

# **Emerald Hill Capital Partners Holdings, LLC**

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Emerald Hill Capital Partners Holdings, LLC (together with its affiliates, “Emerald Hill” or the “Company”) is an investment adviser that is registered with the United States Securities and Exchange Commission (“SEC”). Registration with the SEC does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Emerald Hill. If you have any questions about the contents of this brochure, please contact us at (303) 825-3550. 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 Emerald Hill is also available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Not applicable.

## **Item 3 – Table of Contents**

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#### **Item 4 – Advisory Business**

Emerald Hill was founded in 2005 as an independent advisor to private funds-of-funds dedicated exclusively to private equity investments in Asia. Emerald Hill is principally owned by Eugene Choung and Michael Smith.

Emerald Hill specializes in providing discretionary investment advisory services to private pooled investment vehicles operated as funds-of-funds (the “Private Funds”). Each of Emerald Hill’s Private Funds seeks to realize long term capital appreciation through a diversified portfolio of primary and secondary investments in private equity funds focused on investing in Asia. For more information on the investment strategies of the Funds, please see the section “*Methods of Analysis, Investment Strategies and Risk of Loss.*”

As the investment adviser to the Funds, Emerald Hill invests each Private Fund’s assets pursuant to an investment advisory agreement with the Private Fund, and in accordance with each Private Fund’s limited partnership agreement, private placement memorandum and other governing documents (the “Private Fund Governing Documents”). Emerald Hill will conduct its investment advisory activities so as to comply with the investment objectives, guidelines and restrictions set forth in each Private Fund’s Governing Documents, as the same may be amended from time to time. However, Emerald Hill will not tailor its investment activities on behalf of a Private Fund to the needs of any individual investor in a Private Fund.

As of the date hereof, Emerald Hill Capital Partners Holdings, LLC had regulatory assets under management of \$1,599,545,382 (calculated based on valuations determined as of June 30, 2018), all of which were managed on a discretionary basis.

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

Generally, Emerald Hill receives an asset-based management fee from each Private Fund that is payable in advance, as further described in the applicable Private Fund Governing Documents. If Emerald Hill’s advisory agreement with a Private Fund is terminated, management fees will be charged on a pro rata basis through to the date of termination, and any fees paid in advance but not earned will be refunded. In addition to the management fees described above, Emerald Hill will also generally be entitled to receive a carried interest allocation from the Private Funds after certain performance hurdles have been met, as further described in the applicable Private Fund Governing Documents. Such carried interest represents a portion of a Private Fund’s net investment profits.

The fees and compensation payable to Emerald Hill by the Private Funds are contractually agreed with investors at the inception of each Private Fund. Emerald Hill has the general discretion to waive all or a portion of the asset-based management fee and/or the performance-based compensation, but typically only exercises this discretion for investors in its Private Funds that are affiliates or employees. In addition, Emerald Hill may enter into side letter arrangements with certain investors in its Private Funds, in which the Company grants them preferential terms.

In general, each Private Fund will bear all costs and expenses incurred in connection with the organization of the Private Fund, including third party legal and accounting fees, printing costs, travel (at rates not exceeding a first-class equivalent fare) and other out-of-pocket expenses, and all costs and expenses incurred in connection with the offering of interests (excluding any

placement fees) in the Private Fund (“Organizational Expenses”), up to a maximum amount specified in the applicable Private Fund Governing Documents. Organizational Expenses in excess of this amount, and any placement fees, will be paid by the Private Fund but borne by Emerald Hill through a 100% offset against the Fund’s management fee.

In addition, each Private Fund will generally be responsible for all expenses relating to its own operations (“Fund Expenses”), including, without limitation, any taxes that may be assessed against the Private Fund; all costs and expenses (including, without limitation, interest on money borrowed by the Private Fund, commissions and finders’, brokerage, custodial and other fees) incurred in connection with investigating, acquiring, holding and disposing of securities (including any merger fees payable to third parties), all expenses relating to any litigation, investigation, proceeding or audit, and any threatened litigation, investigation, proceeding or audit involving the Private Fund or Emerald Hill related to the business or activities of the Private Fund; expenses attributable to legal, consulting, financing, custodial, auditing and accounting services provided to the Private Fund (including, without limitation, expenses associated with the preparation of the Private Fund financial statements, tax returns and Schedule K-1s); premiums for liability insurance obtained by the Private Fund to protect itself, Emerald Hill, its personnel or agents in connection with the activities of the Private Fund; expenses for indemnification incurred pursuant to the Private Fund’s Governing Documents; all out-of-pocket fees and expenses incurred by the Private Fund or Emerald Hill or their respective partners, members, managers, stockholders, officers, employees and agents (without duplication) relating to investment and disposition opportunities for the Private Fund whether or not consummated (including, without limitation, travel, legal, accounting, auditing, consulting and other fees and expenses); expenses incurred in connection with the managed distribution of marketable securities; liquidation expenses of the Private Fund; expenses incurred in connection with annual or other meetings of the investors in the Private Fund, whether individually or as a group; all expenses of the Private Fund’s advisory committee; and all other non-recurring or extraordinary expenses attributable to the activities and operations of the Private Fund.

