



**SAIL Advisors Limited**

**57th Floor, Cheung Kong Center, 2 Queen's Road Central  
Hong Kong**

**CRD Number: 153840**

**March 2015**

This Brochure provides information about the qualifications and business practices of SAIL Advisors Limited ("**SAIL**"). If you have any questions about the contents of this Brochure, please contact us at +852-2525-1211 or email [yanyan.li@sailfunds.com](mailto:yanyan.li@sailfunds.com). You may also visit our website at [www.sailfunds.com](http://www.sailfunds.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.

SAIL is a registered investment adviser. Registration of an Investment Adviser does not imply that SAIL or any of its principals or employees possess a particular level of skill or training in the investment advisory business or any other business. The oral and written communications of an Investment Adviser provide you with information about which you determine to hire or retain an Investment Adviser.

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

**Item 2 - Material changes**

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On July 28, 2010, the SEC published "**Amendments to Form ADV**" which amended the disclosure document that SAIL provides to clients as required by SEC Rules. This section discusses only the *specific material changes* that are made to the Brochure since the last annual update of our Brochure in March 2013.

We will further provide you with a new Brochure and other ongoing disclosure information about material changes, as necessary, at any time without charge.

Currently, our Brochure may be requested by contacting Yan-Yan Li, SAIL's Chief Compliance Officer ("**CCO**"), at +852 2525 1211 or [yanyan.li@sailfunds.com](mailto:yanyan.li@sailfunds.com).

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

**Material Changes**

There is no material change since the last annual update in March 2013.

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#### Item 4 - Advisory Business

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SAIL Advisors Limited ("**SAIL**", the "**Firm**" or "**we**"), is a company incorporated with limited liability in Hong Kong. SAIL is wholly owned by SAIL Advisors Group, which is a subsidiary of Search Investment Group ("**Search**").

Search was established as the private investment firm of Mr. Robert W. Miller and his family in the early 1970s. In 2003, SAIL was established to assume the investment management responsibilities of Search and to accommodate the investments of qualified third party investors in SAIL's funds of hedge funds ("**FoHFs**").

The Firm is now one of Asia's leading FoHFs managers and offers global and Asian FoHFs to investors worldwide. The Firm has total assets under management ("**AUM**") of approximately USD 2.2 billion as at December 31, 2014.

SAIL is licensed with the Hong Kong Securities and Futures Commission ("**SFC**") under Type 4 (advising on securities) and Type 9 (asset management) to conduct business with professional investors only. The Firm is also an SEC registered investment adviser since June 21, 2010.

SAIL serves only qualified institutional and professional investors and delivers global and Asian market insights, experience and networking expertise in the management of FoHFs. We provide discretionary investment advisory services and management services to the following Funds:

- SAIL Flagship Fund ("**SAIL Flagship Fund**")
- SAIL Flagship Yen Feeder Fund ("**SAIL Flagship Yen Feeder Fund**")
- SAIL Multi-Strategies Fund-Topaz ("**SAIL Topaz Fund**")
- SAIL Multi-Strategy Fund SPC Ltd. – SAIL Asia Pacific Managers Segregated Portfolio Fund ("**SAIL Asia Pacific Managers Fund**")
- SAIL Multi-Strategy Fund SPC Ltd – SAIL Emerging Managers Segregated Portfolio Fund ("**SAIL Emerging Managers Fund**")
- SAIL Asia Equity Alpha Fund ("**SAIL Asia Equity Alpha Fund**")

SAIL offers the above funds to qualified third party investors (each a "**Fund**" or "**Client**").

The Funds were formed to pool investment funds of its investors for the purpose of investing its assets with a number of investment managers selected by SAIL. The Funds operate as pooled investment vehicles intended to provide diversification, management expertise and other advantages to clients. The Firm's objective is to provide consistent and steady returns with low volatility. We employ a disciplined and rigorous approach to risk management and its combination of top-down and bottom-up approaches to portfolio construction and risk management, respectively, has been rewarded with steady returns during different market cycles. SAIL's

employees come from different disciplines and possess substantial and relevant industry experience in alternative investments globally.

Each Fund is managed only in accordance with its own characteristics and is not tailored to any particular private fund investor. Since we do not provide individualized advice to investors, investors should consider whether a particular Fund meets their investment objectives and risk tolerance prior to investing. Information about each Fund can be found in its offering documents, including its confidential private placement memorandum (the “PPM”).

