

## Item 1 – Cover Page

ADV Part 2A: FIRM BROCHURE

### **SWISS-ASIA ASSET MANAGEMENT (HK) LIMITED**

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This brochure provides information about the qualifications and business practices of Swiss Asia Asset Management (HK) Limited (“SAAM”). If you have any questions about the contents of this brochure, please contact SAAM at (852) 2776 2211 or [compliance@swissasia-group.com](mailto:compliance@swissasia-group.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 SAAM also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Item 4 – Advisory Business

- A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).**

### **Firm Description**

Swiss-Asia Asset Management (HK) Ltd holds a License under the Securities and Futures Ordinance from the Securities and Future Commission in Hong Kong to carry out regulated activities in Fund Management (Type 9) and Advisory (Type 4) since 3 June 2010.

### **Principal Owner/Ownership Structure**



- B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments**

The firm primarily:

1. gives investment advice to professional clients relating to the sale/purchase of securities;
2. manages a portfolio of securities or futures contracts for clients on a discretionary basis;
3. manages funds on a discretionary basis; and
4. sub-manages funds on a discretionary basis.

- C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities**

SAAM's advisory services are performed in accordance with the terms of each investment management agreement ("IMA"). Each portfolio manager may impose investment restrictions or guidelines for its portfolio as it deems appropriate to achieve its particular investment objective. When SAAM provides services to pooled vehicles and separately managed accounts, SAAM manages those assets pursuant to investment guidelines defined in the relevant private placement memorandum ("PPM").

Client accounts that are subject to certain limitations may perform differently and potentially less successfully other accounts with similar strategies managed by SAAM that do not have these limitations.

SAAM does not manage any omnibus account.

- D. *If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.***

SAAM does not participate in any wrap fee program.

- E. *If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date "as of" which you calculated the amounts.***

As of 30 September 2018, SAAM managed approximately USD 209,544,561.00 on a discretionary basis for its clients.

Please note that SAAM only manages assets on a discretionary basis.

## Item 5 – Fees and Compensation

- A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.**

SAAM charges fees comprised of two components: one based on a percentage of assets under management (the “Management Fee”) and the other based on performance or capital appreciation (the “Performance Fee”).

***Private wealth management accounts:***

SAAM does not have a basic fee schedule and SAAM and its clients negotiate all fees concurrent with or prior to entering into an IMA and each client’s IMA identifies all applicable fees. Generally, SAAM is paid in arrears. SAAM sends an invoice identifying the fees to each client and, if applicable, to each client’s custodian in accordance with the client’s IMA. Specific fee arrangements, including the amount, timing, and basis of calculation is determined through negotiations with the client and documented in the IMA.

***Fund :***

Fees are fixed as stated in the private placement memorandum (“PPM”). Management Fees generally accrue on a monthly or quarterly basis, depending on the funds’ PPMs .

***Sub-management fee pertaining to Separately Managed Account:***

The specific manner in which fees are charged is described SAAM's sub-advisory agreement with the respective investment manager.

- B. Describe whether you deduct fees from clients’ assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.**

SAAM deducts fees from clients’ assets after issuance of an invoice and with approval from the client/Fund. Fees may be paid in advance or arrears, monthly or quarterly depending on the client/Fund. This is reflected in the IMA or PPM.

Upon termination of SAAM’s investment advisory services with respect to a client account, any earned, unpaid fees will be immediately due and payable by the applicable client. The client may also be subject to transaction-related costs associated with the unwinding of any transactions initiated prior to the said termination.

- C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.**

***Fund***

Clients in the Funds will incur other fees and expenses associated with their investments in such Funds. Fund expenses are described in the respective Fund's PPM. These expenses, in addition to brokerage and other transaction-related costs, will generally include the fees and expenses of other service providers to the Fund, such as prime brokers, custodians, transfer agents, administrators, valuation agents, auditors and counsel.

***Private wealth management account***

Any other fees outside the ambits of Management and/or Performance fees are levied by the custodians and clients will execute a separate agreement with their respective custodians.

- D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.**

Not applicable.

- E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.**

Not applicable.

## Item 6 – Performance-Based Fees and Side-by-Side Management

**If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a client that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.**

SAAM may receive a performance-based fee from its clients separate and distinct from the Management Fee that such clients pay SAAM for its investment management services.

