

DWS Investments Hong Kong Limited

# Form ADV Part 2A

January 15, 2019



This Brochure provides information about the qualifications and business practices of DWS Investments Hong Kong Limited ("DWS HK"). If you have any questions about the contents of this Brochure, please contact us at 852 2203 8888.

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.

Additional information about DWS HK is available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Note: DWS HK is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

## Item 2 – Summary of Material Changes

This disclosure document (“the Brochure”) for DWS Investments Hong Kong Limited (“DWS HK”) is dated January 10, 2019 and is an other-than-annual amendment to the July 11, 2018 other-than-annual amendment filing, and after the annual filing on March 28, 2018.

There are no material changes to note from the last annual amendment March 28, 2017.

# Table of Contents

Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	5
Item 6 – Performance-Based Fees and Side-by-Side Management.....	6
Item 7 – Types of Clients.....	7
Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss.....	8
Item 9 – Disciplinary Information .....	10
Item 10 – Other Financial Industry Activities and Affiliates .....	11
Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading .....	14
Item 12 – Brokerage Practices .....	17
Item 13 – Review of Accounts .....	22
Item 14 – Client Referrals and Other Compensation .....	23
Item 15 – Custody .....	24
Item 16 – Investment Discretion .....	25
Item 17 – Voting Client Securities .....	26
Item 18 – Financial Information .....	27
Additional Disclosures .....	28

## Item 4 – Advisory Business

DWS HK has been a registered investment adviser with the Securities and Exchange Commission (“SEC”) since 2006 and with the Hong Kong Securities and Futures Commission since 1999. DWS HK is an indirect, wholly owned subsidiary of Deutsche Bank AG (“DBAG”). DWS HK is part of the global investment management business of DWS. DWS HK provides advisory services which include research reports and analysis conducted for APAC ex Australia listed securities and may also include recommendations on transacting such securities. This service is provided to DWS HK’s affiliated advisers, which in turn provide advisory services to their U.S. clients and non-U.S. clients.

DWS HK has entered into a sub-advisory agreement with DWS Investment Management Americas, Inc. (“DIMA”), for the management of one U.S. public fund which is registered as an open-end management investment company under the Investment Company Act of 1940. DWS HK is also appointed as manager as well as sub-manager of investment funds that are domiciled in Germany, Luxembourg, Singapore and Taiwan.

A dealing desk was established within DWS HK in Q1 2016, which provides order execution services to DWS affiliates including affiliated advisors. The DWS HK dealing desk assumes responsibility for APAC securities and associated spot FX dealing to improve trade execution performance through leveraging local market expertise. The DWS HK dealing desk acts as agent for each DWS affiliate by using the fund and / or institutional client accounts of each DWS affiliate to select and instruct brokers.

DWS HK may in its discretion tailor its investment services for an individual client, and the clients may in certain circumstances impose restrictions on investing in certain securities or types of securities.

DWS HK provides discretionary and non-discretionary advisory services. As of December 31, 2017, there were discretionary assets of \$4,391 million and non-discretionary assets of \$16.8 million.

DWS HK complies with the requirements of the U.S. Investment Advisers Act of 1940 (the “Advisers Act”) only with respect to U.S. clients. Non-U.S. clients will not be subject to the protections of the Advisers Act.

This brochure, including any brochure supplement, is intended for DWS HK’s direct advisory clients. Investors in any DWS HK-advised fund should rely solely on the fund’s prospectus or offering materials, and may therefore refer to this brochure, or any brochure supplement, for information purposes only.

### Environmental, Social and Governance Issues

DWS HK portfolio management may incorporate considerations of environmental, social and governance issues (“ESG”) into both investment decisions and proxy voting decisions DWS HK may also consider reputational impact to DWS HK, DWS HK’s parents or affiliates, or DWS HK’s clients in the operation of its business.). DWS HK may further consider how prospective clients might view these issues in making investment decisions.