The investors in the Funds are expected to include qualified non-U.S. investors, U.S. tax-exempt investors and qualified U.S. investors. Investors in the Funds must be qualified investors and must meet other suitability requirements described below and in the relevant Subscription Agreement.

In general, the minimum initial investment is \$1,000,000 although we may waive this minimum at our discretion.

SAIL and its employees are not required to advise or manage the Funds as its sole and exclusive function. We may engage in other business activities and are only required to devote such time to managing the Funds as deemed necessary to accomplish the purposes of the Funds. For example, SAIL may act as the advisor or investment manager to other clients (including other funds) now or in the future.

## **Item 5 - Fees and Compensation**

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The Funds are generally charged a fee consisting of: (1) an annual “management fee”; and (2) an annual “performance allocation” (as described in Item 6).

SAIL’s current schedule of management fee is, generally, as follows:

SAIL Flagship Fund:

Management Fee: 1.5% annually

SAIL Flagship Yen Feeder Fund:

Management Fee: 1.5% annually

SAIL Topaz Fund:

Management Fee: 1.5% annually

SAIL Emerging Managers Fund

Management Fee: 1.5% annually

SAIL Asia Pacific Managers Fund:

Management Fee: 1.5% annually

SAIL Asia Equity Alpha Fund:

Management Fee: 1.5% annually

Fees for each Fund are described in its PPM. Unless otherwise indicated in the PPM or other governing documents, the management fees are paid monthly in arrears after the last day of each month and management fees are based on the net assets of the particular Fund as of the last day of each month. We may waive or reduce the management fee or performance allocation with respect to Investors who are SAIL employees, family members, or certain large or strategic investors.

**Fees to Portfolio Managers of Underlying Funds**

The Funds will likely be subject to fees charged by the underlying portfolio funds and managers. These fees will likely include a fixed management fee, which will generally range from 1% - 2% on an annual basis, and in most cases a performance incentive arrangement, which will generally be around 20% of the capital appreciation in the underlying portfolio fund's investment for the year.

**Item 6 – Profit Share Distribution**

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The Funds are generally charged an annual “performance allocation” which is calculated based upon a percentage of the net capital appreciation of the Funds at the end of each fiscal year.

SAIL’s current schedule of profit share distribution is, generally, as follows:

SAIL Flagship Fund:

Profit Share Distribution: 5% annually, as described below

SAIL Flagship Yen Feeder Fund:

Profit Share Distribution: 5% annually, as described below

SAIL Topaz Fund:

Profit Share Distribution: 10% annually, as described below

SAIL Emerging Managers Fund

Profit Share Distribution: 10% annually, as described below

SAIL Asia Pacific Managers Fund:

Profit Share Distribution: 10% annually, as described below

SAIL Asia Equity Alpha Fund:

Profit Share Distribution: 10% annually, as described below

Fees may be negotiable, and some investors may pay less than other investors for the same management services. With respect to profit share distribution, any loss in an

account is carried forward so that no profit share distribution is charged to a Fund unless the losses have been recouped, subject to certain adjustments (i.e. high water mark).

## **Item 7 - Types of Clients**

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### Funds

SAIL manages the assets of each of the following funds:

<b>Fund</b>	<b>Type of fund</b>
SAIL Flagship Fund	Cayman Islands unit trust
SAIL Flagship Yen Feeder Fund	Cayman Islands unit trust
SAIL Topaz Fund	Luxembourg incorporated company with variable capital (SICAV)
SAIL Asia Pacific Managers Fund	BVI segregated portfolio company
SAIL Emerging Managers Fund	BVI segregated portfolio company
SAIL Asia Equity Alpha Fund	Cayman segregated portfolio company

Each fund has minimum subscription and minimum subsequent subscription amount requirements in accordance with the respective PPM. In general, the required minimum investment in the Funds is US\$1,000,000 or any lesser amount at the discretion of the investment manager, provided always that the minimum initial investment amount shall not be, at any time, less than the applicable local regulatory requirements. The investment manager also has the right to accept additional investments of lesser than required amounts. Investors may redeem their investments in the Funds in accordance with the terms stipulated in the respective PPM.