Different clients' accounts may be subject to different performance-based arrangements and this is wholly dependent on the agreement with the individual client (including the Fund).

It is acknowledged that performance-based fee arrangement may create an incentive for SAAM to recommend investments that may be riskier or more speculative than those that would be recommended under a different fee arrangement.

In mitigation of such risks, SAAM has procedures designed and implemented to ensure that all clients are treated fairly and equally and to prevent this conflict from influencing the allocation of investment opportunities among clients. For example, where the allocation of investment opportunities among clients arises in relation to a portfolio manager who simultaneously manages two similar portfolios, then allocation made pro-rate based on the value of the assets under management of the various accounts.

## Item 7 – Types of Clients

**Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.**

The types of clients to whom SAAM generally provides investment advice are private pooled investment funds, ~~charitable organizations~~ individuals, trusts, privately held investment companies and separately managed accounts. Clients in the Funds may include, but are not limited to, individuals, private pension plans, charitable foundations, endowments, trusts, funds of funds and other institutional clients.

SAAM shall only accept clients who meet the criteria of a professional client as defined in the Securities and Futures Ordinance read with Securities and Futures (Professional Client) Rules in Hong Kong. In this case, “professional client” means:

- (a) an individual, either alone or with his/her spouse or children and/or jointly with a corporation wholly owned by such individuals, having a portfolio of investments of at least HK\$8 million or its equivalent in any foreign currency;
- (b) a trust corporation entrusted under the trust(s) of which it acts as a trustee with total assets of not less than HK\$40 million or its equivalent in any foreign currency;
- (c) a corporation or a partnership having a portfolio of not less than HK\$8 million or its equivalent in any foreign currency; or
- (d) a corporation or a partnership having total assets of not less than HK\$40 million or its equivalent in any foreign currency.



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

**A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.**

SAAM as a whole employs a variety of tools in providing investment advice to its clients (including the Funds), including, but not limited to, proprietary techniques used to research and evaluate securities based on historical and forecasted financial information, as well as fundamental investment analysis. In conducting investment analysis, the respective portfolio managers may use:-

- (i) financial publications, industry and trade journals;
- (ii) inspections of corporate activities;
- (iii) proprietary and third-party research materials;
- (iv) corporate rating services;
- (v) newspapers, magazines, websites, trade journals;
- (vi) charts, statistical material and analysis;
- (vii) press releases and/or presentations;
- (viii) contact or meetings with management of various companies, analysts and consultants;
- (ix) personal assessment of the financial consequences of world events derived from general information; and
- (x) such other material that could be appropriate under the particular circumstances.

In addition, save for any exemptions available pursuant to the Code of Conduct issued by the Securities and Futures Commission in Hong Kong, portfolio managers are obliged to assess the suitability of the investment product that they are recommending to their respective clients.

Any client undertaking any form of investment must be aware that:-

- (i) no assurance, representation or guarantee has been given to the client by SAAM or any other person, that the such management of the assets will generate profits or that past results are necessarily indicative of future performance;
- (ii) all risks relating to transactions effected by the portfolio manager for and on behalf of the client pursuant to an executed IMA shall be borne by the client and all gains or losses accruing on the portfolio shall belong to or be borne by the client;
- (iii) investment entails a high degree of risk and is suitable only for clients who fully understand and are capable of bearing the risks of such investment. The client should

carefully consider the merits and risks of establishing and investing in accordance with the "Investment Objectives" as described in the IMA or PPM; and

- (iv) there can be no assurance that the client's portfolio will be able to achieve its Investment Objective or that clients will receive a return of their capital. Accordingly, an investment should be made only by those persons who can sustain a loss for their entire investment.

- B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.**

***Methods of Analysis and Investment Strategies***

**Fundamental analysis**

Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding a company's product line, the experience, and expertise of that company's management, and the outlook for that company's industry. The resulting data is used to measure the true value of that company's stock compared to its current market value. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in a favourable performance.

**Technical analysis**

Technical analysis involves using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them. Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may be less accurate than other methods of analysis when fundamental factors are the dominant cause of price moves within a given market.