Determinations regarding socially responsible investing are complex and will be made on a case-by-case basis, in accordance with investment mandates. The application of socially responsible investment considerations may differ greatly based on the region, and preferences of a particular client or account and business line (i.e., Retail, Institutional or Insurance). The relevant chief investment officers and/or business heads of DWS HK may implement such controls regarding socially responsible investment as they may be deemed appropriate, and portfolio management will be responsible for the ultimate investment decision, with such approval as necessary. The application of socially responsible investment considerations may in some cases result in a lower return than clients might have received if such factors had not been considered.

In addition, DWS HK may be required to comply with controls regarding socially responsible investment implemented by affiliates of DWS HK representing other businesses within DWS with respect to certain prospective investments.

## Item 5 – Fees and Compensation

### Fee schedules, account minimums and payment arrangements

DWS HK may act as an investment adviser to unregistered U.S. and non-U.S. pooled investment vehicles. With respect to such unregistered pooled investment vehicles advised by DWS HK, please refer to the applicable Private Placement Memorandum (“PPM”), subscription agreement and/or other governing document that sets forth the applicable fees and expenses.

DWS HK typically offers investment advisory services and discretionary management services for a percentage of assets under management. DWS HK compensation (management fees – a.k.a. advisory fees) for the management of its accounts is calculated based upon a percentage of the net asset of the portfolio, including cash and cash equivalents. Management fees may be negotiable in the adviser’s discretion.

Management fees may be billed quarterly or monthly directly to the client, or paid quarterly or monthly by a third party custodian from the account. Management fee may also be prepaid in advance. Prepaid management fees attributable to any period following termination are refunded to the client. For a partial quarter, management fees are prorated according to the number of days remaining in the quarter and are based upon the beginning net asset value of the portfolio. DWS HK may act as sub-adviser to affiliated and unaffiliated investment advisers.

The only compensation received by DWS HK for effecting securities transactions for clients is its advisory fees.

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

DWS HK may charge performance based fees, and DWS HK may manage accounts using similar investment strategies that charge either performance-based fees or asset based fees, or a combination of both.

DWS HK will not determine allocations based upon whether an account has performance-based or other incentive fee arrangements; however, allocations among such accounts and asset based fee paying-only accounts could be viewed as a potential conflict of interest. For example, DWS HK may have an incentive to allocate attractive investments to performance-fee accounts over accounts not subject to a performance fee. Performance-based fees may also create an incentive to utilize riskier investments. In a Distributors Adviser complies with the U.S. Investment Advisers Act of 1940 (the “Advisers Act”) only with respect to its U.S. clients. Non-U.S. clients will not be subject to the protections of the Advisers Act, due to the method of calculating the performance fees, such fees may be affected by the timing of dispositions and other factors within DWS HK’s control. The performance fees are computed based on realized and appraised appreciation, and calculations based on appraised value may be higher or lower than the true value of the performance fees due to DWS HK.

DWS HK has implemented policies and procedures reasonably designed to provide fair and equitable treatment of similarly situated clients. Under these policies and procedures, and consistent with its fiduciary obligations, DWS HK will allocate investment opportunities among client accounts based upon a number of factors that may include, but are not limited to:

- \_ Investment objectives and guidelines;
- \_ Risk tolerance
- \_ Availability of other investment opportunities; and
- \_ Available cash for investment.

## Item 7 – Types of Clients

DWS HK currently provides investment advice services to registered funds and other pooled vehicles and also offers advisory services to a wide range of potential clients, which include:

- \_ Other investment advisers
- \_ Mutual funds
- \_ Private funds
- \_ Institutional clients
- \_ Non U.S. sovereign wealth fund

DWS HK does not have requirements for opening or maintaining an account. However, DWS HK generally offers the service only to institutional clients.