### **Types of Investments**

The Funds invest its assets in portfolio of investment vehicles typically referred to as hedge funds managed by a number of investment managers selected by SAIL. Hedge funds for the purpose of the Funds' investments are private, non-registered collective investment pools that include limited partnerships, limited liability companies, investment trusts and separate accounts.

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

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SAIL offers discretionary investment advisory services and management services to SAIL Flagship Fund, SAIL Flagship Yen Feeder Fund, SAIL Topaz Fund, SAIL Asia Pacific Managers Fund, SAIL Emerging Managers Fund and SAIL Asia Equity Alpha Fund. Below are the investment objectives and strategies of each fund.

The SAIL **Flagship** Fund will seek to capture risk-adjusted capital appreciation over an economic cycle with low volatility and low correlation with traditional equity and fixed-income markets. Flagship will aim to construct a diversified portfolio across a number of investment strategies such as long/short equities, event driven arbitrage, convertible bond arbitrage, distressed, statistical arbitrage, opportunistic/macro and other alternative investment strategies.

The SAIL **Flagship Yen Feeder** Fund provides investors with Yen denominated exposure to the SAIL Flagship Fund ("The Master Fund"). The Yen Feeder will invest substantially all of its assets in the Master Fund. It is anticipated that any assets of the Yen Feeder not invested in the Master Fund will be held in cash or money market instruments although the Yen Feeder may make direct investments should the investment manager consider this appropriate.

The SAIL **Topaz** Fund's investment focus is a moderate to conservative risk approach, meaning that Topaz will invest the majority of its assets in alternative investments that seek high returns while allowing for more variability in those returns. Topaz will seek capital appreciation and superior returns with lower levels of volatility by investing mainly in long/short equity strategies, in global asset allocation or tactical trading strategies, and to a lesser extent in relative value or arbitrage strategies.

The SAIL **Asia Pacific Managers** Fund's investment focus is opportunistic with a moderate to high risk profile, in which the majority of its assets will be invested in alternative investments that seek moderate to high returns while allowing for more variability in those returns. Assets of the Asia Pacific Managers will be invested mainly in long/short equity strategies, event-driven strategies, global asset allocation or tactical trading strategies and in relative value or arbitrage strategies, with an investment focus on the Asia Pacific region.

The SAIL **Emerging Managers** Fund will seek to achieve risk-adjusted returns across a wide range of different market environments by investing in a diversified group of private investment funds. Emerging Managers will be invested primarily in long/short equity strategies, event-driven strategies and in global asset allocation or tactical trading strategies, and to a lesser extent in relative value arbitrage strategies.

The **SAIL Asia Equity Alpha** Fund's investment focus is opportunistic with a moderate to high risk profile, in which the majority of its assets will be invested in alternative investment that seek moderate to high returns while allowing for more variability in those returns.

#### Portfolio Construction

SAIL's Fund of Hedge Funds portfolio construction methodology starts from a number of basic premises:

- Hedge fund investment management entails exposure to certain non-traditional and hedge fund-specific risks, which require specialized risk



management expertise to identify and mitigate on both the underlying manager level and on the portfolio level.

- Like traditional asset classes, hedge fund strategies move in and out of market favor due to changing economic factors, prevailing market conditions, and strategy-specific issues such as capital flows and capacity. When strategies are out of market favor, hedge fund performance will be constrained by market conditions affecting their specific strategies.
- Sourcing superior hedge funds is increasingly difficult in a marketplace of proliferating managers, short track records, high attrition, and lack of heavy regulation. To account for these issues, we employ a portfolio construction process that attempts to control losses, limit volatility and generate attractive absolute returns over the course of an investment cycle by:
  - Allocating to those strategies that we believe will most effectively achieve our funds' performance goals;
  - Populating the strategy allocations with quality hedge fund managers who show persistence of superior risk-adjusted performance over time (i.e., performance that our investment team ascertains to have been reasonable given the capacity constraints of the strategy and prevailing economic and market conditions, and which in general is alpha generating);
  - Focusing on managers who have demonstrated high personal and professional integrity, as well as the business acumen necessary to run an investment management business successfully; and
  - Applying sophisticated risk management processes and platforms to identify and mitigate the unique risks in hedge fund investing.
- Quantitative applications gauge whether preliminary allocations have a reasonable expectation of achieving portfolio risk / return targets:
  - Proprietary optimization incorporates mean-variance and maximum cumulative loss
  - Monte Carlo simulations help isolate non-traditional risks
  - Historical stress testing evaluates performance under crisis conditions.