**Cyclical analysis**

Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic or business cycles may not always be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and, consequently, the changing value of securities that would be affected by these changing trends.

## Charting analysis

Charting analysis involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which are used to predict future price movements based on price patterns and trends. Charts may not accurately predict future price movements. Current prices of securities may not reflect all information about the security. Furthermore, day-to-day changes in market prices of securities may follow random patterns and may not, therefore, be predictable with any reliable degree of accuracy.

**C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.**

**(a) Equities**

Equities invested in by the portfolio manager may involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. The price of a security may move up or down in an unpredictable manner, and may become valueless. It is likely that losses will be incurred rather than profit made as a result of buying and selling securities. Privately placed securities and other illiquid securities held for the Account may be difficult to sell, be saleable only at a substantial discount or upon registration with a regulator, and present valuation difficulties.

**(b) Derivatives generally**

Investments may include derivatives such as warrants, options and futures for the purpose of efficient portfolio management. Substantial risks are also involved in borrowing and lending against derivatives. The risk of investing in warrants and options depends on the terms attached to them and on the volatility of the stock markets on which they are traded. As the viability of exercising warrants and/or options depends on the market prices of the securities to which they relate, it may be the case that the portfolio manager from time to time considers it not viable to exercise certain warrants and/or options held by client within the prescribed period and recommends as such, in which case any costs incurred in obtaining the warrants or options will not be recoverable.

Derivatives prices can be volatile, market movements are difficult to predict and financing sources and related interest rates are subject to rapid change. One or more markets may move against the derivatives positions held for the portfolio, thereby causing substantial losses. Many of these instruments are not traded on exchanges but rather through an informal network of banks and dealers who have no obligation to make markets in them and can apply essentially discretionary margin and credit requirements (and thus in effect force the portfolio manager to close out positions for the portfolio). In addition, some derivatives carry the additional risk of failure to perform by the counterparty to the transaction. Many unforeseeable events, such as a change of government policies, can have profound effects on interest and exchange rates, which in turn can have large and sudden effects on prices of derivative instruments.

**(c) Trading Futures and Options**

Trading futures contracts or options on behalf of the portfolio may involve substantial risks. Market conditions may make it impossible to execute such orders. In some circumstances, losses may be in excess of the initial margin. Placing contingent orders, such as "stop-loss" or "stop-limit" orders, will not necessarily avoid loss, as market conditions may make it impossible to execute such orders.

The purchaser of options may offset or exercise the options or allow the options to expire. The exercise of an option results either in a cash settlement or in the purchaser acquiring or delivering the underlying interest. If the option is on a futures contract, the purchaser will acquire a futures position with associated liabilities for margin. If the purchased option expires worthless, the client will suffer a total loss of the investment which will consist of the option premium plus transaction costs. The possibility that deep-out-of-the-money options become profitable is ordinarily remote.

The client may be called upon at short notice to deposit additional margin funds. If the required funds are not provided within the prescribed time, the client's position may be liquidated. The client will remain liable for any resulting deficit in its account. Strategies using combinations of positions, such as "spread" or "straddle" positions may be as risky as taking simple "long" or "short" positions.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest.

Market conditions (e.g. illiquidity) and/or the operation of the rules of certain markets (e.g. the suspension of trading in any contract or contract month because of price limits or "circuit breakers") may increase the risk of loss by making it difficult or impossible to effect transactions or liquidate/offset positions. Where options have been sold, this may increase the risk of loss.

Further, normal pricing relationships between the underlying interest and the futures, and the underlying interest and the option, may not exist. This can occur when, for example, the futures contract underlying the option is subject to price limits while the option is not. The absence of an underlying reference price may make it difficult to judge "fair value".

The client is advised to study and understand futures contracts and options before trading and carefully consider whether such trading is suitable in the light of its own financial position and investment objectives. The client should inform itself of exercise and expiration procedures for options and its rights and obligations upon exercise or expiry.