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

DWS HK explores a variety of investment alternatives. The goal is to systematically identify and analyze the conditions and basic trends of economies, industries, companies, and municipal programs. Decisions are made and applied appropriately to client portfolios regarding fundamental value and current market prices. Using various investment alternatives and active portfolio management, DWS HK seeks to achieve the specific objectives of each client. To be effective, DWS HK must understand and analyze each client's circumstances in order to identify the long-term objectives, priorities, and the client's risk-bearing tolerance.

Fundamental, technical and cyclical analysis are the most popular among all used by DWS HK.

DWS HK uses its own individual research deriving from financial newspapers/ magazines, corporate site visits and activities inspections, filings and reports from various exchanges, company press releases, and the research it receives from a variety of sources, including Deutsche Bank and third-party research providers.

### Active Equity

Equity security analysis is created for DWS HK by internal analysts. The analysts have defined stock coverage and are responsible for focusing on stocks in the indices relevant to the specific region, country or sector.

Equity security analysis may include one or more of the following processes: economic, industry, and company analysis. Detailed company analysis is prepared outlining the attractiveness of investing in the security. An analyst's review may include, among other things, trips to headquarters, operating facilities, competitors, customers and suppliers of assigned companies. Macroeconomic research may be produced highlighting economic forecasts and analyses, as well as data on industry profits and sales trends. Demographic, technological, and social trends studies may also be conducted. The analyses are fed into Aladdin Research that facilitates portfolio managers in DWS HK to access the research output by all analysts globally.

### Cybersecurity risk

The computer systems, networks and devices used by DWS HK and its service providers to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses; interference with DWS HK's ability to calculate the value of an investment in a client account; impediments to trading; inability to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a Client invests; counterparties with which a Client engages in transactions; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, insurance companies, and other financial institutions; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.



## Legal, Regulatory and Enforcement Risks

DWS HK and its global affiliates are regulated and supervised by the central banks and certain regulatory authorities in the jurisdictions in which they operate. In recent years, regulators and governmental bodies have sought to subject investment advisers to increasing regulation. Due to deregulatory efforts of the current administration in the United States, the industry is uncertain about the continued permanence of certain regulations. Pending and ongoing regulatory reform may have a significant impact on DWS HK's investment advisory business.

Specifically, in the United States, the Dodd-Frank Wall Street Reform and Consumer Protection of 2010 (the "Dodd-Frank Act") included significant alterations to the regulations applicable to financial institutions and investment advisers, including DWS HK and its affiliates, as well as the investment advisory accounts DWS HK's sponsors and manages. The Dodd-Frank Act reforms were expansive in scope and required the adoption of extensive regulations and numerous regulatory decisions. Among other requirements, the "Volcker Rule," which came into full effect on July 21, 2017, limits the ability of banking entities and their affiliates, including DWS HK, to sponsor and invest in, and in some cases serve as investment manager of, investment advisory accounts. Other than with respect to certain "legacy" investments in and relationships with covered funds and foreign funds that were in place prior to December 31, 2013 ("legacy funds"), all of DWS HK's activities, investments and transactions with or involving a covered fund have been conformed to the Volcker Rule.

DWS HK takes advantage of certain exemptions and exclusions under the Volcker Rule that allow it to continue its investment advisory business. For instance, under the asset management exemption, DWS HK may sponsor and advise a covered fund but is prohibited from owning more than 3% of the outstanding ownership interests of such covered fund, among other conditions and restrictions. Moreover, certain of the investment advisory accounts are not covered funds because they would not be considered investment companies under the Investment Company Act or because they are foreign funds not sponsored by a U.S. banking entity that were organized and offered in offshore transactions targeting non-U.S. Persons; these investment advisory accounts are generally considered scoped outside the restrictions under the Volcker Rule. However, these regulations are still new and require a degree of interpretation, and further interpretive guidance may require a different approach or interpretation; other developments could yield continued regulatory uncertainty.

