrowed by the Client in connection with a short sale would need to be returned to the securities lender on short notice. If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the Client might be compelled, at the most disadvantageous of times, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

## ***Leverage***

While the use of certain forms of leverage, including margin borrowing, structured products or derivative instruments can substantially improve the return on invested capital, such use may also increase the adverse impact to Client portfolios.

Borrowing will usually be from securities brokers and dealers and will typically be secured by the Client's securities and other assets. Under certain circumstances, such a broker-dealer may demand an increase in the collateral that secures the Client's obligations and if the Client were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the Client's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the Client's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the Client's profitability.

In an unsettled credit environment, obtaining leverage may be very difficult, if not impossible. Since leveraging assets is a part of the investment strategies utilized by Nezu Asia, Clients should be aware that it may be difficult to implement this strategy. In addition, any leverage obtained, if terminated on short notice by the lender, could result in Clients being forced to unwind positions quickly and at prices below what Nezu Asia deems to be fair value for the positions.

## ***Credit Default Swap Agreements***

The "buyer" in a credit default contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract in return for a contingent payment upon the

occurrence of a credit event with respect to an underlying reference obligation. Generally, a credit event means bankruptcy, contingent payment to the buyer, which is typically the “par value” (full notional value) of the reference obligation. The contingent payment may be a cash settlement or by physical delivery of the reference obligation to return for payment of the face amount of the obligation. Clients of Nezu Asia may be either the buyer or seller in these transactions. As a buyer, when no credit event occurs, the buyer may lose its investment and recover nothing. However, if a credit event occurs, the buyer typically receives full notional value for a reference obligation that may have little or no value. However, the seller in such transactions receives a fixed rate of income throughout the term of the contract, which typically is between one month and five years, provided that no credit event occurs. If a credit event occurs, the seller may pay the buyer the full notional value of the reference obligation.

Credit default swaps involve greater risks than investing in the reference obligation directly. In addition to general market risks, credit default swaps are subject to liquidity risk and credit risk. A buyer also may lose its investment and recover nothing should no credit event occur. If a credit event were to occur, the value of the reference obligation received by the seller, coupled with the periodic payments previously received, may be less than the full notional value it pays to the buyer resulting in a loss of value to the Client.

### ***Commodities and Futures Contracts***

Futures markets are highly volatile. The low margins or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce disproportionately larger profit or loss. There is no assurance that a liquid secondary market will exist for futures contracts or options purchased or sold, and Clients may be required to maintain a position until exercise or expiration, which could result in losses. Many futures exchanges limit the amount of fluctuation permitted in contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit. Contract prices could move to the daily limit for several consecutive trading days permitting little or no trading, thereby preventing prompt liquidation of futures and options positions and potentially subjecting the Clients to substantial losses. Investing in futures contracts, options or commodities is a highly specialized investment activity entailing greater than ordinary investment risks.

### ***Trading in Futures Contracts***

Trading in futures contracts and options thereon are highly specialized activities that, while they may increase the total return in the Client’s investments, may entail greater than ordinary investment risks.

### ***Diversification***

While Clients' portfolios will generally contain a number of both long and short positions, Nezu Asia specializes in Asian investments. Accordingly, Clients' investment portfolios may be subject to more rapid change in value than would be the case if the portfolios maintained a wide diversification among companies, securities, regions and industry groups. In particular, market change or other events affecting Asia may have a more significant effect on Client portfolios.

## ***Non-US Securities***

Investing in securities of foreign governments and companies which are generally denominated in non-US currencies, and utilization of foreign currency spot and forward contracts and options on foreign currencies involve certain considerations comprising both risks and opportunities not typically associated with investing in securities of United States issuers. 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 are generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

## ***Currency Risks***

Investments that are denominated in non-US currencies 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. Because some investments may be denominated in a variety of currencies and may not always hedge such exposure back to the dollar, assets will be indirectly exposed to the currency risk of such currencies to the dollar.

