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### **FORM ADV PART 2A**

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This brochure provides information about the qualifications and business practices of ANDA Asset Management Co., Ltd. If you have any questions about the contents of this brochure, please contact our Head of Legal & Compliance at (822) 2156-2800 or by email at [davidyang@andainvest.com](mailto:davidyang@andainvest.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about ANDA Investment Management Co., Ltd. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **ITEM 2 – MATERIAL CHANGES**

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ANDA Investment Management Co., Ltd. changed its official and legal name to ANDA Asset Management Co., Ltd. effective as of 11 February 2014. Also, there was a minor change in shareholding at 17 January 2014, and as a result, ANDA Investment Partners Co., Ltd., a corporation incorporated in Korea, owns 40% of ANDA, and the majority of 54% is owned by Kwon Uk Choi, who also owns 40% of ANDA Partners. 2 employees of ANDA own the remaining 6% (5% and 1% shareholding for each employee shareholder)

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## ITEM 4 – ADVISORY BUSINESS

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### A. Firm Description

ANDA Asset Management Co., Ltd. (“**ANDA**”) is a corporation incorporated in South Korea (“**Korea**”) on August 18, 2011. ANDA Investment Partners Co., Ltd. (“**ANDA Partners**”), a corporation incorporated in Korea, owns 40% of ANDA, and the majority of 54% is owned by Kwon Uk Choi, who also owns 40% of ANDA Partners. 2 employees of ANDA own the remaining 6% (5% and 1% shareholding for each employee shareholder).

ANDA commenced its investment advisory business when it became registered with the Financial Services Commission of Korea (“**FSC**”) on November 22, 2011.

### B. Types of Advisory Services Offered

ANDA provides financial advisory and investment management services on Korean equities. ANDA advises various offshore privately placed pooled investment vehicles (“**Offshore Funds**”) and separately managed accounts (“**Managed Accounts**”).

### C. Tailoring Investment Advisory Services

**Offshore Funds:** ANDA advises the Offshore Funds in accordance with each Offshore Fund’s investment objective, strategy and guidelines as set out in the private placement memorandum (“**PPM**”) of each Offshore Fund. The investment objective, strategy and guidelines for each Offshore Fund are unique to each Fund, and are not tailored to the individual needs of any particular investor. All Offshore Fund investors are reminded to consider whether an Offshore Fund meets their own individual investment objectives and risk tolerance.

**Managed Accounts:** ANDA tailors its investment advisory services to the individual needs of Managed Account clients through customizing the investment objective, strategy and guidelines of each client mandate. Clients may impose certain restrictions on investing in certain securities or types of securities. The mandate of each Managed Account is documented in the respective investment advisory agreements / sub-investment management agreements.

### D. Wrap Fee Programs

ANDA does not participate in any wrap fee programs.

### E. Assets Under Management

As at June 25 2013, ANDA had assets under management of approximately USD 390 million, all of which it managed on a discretionary basis.

## **ITEM 5 – FEES AND COMPENSATION**

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### **A. Basic Fee Schedule**

Management fees are generally up to 1.5% per annum of the net asset value of the relevant Offshore Funds. For certain Offshore Funds, performance fees are generally up to 20% of the appreciation in the net asset value per unit above the high watermark, payable annually. The fees paid to ANDA by Offshore Funds are set out in the respective PPM and investment management/advisory and/or sub-advisory agreement.

For Offshore Funds, there may be subscription and/or redemption charges that are separate payments due at the time of subscription and/or redemption, details of which are set out in each Fund's respective PPM. All redemption charges are retained by the relevant Offshore Fund for the benefit of the remaining Offshore Fund investors.

For Managed Accounts, management fees are agreed with the client based on the size of the account, the complexity of the mandate, the extent of reporting requirements and other factors. The fees paid to ANDA are set out in the respective investment advisory / sub-investment management agreement. Performance fees will only be charged to Managed Accounts owned by U.S. clients who would meet the definition of a "Qualified Client" as provided by Rule 205-3 of the Investment Advisers Act and upon agreement with the client.