DWS HK and its investment advisory accounts may also be subject to regulation in the jurisdictions in which they engage in business. Other jurisdictions outside Hong Kong are also in the process of devising or considering more pervasive regulation of many elements of the financial services industry, which could have a similar impact on the Registrant and the broader markets. In particular, foreign regulators have recently passed legislation and changes that may affect certain clients, including the European Commission Directive on Alternative Investment Fund Managers ("AIFMD"), which has imposed certain requirements and restrictions on managers of alternative investment funds. Similarly, the European Union's revised Markets in Financial Instruments Directive and Markets in Financial Instruments Regulation (collectively called "MiFID II") is a wide ranging piece of legislation that regulates firms that provide services to clients relating to financial instruments and that has implications for asset managers located in Hong Kong with business ties to the European Union.

Investors should understand that DWS HK's business is dynamic and the regulatory landscape is expected to change over time. Therefore, the investment advisory accounts may be subject to new or additional regulatory constraints in the future. The offering materials and any other documents received in connection with an investment in an investment advisory account cannot address or anticipate every possible current or future regulation that may affect the investment advisory account, the Registrant or its businesses. Such new or revised regulation may have a significant impact on the business operations of the Registrant and the investors or the operations of the investment advisory account.

Also, DWS HK is licensed by the Hong Kong Securities and Futures Commission to conduct the following regulated activities in Hong Kong: Type 1 (Dealing in Securities); Type 2 (Dealing in Futures Contracts); Type 4 (Advising on Securities); and Type 9 (Asset Management). DWS HK is required to maintain base capital, financial resources and observe certain regulations in accordance with the applicable Hong Kong regulatory requirements. The Hong Kong regulatory changes in 2017 had been assessed, and considered no material impact on the operations of DWS HK.

## Item 9 – Disciplinary Information

DWS HK has no disciplinary information to report.

## Item 10 – Other Financial Industry Activities and Affiliates

Described below are related persons that DWS HK has arrangements with that may be considered material to its advisory business. Employees of DWS HK may be authorized to act on behalf of one or more of these entities. Additionally, employees of DWS HK's related persons may be authorized to act on behalf of DWS HK. DWS HK may utilize, suggest or recommend other services of any of its affiliates. The services involved will depend upon the services offered by the affiliate. The arrangements between DWS HK and its affiliates may involve revenue sharing or joint compensation based upon each entity's activities for the client.

DWS HK is owned by Deutsche Bank AG, a multi-national financial services company. Therefore, DWS HK is affiliated with a variety of entities that provide, and/or engage in commercial banking, insurance, brokerage, investment banking, financial advisory, broker-dealer activities (including sales and trading), hedge funds, real estate and private equity investing, in addition to the provision of investment management services to institutional and individual investors. Since Deutsche Bank AG, its affiliates, directors, officers, and employees (the "Firm") are engaged in businesses and have interests other than managing asset management accounts, such other activities involve real, potential or apparent conflicts of interests in engaging in these activities outside of investment management, these parties may act in their own interest or in the interests of third parties other than DWS HK's clients. These interests and activities include potential advisory, transactional and financial activities and other interests in securities and companies that may be directly or indirectly purchased or sold by DWS HK for its clients' advisory accounts. These are considerations of which advisory clients should be aware and which may cause conflicts that could be to the disadvantage of DWS HK's advisory clients. Present and future activities of the Firm in addition to those described herein may also result in conflicts of interest that may be disadvantageous to DWS HK's clients.

DWS has established a variety of policies, procedures and disclosures designed to address conflicts of interest arising between its employees, its vendors, and its advisory accounts and the Firm's businesses. Pursuant to DWS's policies, DWS HK personnel involved in decision making for advisory accounts must act in the best interests of their advisory clients and generally (but not exclusively) without knowledge of the interests of proprietary trading and other operations of the Firm and/or personnel of the Firm. Where advisory personnel do know of conflicts or potential conflicts among advisory accounts or between advisory accounts and the Firm and/or personnel of the Firm, it is DWS HK's policy to mitigate such conflicts and generally to disclose the types of conflicts involving related persons, that may arise through this Form ADV or other disclosure document. A discussion concerning additional conflicts of interest involving related persons is set out in item 11—Participation or Interest in Client Transactions.