**(d) Leveraged Foreign Exchange**

The risk of loss in leveraged foreign exchange trading can be substantial. The client may sustain losses in excess of its initial margin funds. Placing contingent orders, such as "stop-loss" or "stop-limit" orders, will not necessarily limit losses to the intended amounts. Market conditions may make it impossible to execute such orders. Market conditions may make it impossible to execute such orders. The client may be called upon at short notice to deposit additional margin funds. If the required funds are not provided within the prescribed time, the client's position may be liquidated. The client will remain liable for any resulting deficit in its account. The client is advised to study and understand leveraged foreign exchange trading before trading and carefully consider whether such trading is suitable in the light of its own financial position and investment objectives.

**(e) Forward contracts**

The portfolio manager (acting as agent on behalf of the client) may enter into forward contracts and options thereon, which, unlike futures contracts, are not traded on exchanges and are not standardised. Rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The counterparties who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market traded by the portfolio manager due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward (and futures) trading to less than that which the Manager would otherwise recommend, to the possible detriment of the Account. Market illiquidity or disruption could result in major losses to the portfolio.

**(f) Options**

The portfolio manager may buy and sell options for the Portfolio, and there are various risks inherent in such trading. For example, the seller (writer) of a covered call option (e.g. the writer has a long position in the underlying security) assumes the risk of a decline in the market price of the underlying security to a level below the purchase price of the security, less the premium received on the call option. The writer of a covered call option also gives up the opportunity for gain on the underlying security above the exercise price of the call. The writer of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The buyer of a call option assumes the risk of losing the premium invested in the option. The seller (writer) of a covered put option (e.g. the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security below the exercise price of the option less the premium received on the put option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise

price of the option. The buyer of a put option assumes the risk of losing the premium it paid to purchase the put option. The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock holders and writers of that option into their positions until one of the two restrictions has been lifted.

**(g) Growth Enterprise Market Stocks**

Stocks listed on the Growth Enterprise Market (GEM), an alternative stock market operated by Hong Kong Exchange and Clearing Limited, involve a high investment risk. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. GEM stocks may be very volatile and illiquid.

The client should make the decision to enter into the IMA or subscribe into the fund only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated clients. Currently information on GEM stocks may only be found on the internet website operated by the Stock Exchange of Hong Kong Limited. GEM companies are usually not required to issue paid announcements in gazetted newspapers.

The client is advised to seek independent professional advice if you are uncertain of or have not understood any aspect of the nature and risks involved in trading of GEM stocks.

**(h) NASDAQ-AMEX Securities**

The securities under the Nasdaq-Amex Pilot Program ("PP") are aimed at sophisticated clients. The client should become familiarised with the PP before trading in the PP securities and should be aware that the PP securities are not regulated as a primary or secondary listing on the Main Board or the GEM of The Stock Exchange of Hong Kong Limited.

**(i) Structured securities**

The risks associated with structured finance transactions and obligations may be subject to prepayment risk, credit risk, liquidity risk, market risk, structural risk, legal risk and interest rate risk (which may depend upon any associated hedge agreement providing for the exchange of interest accruing on the security being repackaged into interest stated to be payable on the trust certificates or similar securities). In addition, the performance of a structured finance obligation will be affected by a variety of factors, including the level and timing of payments and recoveries on and the characteristics of the underlying repackaged securities, remoteness of those assets from the originator or transferor and the adequacy of and ability to realise upon any related collateral.

## Item 9 – Disciplinary Information

**If there are legal or disciplinary events that are material to a client’s or prospective client’s evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.**

We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a client / adviser relationship or to continue a client /adviser relationship with us. Neither the Firm nor any of its Management Team or employees have any legal, financial or other disciplinary item(s) and/or events to disclose.

## Item 10 – Other Financial Industry Activities and Affiliations

- A. If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.**

SAAM is not registered and does not have an application pending as a securities broker-dealer.

- B. If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities, disclose this fact.**

~~SAAM is not registered and does not have an application pending as a futures commission merchant, commodity pool operator or commodity trading adviser.~~ SAAM is wholly owned by Swiss-Asia Holdings Pte Ltd and by virtue of the same controlling persons, is related to Swiss-Asia Financial Services Pte Ltd (“SAFS”). As of April 2018, SAFS is registered as a commodity pool operator with the National Futures Association in the United States. SAFS is also regulated by the Monetary Authority of Singapore by virtue of its capital markets services license.

- C. Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.**

Not applicable.

- D. If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.**

Not applicable.