## ***Government Regulation of Investments***

Nezu Asia utilizes instruments listed on both U.S. and non-U.S. exchanges, as well as in "over-the-counter" instruments issued by broker-dealers and other financial counterparties. Instruments listed on exchanges are generally subject to restrictions and regulation by government and/or self-regulatory organizations in the country in which such instruments are traded. Over-the-counter transactions with broker-dealers and other financial counterparties generally are entered into by Clients with counterparties regulated by government regulatory bodies and/or self-regulatory organizations in the countries in which such counter-parties operate, but the specific instruments acquired pursuant to such transactions may not be registered or subject to specific regulation.

## ***Derivatives***

Nezu Asia may utilize both exchange-traded and over-the-counter derivatives, including, but not limited to, futures, forwards, swaps, options, and contracts for differences, as part of its investment strategies. These instruments can be highly volatile and expose investors to a high risk of loss. Transactions in over-the-counter contracts may involve additional risk, as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position, or to assess the exposure to risk. Contractual asymmetries and inefficiencies can also increase risk, such as break clauses, whereby a counterparty can terminate a transaction on the basis of a certain reduction in net asset value, incorrect collateral calls or delays in collateral recovery.

## ***Counterparty Risk***

Nezu Asia may utilize non-U.S. securities, swaps, derivatives or synthetic instruments, or other over-the-counter transactions in Client portfolios. As such, Clients may be subject to credit risk with regard to parties with whom Nezu Asia trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions, which generally are backed by clearing organizations guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties generally do not benefit from such protections and expose the parties to the risk of counterparty default.

## ***Custody and Prime Brokerage Risk***

There are risks involved in dealing with custodians or prime brokers who settle trades for Clients of Nezu Asia. Although Nezu Asia monitors the prime brokers and believes that they are appropriate custodians, there is no guarantee that the prime brokers, or any other custodian will not become bankrupt or insolvent. There is no certainty that, in the event of a failure of a broker-dealer that has custody of Client assets, that Clients would not incur losses due to assets being unavailable for a period of time, the ultimate receipt of less than full recovery of assets, or both. It is not expected that all securities and other assets deposited with the custodians or brokers will be clearly identified as being assets of each Client and hence, Clients may be exposed to a credit risk with regard to such parties or time problems associated with enforcing their rights to their assets in the case of an insolvency of any such party.

## ***Business and Regulatory Risks of Hedge Funds***

Legal, tax and regulatory changes could occur that may adversely affect the Funds. The regulatory environment for hedge funds is evolving, and changes in the regulation of hedge funds may adversely affect the value of investments held by the Funds and the ability of Nezu Asia to obtain leverage it might otherwise obtain or to pursue its trading strategies. In addition,

securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. Regulators and self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivative transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions. The effect of any future regulatory change to the Funds could be substantial and adverse, including, for example, increased compliance costs, the prohibition of certain types of trading and/or the inhibition of the Funds' ability to pursue certain of its investment strategies.

### ***Non-Disclosure of Positions***

In an effort to protect the confidentiality of its positions, Nezu Asia will generally not disclose its position to its Clients on an ongoing basis. However, Nezu Asia, in its sole discretion, may permit such disclosure on a limited basis to certain Clients on the basis that there are sufficient confidentiality agreements and procedures in place.

### ***Lack of Liquidity of Fund Assets***

Fund assets may, at any given time, include securities and other financial instruments or obligations which are very thinly traded or for which no market exists or which are restricted as to their transferability under applicable securities laws. The sale of any such investments may be possible only at substantial discounts. Further, such investments may be extremely difficult to value with any degree of certainty.

### ***Limited Redemption and Transfer Rights***

Investors in the Funds have limited redemption rights. Investors must give the administrator of the Funds thirty (30) days written notice of redemption and can only redeem on calendar month-end dealing dates. At the discretion of Nezu HK, any investor who has been invested in a respective Fund for less than one year and chooses to redeem will be subject to a 3% redemption fee payable to the Fund. Transfers of interests/shares are permitted only with the written consent of Nezu HK. Accordingly, interests/shares should only be acquired by Investors willing and able to commit their assets for an appreciable period of time.