DWS HK acts as a fiduciary with respect to its asset management activities and owes its clients a duty of loyalty. As a fiduciary, DWS HK is required to act solely in the best interests of the clients whose assets it manages. On occasion, other entities within the Firm may have engagements and responsibilities which could give the appearance of a conflict with DWS HK's duty of loyalty. To minimize these conflicts, as a general matter, DWS HK employees associated with the investment process (including portfolio managers, research analysts and traders) have no contact with employees of the Firm outside of DWS HK regarding specific clients, business matters or initiatives, unless permissible by internal procedures, or approved by DWS HK Compliance.

DWS HK may delegate services to affiliates. Apart from furnishing investment advice to clients, DWS HK also provides various investment advisory, consulting, trading, administrative, and research support services to its affiliates pursuant to intercompany agreement.

DWS HK has entered into and may in the future enter into arrangements with affiliates and third party service providers to perform various compliance, administrative, back-office and other services on behalf of, and relating to client accounts. Such affiliates and service providers may be located in the U.S. or in non-U.S. jurisdictions. Accordingly, certain information about client accounts may be shared with such affiliates and third party service providers in connection with these functions.

## Broker-Dealers

DWS HK may make arrangements with the following related persons that are broker dealers and may utilize their services to effect securities transactions for clients.

Deutsche Bank Securities Inc. ("DBSI"), New York, NY, is a registered broker dealer under the U.S. Securities Exchange Act of 1934 (the "Securities Exchange Act"), and is a member of the New York Stock Exchange and other principal exchanges in the United States.

Deutsche Securities Asia Limited, Hong Kong, is registered with Hong Kong Securities and Futures Commission.

DWS HK will have arrangements with related brokers only if the mandate / client allows, subject also to all applicable regulations.

## Investment Companies and Other Pooled Vehicles

DWS HK acts in a co-advisory or sub-advisory capacity to a variety of U.S. investment companies and other non-U.S. pooled vehicles for which DWS HK or an affiliate acts as adviser, manager or distributor. In connection with these investment companies, certain DWS HK employees may serve as directors or officers. Arrangements with respect to the sale of U.S. registered investment companies are disclosed in each mutual fund's prospectus in accordance with the disclosure requirements under the Investment Company Act of 1940, as amended (the "Investment Company Act"). The sale and distribution of other pooled investment vehicles not subject to the Investment Company Act are made in accordance with applicable law.

## Investment Advisers

DWS HK has investment advisory affiliates around the globe, including, without limitation in Australia, China, England, Germany, Hong Kong, Ireland, Japan, Singapore, Switzerland and the United States. The following DWS HK investment advisory affiliates are registered with the SEC as investment advisers: Deutsche Bank Securities Inc., DWS International GmbH, DB Investment Managers, Inc., DWS Investments Australia Limited, DWS Investment Management Americas, Inc., Harvest Global Investments Limited, DWS Alternatives Global Limited, RREEF America L.L.C., DBX Advisors LLC and DBX Strategic Advisors, LLC.

The following DWS HK investment advisory affiliates are not registered with the SEC as investment advisers: Deutsche Australia Limited, Deutsche Investments (Luxembourg) S.A., Deutsche Asset Management (Japan) Limited, Deutsche Bank Trust Company Americas, DWS Investments UK Limited and DWS Asset Management (Korea) Company Limited.

DWS HK may have co-advisory, sub-advisory, or participating affiliate relationships with affiliated advisers as required for management of particular client accounts and in accordance with applicable law. In addition, DWS HK may participate in sub-advisory, co-advisory, or other joint projects related to investment companies with institutions not a part of the DWS HK affiliates provided such relationships comply with applicable law.