Generally, any transaction, directors’, management, monitoring, consulting and break-up fees and other similar fees received by Emerald Hill and its employees in connection with a Private Fund’s investments, net of unreimbursed transaction expenses incurred by Emerald Hill or its affiliates (“Transaction Fees”), will be applied to reduce the Private Fund’s management fee for the following payment period in accordance with the applicable Private Fund Governing Documents. To the extent such offsets would reduce a Private Fund’s management fee for a given payment period to below zero, such offsets will be carried forward and reduce future installments of the management fee. If upon dissolution of a Private Fund, any excess Transaction Fee remains, the Company will return to the Private Fund for the benefit of its limited partners an amount equal to such unapplied excess amount; *provided*, that any limited partner may waive its right to receive its *pro rata* portion of such amount.

The underlying private equity funds in which Emerald Hill’s Private Funds invest are also subject to management fees, carried interest and other fees and expenses that will be borne, indirectly, by each Private Fund (and its Underlying Investors). See “*Methods of Analysis, Investment Strategies and Risk of Loss – Risks*” below.

Underlying Investors and prospective investors in each Private Fund should refer to the applicable Private Fund Governing Documents for more detailed information concerning the fees, carried interest and other expenses that a Private Fund will bear.

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

As noted in Item 5 above, Emerald Hill is generally entitled to receive performance-based fees from the Private Funds in the form of carried interest after certain performance hurdles have been met. These performance-based carried interest distributions may create an incentive for Emerald Hill to make investments that are more speculative than would be the case in the absence of performance-based compensation.

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

Emerald Hill's only clients are the Private Funds. The investors in the Private Funds generally include endowments, foundations, public and private pension funds, funds-of-funds, corporations, family offices, and high net worth individuals.

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

Emerald Hill invests its Private Fund assets in privately offered pooled investment vehicles and "secondary" positions in such vehicles ("Underlying Funds"). Emerald Hill's strategy is defined by a) a focus on emerging Asian markets (particularly Greater China, the Indian Subcontinent, and Southeast Asia); b) investments in high potential return strategies (particularly venture capital, growth capital, and growth-oriented buyouts); c) an emphasis on single country-focused managers (or, in some cases, those that focus on a single region within Asia); and d) a preference for prudently-sized funds that better align sponsor and investor interests and which are able to target small to middle market companies (funds typically less than \$1 billion in size and frequently less than \$500 million in size).

Emerald Hill's analysis of investment opportunities includes but is not limited to:

- an assessment of each Underlying Fund's strategy in terms of the perceived market opportunity, competitive environment, regulatory environment, other risks, etc.;
- an assessment of the qualifications, strengths and weaknesses of the sponsor organization, including but not limited to an analysis of the sponsor organization's prior investment track record, deal origination, screening, due diligence and execution processes, and back office processes and capabilities;
- a detailed review and negotiation of key terms of the limited partnership agreement or other governing document(s) and in most cases, a side-letter agreement which clarifies or supplements certain governing document provisions.

Emerald Hill's processes for monitoring the investment portfolio includes but is not limited to:

- review of the quarterly investment reports and financial statements produced by each Underlying Fund;
- review such reports and other information regarding the Underlying Funds as are generated by the Fund Administrator or via the "back office" monitoring activities;
- where deemed appropriate and applicable, attendance at the annual meetings and/or advisory committee meetings of Underlying Funds; and
- engagement with other investors in the Underlying Funds.

When Emerald Hill determines that an Underlying Fund's performance is not satisfactory or otherwise develops concerns about the Manager of an Underlying Fund, Emerald Hill's actions may include but are not limited to:

- engagement in direct discussions with the Manager of the Underlying Fund;
- engagement with other investors or advisory committee members of the Underlying Fund to raise awareness and, where appropriate, elevate any key issues for consideration by such Underlying Fund's advisory committee or similar oversight body;
- participation in any formal votes or actions by the investors or advisory committee of such Underlying Fund including, in rare circumstances, removing and replacing the management of such Underlying Fund; or
- evaluation and potential execution of the sale of the applicable Underlying Fund interest in a secondary market transaction.