### **B. Calculation and Deduction of Fees**

Management fees are paid on a monthly or quarterly basis in arrears as instructed by the relevant administrator of the Offshore Funds, as specified in each Fund's respective PPM. For Managed Accounts, management fees are typically deducted from the clients' assets quarterly at the instruction of the clients. Managed Account clients may instead choose to pay management fees directly at the end of each quarter.

### **C. Other Fees or Expenses Payable by the Clients**

In addition to management fees and performance fees (mentioned above and in Item 6 below), investors in the Offshore Funds will indirectly bear any other costs charged to the Offshore Funds. Such costs will vary and typically include, but are not limited to, accounting, legal, fund administration fees, custodian fees, audit fees, directors' fees and other related costs. Further, the Offshore Funds will incur brokerage commissions, transaction fees, and other related costs and expenses including, but not limited to, charges imposed by custodians, administrators, brokers, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Managed Account clients will need to bear custodian fees, brokerage commissions, transaction fees, issue and transfer taxes, administration fees, bank service fees, and other related costs and expenses.

Such charges, fees and commissions are exclusive of and in addition to the fees charged by ANDA and ANDA does not receive any portion of those commissions, fees and costs.

### **D. Advance Fees Payable by the Clients**

Fees charged to clients (other than ANDA's clients who are residents of Korea) are not payable in advance. Fees are charged in arrears as described in Item 5A. above.

## **ITEM 6 – PERFORMANCE-BASED FEES**

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### **Performance-Based Compensation**

Certain Offshore Funds that ANDA advises are charged performance fees at the fund level as described in Item 5. The calculation of the performance fee (if applicable) is described in each Offshore Fund's PPM.

ANDA may also enter into performance fee arrangements with Managed Account clients in which fees are based on a share of capital gains on or capital appreciation of the assets, or any portion of the assets, of a client. These performance based-fees are negotiated on a client-by-client basis. All Managed Account clients who are U.S. persons are Qualified Clients.

### **Conflicts of Interest**

Performance-based compensation may create an incentive for ANDA to make riskier or more speculative investments than it would otherwise in the absence of such performance-based compensation arrangements. Conflicts of interest may also arise when an investment adviser manages multiple client portfolios. Such fee arrangements may also create an incentive to favor higher fee-paying accounts over other accounts in the allocation in investment opportunities.

Different fee arrangements may create an incentive for ANDA to favor one client over another in allocation of investment opportunities or when effecting transactions on behalf of multiple clients. The potential conflicts of interest arising from these fee arrangements and management of multiple client portfolios are addressed by ANDA's internal policies and procedures. ANDA has adopted policies and procedures and maintains a compliance program designed to help manage such potential conflicts, including trade allocation policies. These trade allocation policies and procedures seek to ensure that ANDA is not favoring one client over another and that trading for all client accounts is conducted in a fair and equitable manner.

ANDA has procedures in place that require valuation of net asset value of Offshore Funds and Managed Accounts to be performed by administrators/custodians who are independent financial institutions.

For certain mandates, ANDA or its affiliates may invest alongside in order to align their interest with the clients.

## **ITEM 7 – TYPES OF CLIENTS**

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ANDA's clients include pooled offshore investment vehicles and separately managed accounts set up by institutional investors, individuals and corporations. A minimum investment of KRW 300 million, approximately USD \$273,000, is generally imposed on each client that wants to open a Managed Account, but such minimum requirement may be waived at the discretion of ANDA.



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

### **Methods of Analysis**

The investment strategies and styles differ across ANDA's Managed Accounts, but as a value oriented investor, ANDA believes investing involves narrowing the valuation gap between a company's intrinsic value and market price. Unless a market is grossly inefficient, share prices should eventually reflect fundamentals. ANDA concentrates its investment expertise on securities traded in the Korean market and its approach stresses bottom-up analysis of economics and fundamentals in order to compare values and catalysts for what is happening versus what is priced in the market. The key is to avoid value-traps through original research and fundamental analysis.

ANDA's local research capabilities and substantial expertise in the Korean markets are an advantage in both performing "top-down" analysis of the markets as well as "bottom-up" analysis of particular companies within its investment universe. Although, ANDA utilizes information, reports and data from various external sources, its investment decision-making with respect to the Managed Accounts and non-discretionary clients it advises is based primarily upon its internal research and analytical capabilities, including the research and analytical experiences and expertise of its investment staff.