Currently DWS HK has a delegation relationship with DIMA and DWS Investment GmbH; and provides research and non-discretionary recommendations to DWS Investments Australia Limited. The delegation arrangement as mentioned is transparent to the clients.

Research, including research generated by soft dollars (i.e., research purchased by commissions resulting from the trading of DWS HK client accounts), may be accessed and used on a global basis by investment advisory affiliates of DWS HK. However, access to such research is limited and monitored in accordance with DWS HK's policies and procedures which are designed to prevent misuse of such research and to comply with applicable law.

## Banking Institutions

The following banking institutions are related persons of DWS HK:

Deutsche Bank AG is a publicly traded international commercial and investment banking company listed on the Frankfurt and New York Stock Exchanges and is the indirect parent of DWS HK and its affiliates. Its various branches around the world, including without limitation its London and New York branches may be selected as a foreign custodian or subcustodian by the global custodians of employee benefit plans and plan asset vehicles, such as collective trusts or other pooled funds, some of whose assets are advised or subadvised by DWS HK or its related persons.

Deutsche Bank AG Hong Kong Branch is a branch office of Deutsche Bank AG. It is regulated by the Hong Kong Monetary Authority.

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

DWS has created certain global policies, which apply to all of its investment management entities, including DWS HK.

### Code of Ethics

The DWS Code of Ethics ("Code") which DWS HK has adopted imposes restrictions on the ability of DWS HK's employees who are "Access Persons" as defined in the Investment Advisers Act of 1940, as amended ("Investment Advisers Act") to invest in securities that may be recommended or traded in DWS HK client accounts. The Code currently applies to most securities transactions (including transactions in equity or debt securities, municipal bonds, exchange-traded securities, securities indices, derivatives of securities and similar instruments) and certain mutual fund transactions (including transactions in open-end and closed end mutual funds, excluding money market funds and other mutual funds specifically designed for short-term investment). The Code applies to all securities and specified mutual fund transactions in which employees have direct or indirect beneficial interest, influence and/or control.

Generally, the Code classifies employees based on whether they are investment personnel involved in the investment management and trading activity of clients' assets (including portfolio managers, research analysts and traders) and imposes the greatest level of restriction on those most centrally involved in that process.

Pursuant to the Code, employees are required to pre-clear all of their personal securities transactions in securities that are not exempt from the Code. Employees must also receive prior approval before purchasing any securities in a private placement. Further, employees must receive prior approval to serve on a board of a publicly traded company or to engage in certain other outside activities that may conflict with DWS HK's obligations to its clients. Finally, employees may not purchase a security pursuant to an initial public offering. The purchase or sale of securities of certain open-end mutual funds is not subject to pre-clearance. Trading in direct obligations of the U.S. Government is not subject to the Code.

The Code imposes a 30-day holding period between purchases and sales, or sales and purchases in the same securities and certain mutual funds with certain exceptions (such as transactions in mutual funds subject to periodic purchase plans and other exceptions specifically granted by DWS HK Compliance). The Code also imposes specific blackout period restrictions on securities that apply to certain employees. For example, Access Persons may not knowingly engage in a transaction of a security on the same day as it is known that DWS HK is transacting that security for a client account, and Investment Personnel (defined as those involved in the investment decision-making and trading process) may not knowingly purchase or sell a security within five days before and after a transaction of that security in a client account if he/she manages or provides advice to that client account.

All employees are subject to reporting obligations, including filing a quarterly personal securities transaction report (which provides information with regard to all securities and certain mutual fund transactions that are required to be reported, if any, effected during the previous quarter for their own accounts and any accounts over which they have direct or indirect beneficial interest, influence and/or control). Employees are also required to disclose their securities and mutual fund accounts to the Deutsche Bank Group upon hire and annually confirm the information. Additionally, employees are required to acknowledge annually that they have received and read the Code.