## Risks

The investment strategies pursued by Emerald Hill involve a number of significant risks. These investment strategies may be deemed to be speculative, and such investment strategies are not intended as complete investment programs. They are designed for sophisticated investors who fully understand and are capable of bearing the risk of such investments. Investment risks include, but are not limited to, the following:

- **General Investment Risks.** The success of an investment in an Underlying Fund is subject to a variety of risks, including, without limitation, those related to: (i) the quality of the management of the Underlying Fund and the ability of such management to successfully select and execute investment opportunities; (ii) the quality of the management of the portfolio companies in which the Underlying Funds invest and the ability of such management to develop and maintain successful business enterprises; (iii) general economic conditions; and (iv) the ability of the Underlying Funds to successfully exit their investments. Emerald Hill expects that certain Underlying Funds may experience financial difficulties, which may never be overcome. Such Underlying Funds may utilize highly speculative investment techniques, including high leverage, highly concentrated portfolios, workouts and startups, control positions, non-control positions and illiquid investments. Neither Emerald Hill nor its Private Funds will have the ability to direct or influence the Underlying Funds or management of their underlying portfolio companies, but will primarily depend on the performance of such unrelated investment advisors. The Private Funds' investment returns could suffer substantial adverse effects if the Underlying Funds are unable to meet their investment objectives.
- **Regulatory Changes.** The financial services industry generally, and the activities of private equity and alternative investment firms and their investment managers and advisers in particular, have been subject to intense and increasing regulatory scrutiny. As a result, Emerald Hill and the Private Funds may become subject to less favorable legal, tax and/or regulatory schemes that may increase the exposure to potential tax liabilities, as well as legal, compliance and other related costs.

- **Non-U.S. and Emerging Markets Investments.** Emerald Hill and the Private Funds invest primarily in the Asia-Pacific Region. Investments in the Asia-Pacific Region involve certain risks not typically associated with investments in more developed markets. These risks may increase expenses of the Private Funds and/or adversely affect the value of the Private Funds' investments. Some countries in which Emerald Hill and the Private Funds invest have laws and regulations that, to varying degrees, preclude or restrict direct foreign investment in the securities that foreigners may buy, or limit foreign investors to special investment structures. In many countries in the Asia-Pacific Region, foreigners are precluded from investing in certain economic sectors (such as communications or natural resources). Moreover, prior governmental approval for foreign investments may be required in some countries and the extent of foreign investment in domestic companies may be subject to limitation in other countries. Foreign ownership limitations also may be imposed by the charters of individual companies.
- **Foreign Currency.** Certain direct investments made by Emerald Hill and the Private Funds and certain investments made by the Underlying Funds, as well as income and gains received by them with respect to such investments, may be denominated in foreign currencies. Changes in foreign currency exchange rates may affect the value of such securities in the portfolio. Governmental policies in some countries may result in artificially pegged exchange rates that may distort the results of and returns on portfolio investments in such countries. Moreover, the Private Funds and the Underlying Funds will incur costs in connection with conversions between various currencies. Repatriation of investment income, capital and the proceeds from sales of securities by foreign investors such as Emerald Hill, the Private Funds, and the Underlying Funds may require governmental registration and approval in some countries in the Asia-Pacific Region. Emerald Hill, the Private Funds, and the Underlying Funds could be adversely affected by delays in or a refusal to grant required governmental registration or approval for any such proposed repatriation.
- **Valuations of the Investments of Underlying Funds.** Investments in securities that are not readily marketable will generally be carried at the values provided to the Private Funds by the Underlying Funds pursuant to valuation procedures set forth in the organizational documents of such Underlying Funds. These valuation procedures may be subjective in nature, may not conform to any particular industry standard and may not reflect actual values at which investments are ultimately realized; however, in most cases, the value of a company or a portfolio company is expected to reflect the "fair value" as determined by each fund sponsor in accordance with U.S. Generally Accepted Accounting Principles or International Financial Reporting Standards, and includes valuations of unrealized investments. Investors in the Private Fund must understand that (i) such valuations may be materially higher or lower than the cost of such investments and may vary over time, (ii) such valuations may or may not be based on valuations provided or verified by third parties independent of the Underlying Fund's general partner, and (iii) the ultimate realized value of any investment may be materially different than its fair value as reported in the Underlying Fund's financial statements.
- **Multiple Layers of Expense.** The Private Funds and the Underlying Funds each have multiple layers of expenses and management costs that will be borne, directly or indirectly, by each Private Fund, respectively. By way of example, an investment in a Private Fund

will generally entail the payment of certain expenses, plus management fees and carry to the general partner of each Underlying Fund in which the Private Fund invests, and the payment of certain expenses, plus management fees and carry to Emerald Hill, as the investment manager of the Private Fund.