ANDA provides investment management and advisory services in the following strategies:

**Korea Value Strategy:** ANDA aims to achieve long-term capital appreciation from undervalued stocks listed or registered in Korea. Emphasis is placed upon stock selection, with sector or industry selection a secondary consideration. The strategy offers flexibility to invest across the entire market capitalization spectrum with ANDA opportunistically tilting the portfolio toward the most promising segments. The strategy is long biased due to the tailwind of structural growth in Asia. The risk profile of this strategy should be considered to be similar to direct participation in the Korean equity market with an emphasis on the small- and mid-cap segment. The strategy is intended for investors with longer investment horizons.

In selecting securities for this strategy, ANDA adopts a disciplined investment process in order to evaluate companies' long-term appreciation potential. The investment process combines fundamental analysis of the Korean economy, industrial sectors and in-depth analysis of companies' fundamentals and risks with broad-based quantitative research and risk management. ANDA may invest in a relatively small number of companies, as it plans to invest only with high conviction and where a substantial value gap exists. Hence, the portfolio may differ significantly from those funds in which investments are based on market indices.

There is no limitation on the type of companies ANDA can invest in, nor limitation on their market capitalizations. However, it is expected that ANDA will pay more attention to small capitalized and lesser-known companies and stocks whose valuations are low in relation to their growth prospects, including stocks with less liquidity. Nonetheless, ANDA will not invest in growth companies without clear value backing. In managing the strategy, ANDA will not be limited by constraints such as index weightings, cash level, or market exposure.

The portfolio comprises primarily listed or registered Korean equity securities. ANDA may also invest in financial instruments including forward contracts and derivatives, including futures, options and over-the counter derivative instruments. ANDA does not intend to make significant use of derivative instruments. However, from time to time, it may utilize index futures on major Korean indices traded on Korean futures exchanges and individual shorts for defensive purposes to adjust market exposure of the strategy.

There can be no assurance that this investment objective can be achieved.

**Material risks involved:**

**Risk of Fundamental Investing** – it is possible that the markets that the strategy operates in could encounter a prolonged period where securities valuation fails to reflect, or runs counter to, fundamentals of the companies listed therein. Under such an environment, the strategy may generate very poor returns or suffer significant losses.

**Liquidity Risk** – Securities held within the portfolio may be thinly traded and relatively illiquid. In the event of extreme market activity, ANDA may not be able to liquidate its investments promptly should the need arise to do so arise. In such event, the amount of any gain or loss which may be realized could be materially adversely affected.

**Correlation to Markets** – despite the employment of index futures for hedging and portfolio management purposes, the strategy is expected to be “long-biased” and the correlation to markets can be significant.

**Other Risks** – government intervention, concentration of investments, relations with North Korea, currency exposure, Avian Flu, SARs and Pig Flu, counter-party risk, derivatives risk, market disruptions, short sales, regulatory risk, taxation risk and performance fee risk.

**Korea Absolute Return Strategy:** ANDA aims to achieve long-term absolute returns through a concentrated portfolio of equity and equity-linked securities (including warrants and options) listed or registered in Korea. Emphasis is placed upon stock selection, with sector or industry selection a secondary consideration. The strategy is not limited or restricted by constraints such as investment style, index weightings, cash levels or market exposure and invests in the Korean market on an absolute return multi-cap basis. The strategy is long biased due to the tailwind of structural growth in Asia. The risk profile of this strategy should be considered to be similar to direct participation in the Korean equity market.

In selecting securities for this strategy, ANDA adopts a disciplined investment process in order to evaluate companies’ long-term appreciation potential. The investment process combines fundamental analysis of the Korean economy, industrial sectors and in-depth analysis of companies’ fundamentals and risks with broad-based quantitative research and risk management. ANDA may invest in a relatively small number of companies, as it plans to invest only with high conviction. Hence, the portfolio may differ significantly from those funds in which investments are based on market indices.