***It is critical that Investors/Accounts refer to the relevant Offering Documents and other governing documents for a complete understanding of the material risks involved in relation to Nezu Asia's investment strategies and methods of analysis. The information contained herein is a summary only and is qualified in its entirety by such documents.***



## **Item 9. Disciplinary Information**

Not applicable.

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

Nezu HK serves as the General Partner to the Funds formed as limited partnerships. Nezu Asia, its supervised persons or their related persons may also invest directly in the Funds.

Certain supervised persons of Nezu HK also serve in the same or similar capacity for Nezu USA and Nezu Singapore. As previously discussed, Nezu USA provides non-discretionary investment advisory services to Nezu HK pursuant to an investment advisory agreement with Nezu HK, for the benefit of the Asia Fund, Kuma Fund, Master Fund, Tiger Fund, KT Fund and certain Accounts. In addition, Nezu Singapore provides non-discretionary investment advisory services to Nezu HK pursuant to an investment advisory agreement with Nezu HK, for the benefit of the Japan Fund, the Cyclical Fund, the Master Fund, and certain Accounts. Compensation for such services is paid by Nezu HK to Nezu USA and/or Nezu Singapore, as applicable. Clients do not incur additional fees for such arrangement. All relevant information, terms and conditions relevant to those services provided to Nezu HK by Nezu Singapore and Nezu USA for the benefit of certain Clients are set forth in relevant documents provided to such Clients at the time of engagement. The Accounts are provided with a copy of this Brochure, which describes the relationship between Nezu HK and Nezu Singapore/Nezu USA.

Nezu Asia is under common control with Speedwell K.K. (“Speedwell”), a Japanese corporation located in Tokyo. Certain Supervised Persons of Nezu Asia serve in the same or similar capacity for Speedwell. Speedwell provides research services to Nezu Asia for the benefit of certain Clients of Nezu Asia. Clients do not incur additional fees for these services. Nezu Asia does not believe that this arrangement presents any additional material conflicts of interest.

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

Nezu Asia has adopted a Code of Ethics (the “Code”) that sets forth the standards of conduct expected of Nezu Asia’s “Access Persons.” Access Persons include, generally, any partner, officer or director and any employee or other supervised person of Nezu Asia who, in relation to the Clients of Nezu Asia, (i) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings, or (ii) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public.

In accordance with Section 204A of the Investment Advisers Act of 1940, as amended, Nezu Asia’s Code contains written policies reasonably designed to prevent the unlawful use of material non-public information by Nezu Asia or any of its Access Persons and requires Access Persons to place the interests of its Clients above their own interests. The Code requires Access Persons to comply with applicable federal securities laws, and to promptly report violations of the Code to Nezu Asia’s Chief Compliance Officer.

The Code also requires that Nezu Asia’s Access Persons report their initial personal securities holdings and a list of their personal accounts within 10 days of becoming an Access Person. Further, Access Persons must obtain pre-approval before effecting certain personal transactions. In addition, Access Persons must provide annual holdings reports and quarterly transaction reports to the Chief Compliance Officer in accordance with Section 204A of the Investment Advisers Act of 1940. All Access Persons are provided with a copy of the Code and required to acknowledge receipt of the Code upon hire and annually thereafter.

Nezu HK serves as manager or general partner to the Funds and as such recommends interests/shares in the Funds to prospective Investors. Nezu Asia (or its affiliates) has a material financial interest with respect to fees paid by Investors. Management Fees are payable without regard to the overall success or income earned by the Funds and therefore may create an incentive on the part of Nezu Asia to raise or otherwise increase assets under management to a higher level than would be the case if Nezu Asia were receiving a lower or no management fee. Performance-based fees paid to Nezu Asia may create an incentive for Nezu HK to make investments that are riskier or more speculative than in the absence of such performance-based compensation. Investors are provided with disclosure as to how performance-based compensation is charged and the risks associated with such performance-based compensation prior to making an investment.