Any employee who violates the Code may be subject to disciplinary actions, including possible dismissal. Violations are reported to the Chief Compliance Officer. In addition, any securities transactions executed in violation of the Code, such as short-term trading or trading during blackout periods, may subject the employee to sanctions, ranging from warnings to trading privilege suspensions, including but not limited to, unwinding the trade and/or disgorging the profits as well as additional disciplinary action. Violations and suspected violations of criminal laws will be reported to the appropriate authorities as required by applicable laws and regulations.

DWS HK's clients and/or prospective clients may obtain a copy of DWS's Code of Ethics upon request by calling their client service representative.

### Gifts and Entertainment

DWS HK has policies and procedures in place, including the DWS Code of Ethics, which prohibits DWS HK employees from accepting gifts, entertainment and other things of material value that may create a conflict of interest or give the appearance of a conflict of interest. Additionally, DWS HK employees may not offer gifts, entertainment or other things of material value that could be viewed as attempting to unduly influence the decision making or objectivity of any client or other business partner. In general, the policies dictate that giving and receiving of gifts or participating in entertainment cannot occur if the value and/or the frequency of the gift or entertainment is deemed excessive or extravagant. The policies impose specific restrictions and require DWS HK Compliance approval of certain gifts and entertainment.

In general, the policy permits employees to accept gifts having a nominal value (e.g., promotional items) which must be logged. Reporting and approval requirements and restrictions apply in the case of entertainment offered to or to be provided by DWS HK. DWS's Code also sets forth parameters with respect to entertainment-related expenses.

Additional restrictions regarding gifts and entertainment apply to DWS HK employees who are registered representatives or other associates of DWS HK's affiliated broker-dealers.

### Participation or Interest in Client Transactions

DWS HK is owned by Deutsche Bank AG, a multi-national financial services company and therefore is affiliated with a variety of entities disclosed in Item 10 that provide multiple financial services in addition to the provisions of investment management services to institutional and individual investors. Such other activities as previously disclosed in Item 10, involve real, potential or apparent conflicts of interests.

With respect to certain managed investment strategies, trading services including counterparty selection as well as certain "downstream" functions including, but not limited to, trade matching and settlement, investment accounting, reconciliations, corporate actions, and performance measurement may be provided through DWS HK and its global affiliates. In providing these services, DWS HK and its affiliated entities may have access to certain information about client accounts, including not limited to, client identifies, portfolio transactions, open order and positions.

Deutsche Bank Group is a major participant in global financial markets and it acts as an investor, investment banker, investment manager, financier, advisor, market maker, trader, prime broker, lender, agent and principal in the global fixed income, currency, commodity, equity and other markets in which DWS HK's advisory accounts directly and indirectly invest. As permitted by and in conformity with applicable laws and regulations, DWS HK's advisory accounts will invest in, engage in transactions with, make voting decisions with respect to, or obtain services from entities for which Deutsche Bank Group performs or seeks to perform banking or other services. Additionally, it is likely that DWS HK's advisory accounts will undertake transactions in securities in which Deutsche Bank Group makes a market or otherwise has direct or indirect interests. DWS HK makes decisions for its clients in accordance with its fiduciary obligations as manager of its advisory accounts. As noted below, however, certain activities of Deutsche Bank Group may have a negative or detrimental effect on advisory accounts managed by DWS HK.

DWS HK may take investment positions in securities of the same issuer that are different parts of the capital structure in which other clients or related persons within the Firm have different investment positions. There may be instances in which DWS HK is purchasing or selling for its client accounts, or pursuing an outcome in the context of a workout or restructuring with respect to, securities in which Deutsche Bank Group is undertaking the same or differing strategy in other businesses or other client accounts. Prices, availability, liquidity and terms of the investments may be negatively impacted by the Firm's activities and the transactions for DWS HK's clients may, as result, be less favorable. The investment results for DWS HK's clients may differ from the results achieved by Deutsche Bank Group and other clients of Deutsche Bank Group. In addition, results among DWS HK clients may differ.