There is no limitation on the type of investee companies in which ANDA may invest and there is no limitation or criteria with regard to their market capitalizations. Nevertheless, ANDA will, as much as possible, control the overall liquidity of the portfolio such that duly notified redemption requests will be met with minimal impact on the net asset value of the portfolio.

The portfolio comprises primarily listed or registered Korean equity securities. ANDA may also invest in financial instruments including forward contracts and derivatives, including futures, options and over-the counter derivative instruments. ANDA does not intend to make significant use of derivative instruments. However, from time to time, it may utilize index futures on major Korean indices traded on Korean futures exchanges for defensive purposes to reduce or adjust the market exposure of the portfolio.

There can be no assurance that this investment objective can be achieved.

**Material risks involved:**

Risk of Fundamental Investing – it is possible that the markets in which the strategy operates could encounter a prolonged period where securities valuation fails to reflect, or runs counter to, fundamentals of the companies listed therein. Under such an environment, the strategy may generate very poor returns or suffer significant losses.

Correlation to Markets – despite the employment of index futures for hedging and portfolio management purposes, the strategy is expected to be “long-biased” and the correlation to markets can be significant.

Other Risks – government intervention, concentration of investments, relations with North Korea, currency exposure, liquidity risk, Avian Flu, SARs and Pig Flu, counter-party risk, derivatives risk, market disruptions, hedging with futures, regulatory risk, taxation risk, and performance fee risk.

**ITEM 9 – DISCIPLINARY INFORMATION**

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ANDA has not been involved in any legal or disciplinary events since its inception that would be material to a client's evaluation of ANDA or its personnel.

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

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### **A. Broker-Dealer**

ANDA and ANDA's management persons are not registered, nor do they have an application pending to register, as a broker-dealer or registered representatives, respectively.

### **B. Commodity Pool Operator, Commodity Trading Advisor, Futures Commission Merchant Registration**

ANDA is not registered, nor does it have an application pending to register, as a Commodity Pool Operator or a Commodity Trading Advisor.

### **C. Material Relationship or Arrangements with Related Industry Participants**

ANDA is affiliated through common ownership with ANDA Partners, which is a holding company not engaged in the business of providing investment advisory services.

CK Strategic Manager Limited is a Participating Affiliate of ANDA, and their personnel who develop investment advice for, communicate investment advice to, or otherwise have access to such advice before it is implemented for ANDA's U.S. investment advisory clients are subject to the Code of Ethics and all compliance policies of ANDA.

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

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### **Code of Ethics**

ANDA has adopted a Code of Ethics (the “**Code**”) that is applicable to all employees and access persons of ANDA. The Code contains provisions reasonably designed to deter misconduct and conflict of interests and to detect violations of applicable laws and regulations. The Code includes the following provisions:

**Standard of Conduct:** sets out the minimum standard expected of all staff and includes honesty and fairness, skill, care and diligence, and fiduciary duty towards clients.

**Prohibited Conduct; Insider Trading:** designed to prevent any trading or tipping based on material, non-public information and other types of market misconduct, including false trading, front running, price rigging, stock market manipulation, etc.

**Personal Trading:** sets out procedures to be followed by ANDA employees and access persons for trading their own accounts or the accounts of their spouse or immediate family members living in the same household. The procedures include, but are not limited to, initial and annual disclosure of holdings in their own accounts and those of their spouse and immediate family members living in the same household; prior approval from management team and compliance team for securities transactions or opening of broker accounts; submission of trade confirmation and brokerage account statements from their brokers; and a minimum holding period of 60 days for securities.

**Receipt or Provision of Benefits:** sets out procedures for receiving or offering gifts and benefits in connection with the affairs or business of a client.

**Protection of Trading and Client Information:** sets out procedures for handling ANDA’s trading information and client information to ensure confidentiality.

Any person not in compliance with the Code may be subject to disciplinary actions including summary dismissal. ANDA will provide a copy of the Code to any client or prospective client upon request.

### **Participation or Interest in Client Transactions**

ANDA does not ordinarily take direct proprietary positions in listed equity securities, futures or derivatives, or carry out any principal transactions with clients or non-clients on such financial instruments. ANDA does not currently hold any such proprietary positions.