#### Portfolio Manager Selection

The investment team screens a vast universe of managers in an effort to identify suitable candidates for investment. While we source new managers through quantitative and qualitative methods, our primary source of new managers is based

on our extensive industry contacts. Contacts in the hedge fund, banking, and brokerage industries are used to identify high quality managers and managers in the early stage of a new fund launch. As the number of hedge funds has proliferated, our analysts have found that this method is the best way to research good investment ideas, although they continue to utilize quantitative screening, particularly for strategies that are being researched for the first time. Our analysts also attend prime brokerage and capital introduction conferences on a regular basis in an attempt to generate and evaluate investment ideas, to learn about new funds, and to gain insight into market trends. To assure that we systematically track the managers identified through our quantitative and qualitative methods, a database of top candidates is also maintained. Each month a report is generated so that the analyst team can easily monitor the performance of these funds.

#### *Risk of Loss Factors*

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Although SAIL advises assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. The investor should be prepared to bear the risk of loss.

For instance, SAIL Funds represent a speculative investment and involves a high degree of risk. An investor could lose all or a substantial portion of his/her investment. Also, portfolio fund managers to which SAIL Funds allocate capital may employ leverage and other investment techniques that may increase the volatility of the SAIL Funds' performance and increase the SAIL Funds' risk of loss. The following risk factors do not purport to be a complete enumeration or explanation of the risks involved in an investment in the SAIL Funds. Details of the risk factors are stated under the respective Funds' PPM.

Investors should consider the risks before investing in the Funds. Investors must have the financial ability, sophistication/experience and willingness to bear the risks of an investment in the SAIL Funds. In making an investment decision, prospective investors must rely on their own examination of the SAIL Funds and terms of its offering, including the risks involved. Investors are urged to consult their professional advisers before deciding to invest.

#### *Fund of Funds Structure*

Any fund of funds is subject to risk of the illiquidity of the underlying Portfolio Funds in which it invests, lack of control over, or even satisfactory knowledge of, the trading of the Portfolio Managers, the possibility of misvaluations, entrusting custody of the fund of funds assets to third parties and dependence on the Portfolio Managers for all relevant net asset value and trading information. In addition, as a strategy, the opportunity costs of the multi-manager approach might not merit its expected risk control benefits, especially in an environment in which the returns on alternative strategies are generally expected to remain depressed for some period of time.

*Use of Leverage*

SAIL Funds and the underlying portfolio funds may borrow, trade on margin and may utilize various lines of credits, reverse repurchase contracts, and other forms of leverage. While leverage presents opportunities for increasing the Fund's or a portfolio fund's total return, it has the effect of potentially increasing losses as well.

*Modifications*

Subject to the terms of the PPMs and Articles governing the Funds and any applicable regulatory requirements, we may modify the investment objectives and strategies of the Funds.

**Item 9 - Disciplinary Information**

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The Firm has not been subject to any disciplinary action, whether criminal, civil or administrative (including regulatory) in any jurisdiction. Likewise, no persons involved in the management of the Firm have been subject to such action.

**Item 10 - Other Financial Industry Activities and Affiliations**

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SAIL Pacific Explorer Management Limited (Cayman) and SAIL Flagship Management Limited (BVI) and are related entities through common ownership and serve as Investment Managers to the SAIL Funds.

**Item 11 - Code of Ethics and Participation Personal Trading/Interest in Client Transactions**

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**Code of Ethics Pursuant to Rule 204A-1 of the Advisers Act and Personal Trading**

Pursuant to Rule 204A-1 of the Advisers Act, SAIL has adopted a Code of Business and an Employee Investment Policy that establishes various procedures with respect to investment transactions in accounts in which employees of SAIL or related persons have a beneficial interest or accounts over which an employee has investment discretion.

Our Code of Business was adopted to avoid possible conflicts of interest, avoid the inappropriate use of material, nonpublic information and ensure the propriety of its employees' and principals' trading activity.

The foundation of the Code of Business is based on the underlying principles that:

- Employees must at all times place the interests of the client first;

- Employees must make sure that all personal securities transactions are conducted consistent with the Code of Business; and
- Employees should not take inappropriate advantage of their position.