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

**A. If you are an SEC-registered adviser, briefly describe your Code of Ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your Code of Ethics to any client or prospective client upon request.**

SAAM has adopted policies that would govern all activities of SAAM's employees. These said policies are subsumed within the compliance manual of the company ("Manual"). A copy of the Manual is made available to all employees of SAAM upon commencement of their respective employment.

A copy of the relevant sections relating to the Code of Ethics in the Manual can be provided to clients or prospective clients upon request by calling SAAM's office at +852 2776 2211 or via postal request addressed to:-

Attention: Compliance Officer  
Swiss-Asia Asset Management (HK) Limited  
32 Hollywood Road 1701 Kinwick Centre  
Central, Hong Kong

The Manual, amongst regulations and operational policies that employee are to adhere to, is designed to ensure that the personal securities transactions, activities and interests of its employees will not interfere with (i) making decisions in the best interest of clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. It is the policy of SAAM that all employee transactions in any securities which are also eligible for client accounts must be specifically approved in advance by the Managing Partner and the Compliance Officer.

The Manual also addresses SAAM's professional expectations of all employees as well as a Gift Policy and an Anti-Bribery and Corruption Policy that are designed to provide reasonable oversight of potential conflicts associated with the receipt and giving of entertainment and other gifts.

SAAM also has adopted an Insider Trading Policy and Procedures ("Insider Trading Policy") applicable to all of its employees including the Board of Directors that forbids such persons from trading, either personally or on behalf of others (such as mutual funds and private accounts managed by SAAM), while either aware of material non-public information or on the basis of material non-public information or communicating material non-public information to others (commonly referred to as "insider trading").

The Insider Trading Policy does not provide absolute assurance as to the correct handling of material non-public information, but does contain procedures reasonably designed to aid employees in avoiding insider trading, and to assist SAAM in preventing, detecting and imposing sanctions against insider trading. Those procedures include a ban on trading on the basis of or any other action to take advantage of material non-public information.

If amendments are made the Manual, employees will be required to submit a written acknowledgement that they have received, read and understood the amendments.

Separately, the Manual includes the SAAM's policy prohibiting the use of material non-public information. It informs all employees that such information cannot be used in any capacity.

- B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

Not applicable.

- C. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.**

On commencing employment with SAAM, employees are required to disclose their outside broker accounts as well as their personal securities holdings.

Existing employees who wish to open a new outside brokerage account must obtain pre-approval from Compliance. Employees will be requested to provide copies of monthly statements and confirmations to Compliance.

Employees and/or other parties named in an employee-related account must obtain prior approval from Compliance before opening an outside brokerage account and subsequently, before placing an order for a covered transaction. Transaction approvals are valid for seventy-two (72) hours and the employees must observe a minimum holding period of thirty (30) days. The pre-clearance and review of trades is designed to ensure that no activity interferes with SAAM's ability to place the clients' interest first.

Employees are required to declare annually on or before 30 September of each year that they have read, understand, and complied with the Manual.

- D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

SAAM serves as investment adviser and in some cases, as sub-investment adviser with trading authority to pooled vehicles and separately managed accounts that may have similar investment objectives and pursue similar strategies.

SAAM operates as platform business for fund management as well as asset management. Therefore, each portfolio manager manages its fund / managed accounts / asset management accounts independent of the other portfolio managers in the company. There is no visibility of investment data between portfolio managers in the company. SAAM also prohibits portfolio managers from sharing any confidential investment, idea or strategy with their fellow portfolio managers save for the Executive Management.

Certain investments identified by SAAM may be appropriate for multiple clients. In taking decisions for and on behalf of the clients' portfolios, portfolio managers are to adhere to the 'best execution' policy mandated by SAAM. SAAM's 'best execution' policy essentially requires all portfolio managers to take into account factors they believe are relevant to the investment, as well as the risk appetite of their clients. Such factors may include:-

- (a) investment objectives;
- (b) regulatory restrictions;
- (c) current holdings;
- (d) availability of cash for investment;
- (e) pending contributions or withdrawals;
- (f) the size of the investments generally; and
- (g) limitations and restrictions on a client's account that are imposed by law or by the client (including, but not limited to, restrictions and limitations resulting from the client having a limited number of trading or other appropriate contractual arrangements in place with counterparties).