### **Provision of Investment Management/Advisory of Similar Service to Multiple Offshore Funds/Managed Accounts**

ANDA is a sub-investment manager or investment adviser to a number of different Managed Accounts, and may in the future advise offshore privately placed pooled investment vehicles (“**Offshore Funds**”), that may have similar or different investment objectives and policies. ANDA or its licensed staff may give advice and take action with respect to any Offshore Fund or Managed Account it advises that may differ from action taken by ANDA on behalf of other Offshore Funds or Managed Accounts. ANDA is not obligated to recommend, buy or sell or to refrain from

recommending, buying or selling any security that ANDA or staff may buy or sell for its or their own accounts or for other Offshore Funds or Managed Accounts advised by ANDA. Additionally, ANDA's personnel and affiliates may invest, directly or indirectly, in Funds, which in turn, may invest in securities held in other Offshore Funds and Managed Accounts advised by ANDA. From time to time, ANDA's officers and employees may have interest in securities owned or sold by or recommended to the Offshore Funds and Managed Accounts.

These situations present a potential conflict of interest for ANDA in relation to its Offshore Fund and Managed Account clients. To address this potential conflict of interest, ANDA has adopted policies and procedures and maintains a compliance program designed to help manage such potential conflicts, including trade allocation policies. These trade allocation policies and procedures seek to ensure that ANDA is not favoring one client over another and that trading for all client accounts is conducted in a fair and equitable manner. ANDA also has in place procedures relating to personal securities transactions and insider trading and other market misconduct designed to reasonably detect and prevent actual conflicts of interests.

Some of the Offshore Funds and Managed Accounts that ANDA advises are subject to performance-based fee arrangements; others are not. Different fee arrangements may create an incentive for ANDA to favor higher fee-paying accounts over other accounts in the allocation in investment opportunities.

To mitigate these potential conflicts of interest, ANDA has adopted policies and procedures to ensure fair allocation of investment opportunities among multiple Offshore Funds and Managed Accounts. In allocating investment opportunities, among other things, ANDA will take into consideration the investment objectives and mandate of each Offshore Fund and Managed Account, the stock weighting with each Fund and Managed Account, the size of each Fund and Managed Account, the sector weighting and excess cash available.

### **Other Potential Conflicts of Interest**

The following is a list of some other potential conflicts of interest that can arise in the course of normal investment management and advisory activities of ANDA:

**Personal Trading:** All employees of ANDA are required to follow ANDA's Staff Dealing Policy, which requires employees to obtain pre-clearance from our Compliance Officer on personal trades and regularly declare their personal investment details to the compliance department. ANDA staff may not buy or sell a security in which ANDA has a pending "buy" or "sell" order for the Offshore Funds and Managed Accounts or buy or sell a security for a period of three days before or after the Offshore Funds and Managed Accounts have traded that security or after a recommendation on that security is made or proposed by ANDA.

**Related Party Transactions:** ANDA and its directors, employees, affiliates and its service providers may contract or enter into financial, banking or other transactions with one another or with any client of an Offshore Fund or Managed Account advised by ANDA. There is a risk that such transactions may not be at arm's length, causing a conflict of interest to arise. To mitigate this conflict, ANDA has policies in place that require all such transactions to be at arm's length and are subject to prior approval from the Compliance Officer.

**Co-investment in Offshore Funds Advised by ANDA and its Affiliates:** If in the future ANDA or its affiliates advise Offshore Funds, ANDA's directors/officers may also be allowed to invest in the Offshore Funds advised by ANDA and its affiliates and hold, dispose or otherwise deal with

them with the same rights as other investors. This may create a conflict of interest. To mitigate this conflict, no preferential treatment is granted in the subscription process to these related parties.