Nezu Asia has financial ownership interests in the Funds and receives a management fee and, in some cases, a performance-based fee for their services to the Funds. Nezu Asia, its employees or their related persons may also invest directly in the Funds. It should be noted that investments in the Funds made by such parties may not be subject to the management fee or performance-based fee described in Item 5, above, and may also be subject to different redemption/withdrawal terms than those described in the Funds' governing documents. The fact that Nezu Asia's principals and employees have financial ownership interests in the Funds also creates a potential conflict in that it could cause Nezu Asia to make different investment decisions than if such parties did not have such financial ownership interests.

The Tiger Fund invests in the Asia Fund and the Kuma Fund, which are managed or advised by Nezu Asia. As such, the Tiger Fund is not charged any management or performance based fees by the Asia Fund or Kuma Fund. While Nezu Asia is of the view that an investment by the Tiger Fund in the Asia Fund and Kuma Fund, and in as much as the Master Fund has investments in other Nezu Asia Funds, enable Nezu Asia and its affiliates to offer a broader array of investment funds to the Tiger Fund and the Master Fund and their respective Investors, such investments present a conflict of interest.

It should also be noted that Nezu Asia and its affiliates may give advice and recommend the purchase or sale of securities and other financial instruments, or buy or sell such securities, and instruments for their own account or that of other Clients, which advice or instruments may differ from advice given to, or instruments recommended or bought or sold for, a particular Client, even though the investment objectives may be the same or similar. Potential conflicts of interest may arise in connection with the personal trading activities of Nezu Asia's employees.

Nezu Asia may make investment allocations among the Clients in any manner which it considers to be fair under the circumstances, including, without limitation, allocations based on relative account sizes, available cash, the degree of risk involved in the securities acquired and the extent to which a position in such securities is consistent with the investment policies and strategies of the various Clients involved.

Nezu Asia has established policies and procedures in the Code to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including pre-clearance of personal trading, and regular monitoring of Access Persons' transactions and trading patterns for actual or perceived conflicts of interest.

Clients may contact Nezu Asia to request a copy of the Code by contacting the Chief Compliance Officer, Darren Winia at +852 3151 3504.

## Item 12. Brokerage Practices

Nezu HK has authority to determine the broker or dealer to be used for each securities transaction for the Funds, and to negotiate the commissions or markups and markdowns to be paid. For individual Accounts, Nezu HK will generally determine the broker or dealer to be used to effect transactions, unless otherwise agreed upon in the investment management agreement. Nezu HK recognizes its duty to obtain “best execution.” Consistent with such duty, in determining best execution, Nezu HK may take into account the full range and quality of a broker’s services that benefit an account (and Nezu HK in particular) under management such as brokerage, research and other services (such as capital introduction services). Nezu HK does not select brokers solely on the basis of lowest possible commission costs, but by the best qualitative execution.

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 an expense or as otherwise described below, Nezu Asia will limit the use of “soft dollars” 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 Securities and Exchange Commission or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations. The use of commissions arising from the Clients’ 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). If an expense relates to a

function which would generally not qualify under Section 28(e), as well as a function which does not (e.g., client research and Nezu Asia administrative functions, respectively), Nezu Asia's Chief Compliance Officer will make a good faith allocation of the cost between qualifying and non-qualifying functions to determine the portion that may be paid with soft dollars. The allocation process will attempt to take into account the principal functions or benefits of the item involved, but will not attempt to measure de minimis or occasional non-qualified usage or non-qualified usage of a de minimis value. It is therefore possible that payments associated with such non-qualified usage or payments made in error could benefit Nezu Asia, but it is not expected that such payments would be material in amount.

During the last fiscal year, Nezu Asia and its affiliates used soft dollars for: research reports (including market research); certain financial newsletters and trade journals; software providing analysis of securities portfolios; discussions with research analysts; consultants' advice on portfolio strategy; data services (including services providing market data, company financial data and economic data); connectivity to brokers; and electronic trade confirmation .

Although Nezu HK will make a good faith determination that the amount of commissions paid is reasonable in light of the products or services provided by a broker, commission rates are generally negotiable and thus, selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. 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 Nezu Asia and its Clients.