Decisions to buy and sell investments for each client advised by SAAM are made by the relevant portfolio manager with a view to achieving each client or the fund(s)' investment objectives.

Therefore, a particular investment may be bought or sold for only one client or in different amounts and at different times for more than one but less than all client, even though it could have been bought or sold for other clients at the same time.

Likewise, a particular investment may be bought for one or more clients when one or more other clients are selling the investment.

In addition, purchases or sales of the same investment may be made for two or more clients on the same date. There can be no assurance that a client will not receive less (or more) of a certain investment than it would otherwise receive if SAAM did not have a conflict of interest among clients. In effecting transactions, it may not be possible, or consistent with the investment objectives of SAAM's various clients, to purchase or sell securities at the same time or at the same prices.

SAAM has in any event mandated that employees who are authorised to trade to practice and adhere to its 'best execution' policy (which is part of the Manual) as well adhere to the Personal Account trading policy SAAM has the ability to trade ahead of clients and potentially receive more favourable prices than what the clients will receive. To mitigate this conflict of interest, it is SAAM's policy that (i) SAAM shall not have priority over any client's account in the purchase or sale of securities and (ii) all personal trades must be authorised by the Compliance Officer and any orders for the sale or purchase of the securities must be allocated to the clients' accounts first. Further, employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between SAAM and its clients.

## Item 12 – Brokerage Practices

**A. Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).**

In determining which brokers, dealers and/or counterparties to use, SAAM will take the following several factors (not exhaustive) into account:-

- (a) Ability to effect prompt and reliable executions at favourable prices (including the applicable dealer spread or commission, if any)
- (b) The size of order and difficulty of execution
- (c) Confidentiality and/or other disclosure issues
- (d) The financial strength, integrity and stability of the broker
- (e) Creditworthiness of the broker
- (f) The competitiveness of commission rates in comparison with other brokers satisfying SAAM's other selection criteria

SAAM may pay for certain research and brokerage services with soft dollars. All transactions used to fulfil soft dollar arrangements must receive best execution. Any soft dollars received from transactions on U.S. markets must comply with the safe harbour set out in Section 28(e) of the Securities Exchange Act of 1934 ("**Section 28(e)**"). Under Section 28(e):

- (a) SAAM must make a good faith determination that the amount of commission paid is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer, viewed in terms of the transaction or the advisers responsibilities to its discretionary account;
- (b) soft dollars must provide "lawful and appropriate assistance" to SAAM in meeting its investment decision-making responsibilities;
- (c) portfolio managers cannot enter into unnecessary trades in order to achieve a sufficient volume of transactions to qualify for soft dollars; and
- (d) soft dollar products that serve research/brokerage and non-investment functions must be allocated according to their use. Portions within the safe harbour may use soft dollars but the rest must be paid for by the adviser.

Research services within the scope of 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 broker dealers on order execution; and certain proxy services. Portfolio managers cannot

enter into unnecessary trades in order to achieve a sufficient volume of transactions to qualify for soft dollars.

Brokerage services within the scope of 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 adviser and a broker-dealer and other relevant parties such as custodians); trading software operated by a broker-dealer to route orders; software that provides trade analytics and trading strategies; software used to transmit orders; clearance and settlement in connection with a trade; electronic communication of allocation instructions; routing settlement instructions; post trade matching of trade information; and services required by the SEC or a self-regulatory organization such as comparison services, electronic confirms or trade affirmations.

SAAM will make a good faith determination that the amount of commission paid is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer, viewed in terms of the transaction or the advisers' responsibilities to their discretionary accounts.

**B. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.**

Generally, SAAM does not aggregate orders for various accounts. The only exception is when a Portfolio Manager manages more than one Fund/Managed Account/ asset management account with similar strategies. In such a scenario, ~~SAAM~~the respective Portfolio Managers will aggregate in a single trading order, if aggregation is in the best interest of the clients, considering amongst other criteria the price, costs, speed and probability of execution.

When SAAM aggregates trading orders, the allocation of trades shall not be detrimental for the client and trades shall be allocated in proportion of the size of each Fund/Account / asset management account that is on a pro rata basis at the weighted average price.