- **Side Letters.** A Private Fund may enter into other written agreements ("Side Letters") with one or more Underlying Investors. These Side Letters may entitle an Underlying Investor to make an investment in such Private Fund on terms other than those described in the limited partnership agreement. Any such terms, including with respect to (i) reporting obligations of a Private Fund, (ii) transfer to affiliates, or (iii) any other matters described therein, may be more favorable than those offered to any other Underlying Investor.
- **Dependence on Key Personnel.** The investors in Emerald Hill's Private Funds rely on the experience, relationships and expertise of certain individuals employed by Emerald Hill and on investment advisers to the Underlying Funds. There can be no assurance that these individuals will remain employed with the applicable investment manager or otherwise continue to carry on their current duties throughout the term of the related investments. The loss of any such key person could have a material adverse effect on Emerald Hill's Private Funds.
- **Tax Risks.** An investment in a Private Fund involves complex non-U.S., federal, state and local income tax considerations that will differ for each prospective investor, involving, among other things, significant issues as to the character, timing of realization and sourcing of gains and losses. In addition, legal, tax and regulatory changes could occur during the term of a Private Fund that may adversely affect the Private Fund, its Underlying Funds and the investors in the Private Funds. Each investor in a Private Fund should consult its own tax advisers with reference to its specific tax situations, including any applicable U.S. federal, state, local and non-U.S. taxes.
- **In-Kind Distributions.** If a Private Fund receives distributions in-kind from any Underlying Fund, the Private Fund may incur additional costs and risks in connection with the disposition of those assets. Distributions in-kind could consist of securities for which there is no readily available public market. The Private Fund may experience difficulties in selling or may be forced to sell such securities at a price below what the securities are worth in order to liquidate the in-kind distribution.
- **Investment in Certain Funds.** Investments made in the Private Funds are not freely redeemable. There is no public market for the interests of the Private Funds and none is expected to develop. Private funds occasionally trade in a limited private secondary market at a discount from their net asset values, and such discount could be material.

No guarantee or representation can be made that any Private Fund will achieve its investment objective or that investors will receive a return of their capital. All investing involves a risk of loss and the investment strategies pursued by the Private Funds could lose money over short or even long periods of time. Prospective investors in a Private Fund are advised to review the applicable Private Fund Governing Documents for full details on the Private Fund's investment, operational and other actual and potential risks.



## **Item 9 - Disciplinary Information**

There are no legal or disciplinary events that are material to an Underlying Investor or prospective investor's evaluation of Emerald Hill's advisory business or the integrity of Emerald Hill management.

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

Emerald Hill serves as investment adviser to multiple Private Funds. Emerald Hill and its personnel may have conflicts in allocating their time and services among the Private Funds. Emerald Hill, its affiliates and its personnel will devote as much time to the activities of each Private Fund as they deem necessary and appropriate and the amount of time devoted to different Private Funds may vary.

Emerald Hill does not receive compensation directly or indirectly from the Underlying Funds that it recommends or selects for its Private Funds' portfolios. Likewise, other than as set forth herein, Emerald Hill does not have any other business relationships with investment advisers whom it recommends or selects for its Private Funds. Emerald Hill may recommend and/or make investments with the same investment adviser and in the same Underlying Funds on behalf of more than one client.

Neither Emerald Hill nor any of its directors, officers or principals is registered, or has an application pending to register, as a broker-dealer or as a registered representative of a broker-dealer. Neither Emerald Hill nor any of its directors, officers or principals is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or as an associated person of any of the above.

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

Emerald Hill has adopted a Code of Ethics in accordance with Securities and Exchange Commission requirements. Emerald Hill's Code of Ethics works to ensure that its Employees' actions, including their personal securities transactions, are consistent with the Company's fiduciary duty to its clients and to ensure compliance with legal and regulatory requirements. Emerald Hill's Code of Ethics requires Employees to submit quarterly reports regarding securities transactions and newly opened accounts, and annual reports on holdings and existing accounts to the Company's Chief Compliance Officer for any account holding reportable securities in which an employee or certain family members have an interest. Further, Emerald Hill's Code of Ethics requires Employees to:

- pre-clear certain personal securities transactions,
- report personal securities transactions on at least a quarterly basis, and
- provide Emerald Hill's Chief Compliance Officer with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which Employees have a direct or indirect beneficial interest.

Emerald Hill does not buy or sell for the Private Funds securities in which Emerald Hill or its Employees have a material financial interest. Similarly, Emerald Hill has established procedures intended to limit conflicts of interest in cases where the Company, its Employees and/or other related parties buy or sell securities that Emerald Hill recommends to its Private Funds.