Using brokerage commissions to obtain research or other products or services provides Nezu Asia with a benefit because the firm does not have to produce or pay for such research, products or services. Accordingly, the Funds (and thus the Investors therein) may be deemed to be paying for research and other products or services with "soft" or commission dollars. Nezu HK has an incentive to select a broker-dealer based on its interest in receiving the research or other products or services, rather than on a Funds' interest in receiving most favorable execution. Although Nezu Asia believes the Funds will benefit from many of the services obtained with soft dollars generated by the Funds' trades, the Funds will not benefit exclusively. Nezu HK does not generally seek to allocate soft dollar benefits to particular accounts proportionately to the soft dollar credits the accounts generate. Further, Nezu HK does not distinguish between accounts in its use of soft dollar related products or services.

Nezu HK may place transactions with a broker or dealer that (i) provides Nezu Asia (or an affiliate) with the opportunity to participate in capital introduction events sponsored by the broker-dealer or (ii) refers investors to Nezu Asia (or an affiliate), if otherwise consistent with

seeking best execution, provided Nezu HK is not selecting the broker-dealer in recognition of its referral of Investors.

Nezu Asia periodically and systematically evaluates the execution performance of broker-dealers to ensure that the services provided by the executing counterparties are the best available and to fully satisfy all “best execution” requirements. Investment personnel and traders who regularly interact with brokers will be asked to contribute to the review.

Nezu Asia may make investment allocations among the Clients in any manner which it considers to be fair under the circumstances, including, without limitation, allocations based on relative account sizes, available cash, the degree of risk involved in the securities acquired and the extent to which a position in such securities is consistent with the investment policies and strategies of the various accounts involved. When appropriate, Nezu Asia may, but is not required to, aggregate Client orders to achieve more efficient execution or to provide for equitable treatment among accounts. Clients participating in aggregated trades will be allocated securities based on the average price achieved for such trades. For situations in which an aggregate order is only partially fulfilled, shares will be distributed pro rata, in a manner that is fair and equitable to all Clients participating in the aggregate trade.

Investors in the Funds are not permitted to direct Nezu Asia to execute transactions through a specified broker-dealer. However, as fully set forth in the terms of each Account’s investment management agreement, Nezu Asia may allow Clients to direct transactions through a specified broker-dealer, or disapprove certain brokers to be used to effect transactions. Such terms are negotiated individually. Under a directed brokerage arrangement, Nezu Asia may not be able to achieve most favorable execution for such Account’s transactions, and this practice may cost such Account more money than it would cost if Nezu Asia was able to seek out more favorable prices and terms from other counterparties for their transactions. In addition, the Account may pay higher brokerage commissions because Nezu Asia may not be able to aggregate orders with other Client transactions to reduce transaction costs, and as such, the Account may receive less favorable prices. Further, under a directed brokerage arrangement, Nezu Asia may not be able to obtain best execution or the most favorable execution for the Account’s transactions.

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

Client portfolios are under ongoing review by Nezu Asia's Chief Operating Officer, Richard Kincaid. Mr. Kincaid reviews the portfolios on an ongoing basis to assure conformity with the respective Clients' objectives and guidelines. In addition, all portfolios are reviewed in light of emerging trends and developments as well as market volatility. Further, Mr. Kincaid periodically reviews trading to ensure consistency with applicable laws and regulations.

The independent third-party administrator provides Investors in the Funds with the following written reports: (i) audited financial statements within 120 days of the Funds' respective fiscal year end; (ii) monthly statements of their capital account; and (iii) unaudited performance reports no less than monthly.

The frequency and type of reporting to the Accounts are subject to terms that are individually negotiated.



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

Nezu HK has entered into an arrangement pursuant to which it compensates a third party for Investor referrals. Any such arrangements will be made in compliance with Rule 206(4)-3 under the Advisers Act, as well as relevant SEC guidance. In general, Nezu HK may pay third party solicitors out of the fees it receives with regard to the Funds for Investor referrals.