## **ITEM 12 – BROKERAGE PRACTICES**

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ANDA recommends brokers but has no discretionary authority to appoint brokers on behalf of its clients. Once brokers are selected, allocation of transactions to brokers is at ANDA's discretion unless the client instructs otherwise, and such allocation is largely based on ANDA's Quarterly Brokerage Review and other factors as described below. ANDA allocates portfolio transactions to brokers while seeking best execution with respect to the Managed Accounts' portfolio transactions. The best net results giving effect to transaction costs (including brokerage commissions and spreads which may not be the lowest available but which ordinarily will not be higher than the generally prevailing rate) is normally an important factor in this decision, but a number of other factors are considered, including the different execution capabilities of various broker-dealers with respect to different types of securities and transactions. Other factors include the following:

- pricing of the trades (*e.g.*, transaction costs, including commission rates);
- investment-related services such as: 1) quality of research and other information provided by broker, introduction to potential investee companies, providing access to investment opportunities and initial public offerings, and placements and access to primary markets; and 2) service standard (*e.g.*, technological capabilities, back office and reporting capabilities, and accommodation of client's needs);
- execution quality (*e.g.*, timing of trades, price and speed, and certainty of execution); and
- security (*e.g.*, the broker's ability to provide confidentiality and the quality of systems used by broker).

In order to obtain better value from brokers and provide clients with more transparency on allocation of trading commissions, ANDA instituted a Quarterly Broker Review. Internal polling of research, traders and operations staff is analyzed and votes are linked with commission dollars. ANDA's tier brokerage rankings place greater emphasis on research, sales and execution but also take into account other services as well as back office and operation functions. Feedback is provided to brokers on how the firm wants to be serviced, what the brokers are good at and areas which require improvement.

ANDA has a three tier-ranking format and uses the scoring information from these evaluations as a guide in determining to which broker it allocates securities orders. However, in limited circumstances and subject to periodic review by the compliance team, brokers that have not been categorized using the scoring system may receive orders if they provide research in relation to a specific investment or access to an investment opportunity. Total commissions paid are calculated monthly and monitored by the compliance team on a quarterly basis.

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

The brokerage allocation policy permits ANDA to cause a Managed Account or an Offshore Fund to pay commission rates in excess of those of another broker would have charged for effecting the same transaction if ANDA believes in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided. The determination may be made in terms of either a particular transaction or the overall responsibilities of ANDA with respect to the Managed Accounts and Offshore Funds over which it exercises investment discretion. Research services provided by brokers are supplemental to ANDA's own research efforts and, when utilized, are scrutinized thoroughly by its in-house analysts before being incorporated into the investment

process. Research so received will be shared in the management of the Managed accounts and Offshore Funds but may not benefit all clients paying such commissions equally.

To the extent that ANDA has relationships with brokerage firms that provide it with soft dollar benefits, such relationships may influence ANDA's judgement in allocating brokerage business and create a conflict of interest in recommending brokers to execute securities transactions, because ANDA receives a benefit from not having to produce or pay for research products or services.

ANDA's practices with regard to soft dollar benefits are intended to comply with regulations of Korea. These practices and regulations are generally consistent with Section 28(e) of the U.S. Securities Exchange Act of 1934. Under Section 28(e), use of a client's commission dollars to acquire research products and services is not a breach of fiduciary duty to the client—even if the brokerage commissions paid are higher than the lowest available—as long as ANDA determines that the commissions are reasonable compensation to both the brokerage services and the research required.

ANDA has never received any soft dollar benefits nor has it ever put in place any soft dollar or commission sharing arrangements.

### **Specified Brokerage**

Where an Offshore Fund client or a Managed Account client has directed ANDA to use a specified broker/dealer, ANDA may not always be able to comply with the best execution standard for clients. In addition, occasionally clients may not be able to participate in some investment opportunities which are available to other Offshore Funds and Managed Account clients managed by ANDA.

### **Trade Errors**

Trade errors may occasionally occur with respect to trades executed on behalf of a client. Trade errors can result from a variety of situations, including, for example, when the wrong security is purchased or sold, the correct security is purchased or sold but for the wrong account, or the wrong quantity is purchased or sold. Trade errors frequently result in losses but may occasionally result in gains. ANDA and its affiliates will endeavor to detect trade errors prior to settlement and correct and/or mitigate them in an expeditious manner. To the extent an error is caused by a third party, such as a broker-dealer, ANDA will try its best to recover any losses associated with such an error from that third party. ANDA will determine whether any trade error has resulted from the gross negligence, willful misconduct or bad faith of ANDA or an affiliate, and, unless it finds that to be the case, any losses will be borne by (and any gains will benefit) the affected client. If a trade error occurs, ANDA and its affiliates will make a good faith determination regarding the cause of the error. However, in making such a determination, ANDA and its affiliates will have a conflict of interest.