SAIL employees may invest for their own accounts or have a financial interest in the securities that the Firm recommends or acquires for the accounts of its clients, and may engage in transactions that are the same as or different than transactions recommended to or made for client accounts. Nevertheless, SAIL employees must adhere to the Employee Investment Policy for any personal investments. Employees must place the interests of the client and SAIL first at all times and avoid, and be seen to avoid, actual or potential conflict between personal interest and duty to clients and to SAIL.

Employees (and any beneficiary accounts) must obtain written authorization from the CCO prior to making a personal investment or engaging in private placement in other collective investment schemes. The spirit of the Code of Business is to discourage frequent trading in personal employee accounts. Employees may not engage in any outside business activities or invest in private companies before obtaining authorization from Compliance.

All SAIL employees must provide duplicate copies of brokerage statements to Compliance. These records are used to monitor compliance with the foregoing policies.

Our Code of Business and Employee Investment Policy is available to any investor or prospective investor upon request.

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

SAIL does not, as principle, buy securities for itself from or sell securities it owns to any client, or as broker or agent effect securities transactions for compensation for any client. SAIL serves as the investment adviser to the Funds.

Besides, employees, employees of SAIL's affiliates and trusts that benefit the employees or their immediate family members may make investments in the SAIL funds in a separate class designated for employees. In general, SAIL will not receive any compensation from such investments from employees.

## **Item 12 - Brokerage Practices**

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### **Best Execution**

The SEC has taken the view that an investment adviser at all times owes a fiduciary duty to its clients to obtain best execution of their transactions. In general, to meet its duty of "best execution" SAIL must execute transactions so that the total cost or proceeds of each transaction are the most favorable under the circumstances. When

a broker-dealer is used, SAIL may consider the full range of a broker's services, including among others: the value of research and/or brokerage services provided, execution capabilities, commission rates, financial responsibility, administrative resources, and responsiveness. In addition, in seeking best execution, SAIL may also use a variety of execution methods.

### **Soft Dollars**

In general, brokerage commissions are client assets and should be used, in accordance with fiduciary principles, for the benefit of clients. Research and brokerage services may be obtained either directly from full-service brokers (so-called "proprietary soft dollars") or from third parties. The 1934 Act establishes a safe harbor that allows an Adviser to use client funds to purchase "brokerage and research services" for their managed accounts under certain circumstances without breaching their fiduciary duties to clients. Fiduciary principles require an adviser to seek the best execution for client trades, and limit an adviser from using client assets for their own benefit. Use of client commissions to pay for research and brokerage services presents an adviser with significant conflicts of interest, and may give incentives to disregard best execution obligations when directing orders to obtain client commission services as well as to trade client securities inappropriately in order to earn credits for client commission services.

Currently we have no direct soft dollars arrangement due to the nature of its business. However, the SAIL funds may, from time to time, invest in underlying funds whose portfolio managers use soft dollar arrangements, even if such arrangements fall outside the safe harbor for fiduciaries' use of "soft dollar" payments established by Section 28(e) of the Securities Exchange Act of 1934, as amended, provided that the Directors of the SAIL Funds believe such investment to be consistent with the SAIL Fund's objectives and not opposed to the best interests of the SAIL Funds.

### **Item 13 - Review of Accounts**

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The SAIL portfolio management team uses a combination of optimization models, scenario analysis stress tests, and regression models to track the market risk of both the portfolio in its entirety as well as individual manager allocations. The underlying portfolio exposures are also reviewed to evaluate the appropriate risk level.

At the portfolio level, SAIL generally reviews the portfolio optimization process to determine if volatility levels increase by more than 20% from the expected standard deviation. Risk assignment to each strategy would depend on its historical risk behavior during different economic cycles. For example, the relative value strategy normally has a much lower risk budget than the equity long/short strategy. The optimization process allows us to diminish monthly volatility and drawdown risk at the portfolio level.

Subsequent to an investment in a fund, SAIL's research analysts target to have one to two face-to-face meetings per year, and monthly dialogue with the manager in order to fully understand the drivers for performance, and to ensure awareness of any issues that worth attention.

On-going monitoring of managers covers both investment and operations soundness to detect early signs of potential problems such as "inaccurate" return estimates, breaches of investment mandate, and delayed financial statements.

Performance of individual funds is reviewed weekly to understand the main drivers of their profit and loss. The weekly performance review will highlight exceptional performance with peers. If in doubt, SAIL's research analysts will approach the managers for explanations and details.