## Item 15. Custody

Nezu HK is deemed to have custody of Fund assets pursuant to Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended (the “Custody Rule”). The qualified custodians presently utilized by Nezu HK for the Funds’ cash and securities comprising the assets of the Funds are:

Goldman Sachs International  
Petersborough Court  
133 Fleet Street  
London EC4A 2BB  
United Kingdom

Morgan Stanley & Co. International Plc.  
25 Cabot Square,  
Canary Wharf  
London E14 4QA  
United Kingdom

JP Morgan Chase Bank, N.A.  
270 Park Avenue  
New York, New York 10016-2070  
United States

UBS AG  
1 Finsbury Avenue  
London EC2M 2PP  
United Kingdom

Merrill Lynch International  
Merrill Lynch Financial Centre  
2 King Edward Street  
London EC2M2PP  
United Kingdom

Deutsche Bank AG  
Taunusanlage 12  
60325 Frankfurt  
Germany

To ensure compliance with the Custody Rule, Nezu HK reasonably believes that all Investors in the Funds will be provided with audited financial statements for the respective Funds, prepared by an independent public accountant that is registered with, and subject to regular inspection by the Public Company Accounting Oversight Board, in accordance with International Financial Reporting Standards, within 120 days of the end of the respective Funds’ fiscal years. Investors should carefully review such audited financial statements.

Nezu Asia is of the view that it does not have custody, possession or direct control of the assets and cash of the Accounts.

## **Item 16. Investment Discretion**

Nezu HK has complete authority to exercise discretion on behalf of the Funds. Nezu HK has the authority to determine which financial instruments are bought and sold, the amount and price of those financial instruments, the brokers or dealer to be used for a particular transaction, and commissions or markups and markdowns paid. Investors in the Funds do not have the ability to impose limitations on Nezu Asia's discretionary authority. Prospective Investors in the Funds are provided with Offering Documents prior to their investment and are encouraged to carefully review the Offering Documents, and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk. Prospective Investors must also execute a subscription agreement, which constitutes a legal, valid and binding obligation of the Investor, enforceable in accordance with its terms. Further, prospective Investors in the Funds that are formed as limited partnerships must also execute a limited partnership agreement.

Nezu USA and Nezu Singapore provide non-discretionary investment advisory services to Nezu HK, and do not have the ability to exercise investment discretion on behalf of Clients.

As previously mentioned, Nezu Asia's investment authority is fully set forth in each individual Account's investment management agreement, which must be fully executed prior to Nezu Asia providing investment advisory services to such Accounts; the terms of Nezu Asia's advisory services are negotiated on an individual basis.

## Item 17. Voting Client Securities

Nezu HK has authority to vote securities on behalf of its Clients, and will only cast proxy votes in a manner consistent with the best interests of its Clients in accordance with Nezu Asia's proxy voting policies and procedures. Clients do not have the authority to direct Nezu Asia's vote in a particular solicitation.

Nezu Asia has adopted proxy voting policies and procedures that address how Nezu Asia votes proxies:

- Prior to voting any proxies, the respective investment adviser that covers such issuer will determine if there are any conflicts of interest related to the proxy in question. If a conflict is identified, the investment adviser (which may be in consultation with the Chief Compliance Officer and/or outside legal counsel) will then make a determination as to whether the conflict is material or not. If no material conflict is identified pursuant to its set procedures, the respective investment adviser will make a recommendation on how to vote the proxy in question. The Chief Compliance Officer, the Chief Operating Officer or an appropriate staff member designated by them will then make a decision based on such recommendation. Any proxies actually received by Nezu Asia will be maintained by Nezu HK's operations team.
- Nezu Asia maintains a record of its proxy voting policies and procedures, proxy statements received, votes cast, all communications received, internal documentation that was material to voting decisions, as well as each request for proxy voting records received and Nezu Asia's responses for five (5) years.

Clients and Investors may request a copy of Nezu Asia's proxy voting policies and procedures and proxy voting records by contacting Nezu Asia's Chief Compliance Officer, Darren Winia at +852 3151 3504.

## **Item 18. Financial Information**

Nezu Asia is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial conditions reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition at any time during the past ten (10) years. As such, Nezu Asia has no required disclosures pursuant to this Item.