## **ITEM 13 – REVIEW OF ACCOUNTS**

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### **A. Periodic Review of Client Accounts**

All Offshore Funds and Managed Accounts advised by ANDA are monitored on an ongoing basis by senior management and the Head of Legal & Compliance. The Head of Risk Management, the Head of Portfolio Management, the Head of Legal & Compliance and the Head of Operations review all Offshore Funds and Managed Accounts in detail with the relevant members of the investment team on at least a quarterly basis and more often if senior management considers it necessary. Reviews will focus on analysis of the performance, portfolio valuation metrics, liquidity, concentration as well as qualitative factors such as sector and industry allocation and investment themes.

### **B. Accounts Reviewed on Other Than a Periodic Basis**

Reviews will also be carried out during periods of portfolio underperformance, increased economic uncertainty or heightened market volatility as well as when major changes in market conditions or rebalancing needs arise driven by major subscriptions or redemptions.

### **C. Regular Reports**

Investors receive periodic communications, including but not limited to account statements, monthly or quarterly manager reports, and annual audited financial statements (if applicable).

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

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During the last fiscal year, neither ANDA nor any related person directly or indirectly compensated any person who is not a supervised person of ANDA for client referrals.

## **ITEM 15 – CUSTODY**

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Each Offshore Fund has its own fund administrator and /or prime brokers who are independent of ANDA. Investors in the Offshore Funds will receive monthly statements from the Funds' respective administrators directly, reflecting the current value of the investor's account and any transactions that have occurred during this period. Offshore Fund investors will also receive a copy of the audited financial statements on an annual basis. Offshore Fund investors should carefully review the statements they receive.

Managed Account clients receive monthly statements directly from the qualified custodians and also from ANDA. Managed Account clients should review and compare the information contained in these statements.

## **ITEM 16 – INVESTMENT DISCRETION**

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For those clients for which ANDA manages assets on a discretionary basis, ANDA usually receives discretionary authority at the outset of the investment management/advisory relationship. The discretionary authority is granted through the relevant investment management agreement, investment advisory or similar agreement. In all cases, all such discretion is to be exercised in a manner consistent with the stated investment objective, guidelines and restrictions as set out in each investment advisory/investment management agreement with each account.

## ITEM 17 – VOTING CLIENT SECURITIES

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ANDA does not vote proxies on behalf of clients. ANDA is a registered and regulated entity in Korea under the Act on Capital Market and Financial Investment Business, and Article 98 of the Act on Capital Market and Financial Investment Business prohibits ANDA from voting proxies in general. Therefore, it is each client's responsibility to vote proxies for securities held in Managed Accounts. ANDA, however, may make recommendations to clients voting a proxy, so that the proxy will be exercised in the best interest of the respective client. Clients can contact ANDA with questions on a particular proxy solicitation by request at [compliance@andainvest.com](mailto:compliance@andainvest.com). ANDA will take reasonable measures under the circumstances to:

- facilitate with custodians so that the proxies will be appropriately presented to clients in sufficient time; and
- obtain knowledge of meetings and other events giving rise to the solicitations of proxies.

When ANDA becomes aware that any possible conflict of interest exists between itself and its clients in the voting of a proxy, ANDA will attempt to resolve such conflicts to the advantage of its clients. ANDA is responsible for identifying any potential conflicts of interest that may arise in the proxy voting process. Examples of conflicts may include situations where ANDA or its affiliates have a material business relationship with a proponent of a proxy proposal, or has business or personal relationship with participants in a proxy contest, directors of the issuer, which may influence how the vote will be cast. ANDA will refer any such conflicts to its board of directors, which will generally attempt to resolve such conflicts to the advantage of its clients.

## **ITEM 18 – FINANCIAL INFORMATION**

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ANDA does not require prepayment of any fees except for its Korean clients. ANDA has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to meet contractual commitments to clients.