Emerald Hill may recommend and/or make investments in the same Underlying Funds on behalf of more than one Private Fund. Emerald Hill may act as an investment adviser to multiple clients and situations may arise where more than one client has an interest in the same investment but the interest varies considerably. For example, Emerald Hill may have different Private Funds invested in the same Underlying Fund, a Private Fund invested in a co-investment alongside such Underlying Fund and/or a Private Fund which purchased an interest in an Underlying Fund on the secondary market. Emerald Hill may give advice, and take action, with respect to any of its respective Private Funds that may differ or be completely opposite from the advice given to other Private Funds. Emerald Hill may also provide administrative or other services to, and receive fees from, Private Funds or third parties who have interests that conflict with those of certain other Private Funds.

Investors or prospective investors in Emerald Hill's Private Funds may obtain a copy of the Company's Code of Ethics by contacting Mr. Michael Smith, Emerald Hill's Chief Compliance Officer, at (303) 825-3550.

## **Item 12 - Brokerage Practices**

As a general matter, Emerald Hill's business model does not involve investing in or trading securities or other assets on behalf of the Private Funds on an active basis. Emerald Hill's primary business is facilitating investments in privately offered pooled investment vehicles that typically have a 10-year contractual term. Accordingly, the Emerald Hill Private Funds do not typically hold investments in public securities.

When an Emerald Hill Private Fund receives public securities as a result of a distribution in-kind, Emerald Hill generally coordinates (thru an external brokerage firm) the sale of such securities on behalf of the Private Fund. In such circumstances, Emerald Hill considers various factors in determining which broker is most likely to deliver best execution including, but not limited to, the Company's knowledge of negotiated commission rates and spreads currently available; the nature of the security or instrument being traded; the size and type of the transaction; the nature and character of the markets for the security or instrument to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security or instrument; confidentiality; the execution, clearance, and settlement capabilities as well as the reputation and perceived financial soundness of the broker selected and other brokers considered; Emerald Hill's knowledge of actual or apparent operational problems of any broker; the broker or dealer's execution services rendered on a continuing basis and in other transactions; and the reasonableness of spreads or commissions.

Emerald Hill does not receive research or other products or services other than execution from broker-dealers or third parties (*i.e.*, "soft dollar benefits") in connection with Private Fund securities transactions.

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

Emerald Hill's Portfolio Managers maintain continuous and ongoing oversight and review of the Private Funds' portfolio holdings. Emerald Hill furnishes to investors unaudited financial statements and portfolio updates quarterly, audited financial statements annually, and a Schedule K-1 or equivalent report annually.

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

Emerald Hill has engaged placement agents, pursuant to a written agreement, to solicit investors for the Private Funds. Emerald Hill generally assumes full economic responsibility (through an offset to its management fees) for all fees payable to any placement agent in connection with the solicitation of new investors.

### **Item 15 – Custody**

Emerald Hill conducts all business operations in such a way that all Private Fund cash and securities over which the Company is deemed to have custody under applicable law (other than certain privately offered securities) will be preserved in the safekeeping of independent qualified custodians. With respect to each Private Fund, an independent public accountant audits the Private Fund's financial statements annually, and the audited financial statements are distributed to the Underlying Investors of the Private Fund.

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

The Private Fund Governing Documents for each Private Fund provide Emerald Hill with discretionary investment authority over the assets in the Private Fund.

### **Item 17 - Voting Client Securities**

The Private Funds are primarily invested in private funds and/or private companies, which typically do not issue proxies. Notwithstanding the foregoing, Emerald Hill has authority to vote proxies relating to public securities on behalf of the Private Funds. Because of the investment strategies utilized on behalf of its Private Funds, it is anticipated that Emerald Hill will rarely be in a position to vote proxies. It is Emerald Hill's general policy to vote proxies in a diligent manner that will serve the applicable Private Fund's best interests in line with its investment objectives. Emerald Hill reserves the right to abstain on any particular vote or otherwise withhold its vote on any matter if, in the judgment of Emerald Hill or its Portfolio Managers, the costs associated with voting such proxy outweigh the benefits to the Private Fund or if the circumstances make such an abstention otherwise advisable and in the best interests of the relevant Private Fund. Decisions regarding proxies will be determined on a case-by-case basis. A copy of Emerald Hill's Proxy Voting Policy is available to Underlying Investors upon request as well as information pertaining to proxies voted by Emerald Hill on behalf of the Private Funds.

### **Item 18 - Financial Information**

Emerald Hill has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage the Private Funds.