Both the investment team and operation due diligence team are responsible for monitoring the qualitative aspects of the managers, such as staff changes, organizational changes, style shifts, AUM changes, back-office changes, performance, and any other specific events, etc. Each manager that SAIL invests in is assigned one to two analysts from the investment team as well as an operational due diligence team member.

Generally, a fund's fitness and strategy focus is typically reassessed if its performance disappoints by more than one standard deviation from its historical norm. After such an event, the investment team conducts an interview with the portfolio manager as well as an internal analysis of the cause of the drawdown and compares its results to a relevant peer group. If after two months, or if the drawdown exceeds two standard deviations and the situation is not rectified, SAIL will revisit the strategy / manager and discuss the situation with the manager.

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**Item 14 - Client Referrals and Other Compensation**

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We may, from time to time, engage the services of third-party placement agent firms. When dealing with potential clients in the U.S., such groups will provide prospective clients with a current copy of SAIL's ADV Part 2A and the solicitor's written disclosure statement, if relevant. Any marketing fee or commission in connection with any investor referral activities, including ongoing payments, will generally be paid from the management fees payable to the investment manager.

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**Item 15 - Custody**

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The amended and revised Rule 206(4)-2 of the Advisers Act sets forth extensive requirements regarding possession or custody of client funds or securities. The Rule requires advisers that have custody of client securities or funds to implement a set of controls designed to protect those client assets from being lost, misused, misappropriated or subject to the advisers' financial reverses. Advisers with custody

of client funds and securities must maintain them with “Qualified Custodians.” “Qualified Custodians” under the amended rule include banks and savings associations and registered broker-dealers.

SAIL does not maintain direct custody or possession of any of its client’s funds or securities. SAIL has appointed the following third parties as the Qualified Custodians for the respective Funds:

<b>Fund</b>	<b>Custodian</b>
SAIL Flagship Fund	HSBC Institutional Trust Services (Asia) Limited
SAIL Flagship Yen Feeder Fund	HSBC Institutional Trust Services (Asia) Limited
SAIL Topaz Fund	HSBC Securities Services (Luxembourg) S.A.
SAIL Asia Pacific Managers Fund	HSBC Institutional Trust Services (Asia) Limited
SAIL Emerging Managers Fund	HSBC Institutional Trust Services (Asia) Limited
SAIL Asia Equity Alpha Fund	HSBC Institutional Trust Services (Asia) Limited

The custodians will provide, among other things, clearing, custodial and record keeping services. We shall use best efforts to ensure that the Funds’ audited financials are delivered to all investors within 180 days of the fiscal year end.

#### **Item 16 - Investment Discretion**

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SAIL has discretionary authority to manage accounts on behalf of all its funds.

The investment guidelines governing the Firm’s management of the Funds are specified under the Funds’ PPM, where investment limits are intended to minimize investment risk and maximize return. The investment limits mainly cover concentration limits on underlying funds, concentration limits on illiquid investments and leverage positions.

With the segregated accounts, clients may request from time to time that the Firm must not invest in specific securities or sectors, for example in those cases where the client may already have such an exposure via other investments or accounts managed elsewhere. SAIL is able to customize its approach to each individual client.

Prior to accepting an appointment to act as a discretionary manager for a client, the Firm conducts a full “know your customer” assessment. This is performed so that the Firm understands each client’s investment objectives and risk profile and is then able to manage the portfolio in a suitable manner.

**Item 17 - Voting Client Securities**

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We are required to vote on a corporate action regarding a Portfolio Manager or Portfolio Fund. SAIL will ensure that proxies or corporate action matters regarding the Portfolio Managers or Portfolio Funds are voted in the best interest of the Funds.

We do not anticipate owning on behalf of any investor or fund any equity securities granting it, or its clients, the right to vote proxies. However, in the unlikely event that SAIL is required to vote a proxy for certain investments or if SAIL is required to vote on a corporate action regarding a Portfolio Manager or Portfolio Fund, SAIL will ensure that proxies or corporate action matters regarding the Portfolio Managers or Portfolio Funds are voted in the best interest of the Funds.

Upon request, we will provide an investor with information on how the proxies/corporate actions were voted.

**Item 18 - Financial Information**

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This item is not applicable.