## Item 13 – Review of Accounts

- A. **Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.**

Portfolios are checked on a daily basis by the respective portfolio managers ~~and SAAM is in the process of automating such reviews~~ and the Compliance team checks the Portfolios on a weekly basis. In addition, reviews are subjected to periodic screening by senior management of SAAM.

- B. **If you review client accounts on other than a periodic basis, describe the factors that trigger a review.**

The Compliance Officer and/or the Managing Partner and/or the members of the Executive Management of SAAM each retain the discretion to conduct a random spot check.

- C. **Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.**

***Private wealth management accounts***

Clients receive the bank statements from their respective custodians of their choice directly. These statements are given on a monthly basis.

***Fund***

Clients receive the monthly net asset value statements from the Fund's administrator as at each valuation point mentioned in the PPM of each fund.

## Item 14 – Client Referrals and Other Compensation

- A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.**

Not applicable.

- B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.**

Certain employees are eligible to earn referral bonus for referring a potential client to SAAM. The Executive Management of SAAM determines whether an employee's involvement was significant enough to warrant this bonus.

From time to time, in accordance with applicable law and as outlined in SAAM's Code of Ethics, SAAM may retain and compensate third parties for introducing new clients to SAAM. The compensation to such parties generally represents a percentage of the management fee paid by the client to SAAM. Compensation paid to referring third parties will be made in accordance with Rule 206(4)-3 of the Investment Advisers Act of 1940.

## Item 15 – Custody

**If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.**

### ***Private wealth management accounts***

Generally, neither SAAM nor its affiliates will maintain possession or custody of any assets constituting the asset management accounts. Such assets are generally deposited with a qualified custodian selected and appointed by the client.

Pursuant to the IMA, SAAM may be entitled to management fees to be paid out of the account by the qualified custodian. When it does so, SAAM will send the client and custodian an invoice stating the fee and the calculation it was based on. In certain cases, SAAM may be entitled to deduct the fees by instructing the custodian directly. On the other hand, the client must instruct the custodian to pay SAAM. It is noted that the respective custodians will provide clients with account statements.

### ***Fund***

SAAM will not maintain physical possession of the funds or securities of any Fund. However, for those Funds where an affiliate serves as managing member or general partner, the affiliate will have “legal custody” to access the Fund’s account, and as a result, will be deemed to have custody over that account for purposes of the Custody Rule under the Advisers Act. To comply with the Custody Rule, with respect to such Fund, SAAM or the third-party administrator to the Fund will provide each client, annually, with audited financial statements, prepared in accordance with GAAP or IFRS, within 120 days following the end of the Fund’s fiscal year.



## Item 16 – Investment Discretion

**If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).**

We only accept discretionary authority in SAAM.

### ***Fund***

Before we accept the discretionary authority inherent in managing our clients, we carefully review the investment strategies and investment programs set out in the relevant private placement memorandum. By completing subscription documents, clients give SAAM complete authority to manage their investments in accordance with the PPM that they each received. Clients may not revoke the discretion granted.

### ***Private wealth management accounts***

Each client appoints SAAM as portfolio manager and attorney-in-fact of its portfolio. This gives us complete discretionary authority to buy and sell any investment securities and instruments in the amounts and at the prices that we determine, subject to any restrictions that may be imposed in the IMA. Restrictions may concern, among other things, which investment instruments are acceptable and the limits on the extent to which a portfolio may be hedged.

## Item 17 – Voting Client Securities

- A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.**

SAAM has adopted internal written policies and procedures regarding the voting of proxies pursuant to Rule 206(4)-6 under the Advisers Act that are reasonably designed to ensure that client securities are voted in the best interests of the client and to address material conflicts of interest that may arise between the interests of SAAM and its clients.

SAAM will provide to any of its investors at no cost a copy of these Proxy Voting Policies and Procedures and information regarding how proxies have previously been voted with respect to their securities.

Each Employee in a position to participate in or make decisions with respect to proxy voting must familiarize himself or herself with SAAM's proxy voting policies and strictly adhere to its provisions.

- B. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.**

Not applicable.

## Item 18 – Financial Information

- A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.**

Not applicable

- B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.**

SAAM is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

- C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.**

SAAM has not been the subject of a bankruptcy petition at any time during the past ten years.