As noted, DWS HK makes decisions for its clients in accordance with its fiduciary obligations as manager of its advisory accounts independent of what decisions may be made by or in other parts of Deutsche Bank Group. While conflicts of interest could potentially arise between decisions that are in the best interests of DWS HK's advisory clients and decisions that may benefit other parts of the Deutsche Bank Group, such conflicts of interest are managed by the use of information barriers that control the sharing of information among the different businesses of DBAG. For a summary of the restriction of the flow of certain information between DWS HK and other parts of Deutsche Bank Group, please see "Information Barriers" below. The Americas Investment Risk Oversight Committee is responsible for monitoring investment performance of client accounts on a regular basis and performing an annual product review. See Item 12 for more details.

The investment activities of Deutsche Bank Group may limit the investment opportunities for DWS HK's client accounts. This may occur in certain regulated industries, private equity markets, emerging markets, and in certain futures and derivative transactions where restrictions may be imposed upon the aggregate amount of investment by affiliated investors. DWS HK may voluntarily limit transactions for client accounts or limit the amount of voting securities purchased for client accounts, or waive voting rights for certain securities held in client accounts, which may limit positions, in order to avoid circumstances which, in the view of DWS HK, would require aggregation of such client account positions with investments held elsewhere in Deutsche Bank Group that would approach or exceed certain ownership thresholds.

DWS HK may have portfolio managers who manage long/short accounts alongside long-only accounts. For example, DWS HK may buy on behalf of a client account a security for which DWS HK may establish a short position on behalf of another client account. The subsequent short sale may result in impairment of the price of the security held long in the client account. Conversely, DWS HK may on behalf of a client account establish a short position in the same security which it may purchase on behalf of another client account. The subsequent purchase may result in an increase of the price of the underlying position in the short sale exposure.

DWS HK may engage in security transactions with brokers who may also sell shares of registered investment companies advised by DWS HK, provided that it reasonably believes that the broker will provide best execution. However, there are no quid pro quo arrangements or agreements in place with these brokers. Furthermore, DWS HK has implemented policies and procedures reasonably designed to prevent its traders from considering sales of Fund shares as a factor in the selection of broker-dealers to execute portfolio transactions for each Fund. However, trading with these brokers may raise the appearance of a conflict of interest.

### Information Barriers

Deutsche Bank Group may come into possession of confidential, material non-public information particularly in connection with its commercial and investment banking activities. Deutsche Bank Group, including DWS, has internal procedures in place intended to limit the potential flow of any such non-public information.

Should DWS HK come into possession of any material, non-public information, DWS HK has procedures that prohibit trading activities based on such information by DWS HK for its clients and by DWS HK employees. DWS HK may not use material, non-public information when making investment decisions for its clients. These procedures and prohibitions may preclude client accounts from purchasing or selling certain securities, which could have a detrimental effect on one or more client accounts.

There may be instances in which senior management of DWS HK, not involved in the investment process, may be privy to material, non-public information about transactions or securities due to discussions with senior personnel from other departments within Deutsche Bank Group. However, when in possession of material, non-public information, senior management may not participate or use that information to influence trading decisions; nor may they pass that information along to personnel within DWS involved in the investment process (e.g., portfolio managers, research analysts and traders) for use in investment activities. DWS HK together with Deutsche Bank control room has developed policies and procedures to monitor such circumstances.

There may also be periods during which DWS HK may not initiate or recommend certain types of transactions, disseminate research or may otherwise restrict or limit its advice given to clients in certain securities issued by or related to companies that Deutsche Bank Group is performing banking or other services, or companies in which Deutsche Bank Group has a proprietary position. As a result, client accounts may be precluded from purchasing or selling certain securities, which could have a detrimental effect on one or more client accounts.



## Item 12 – Brokerage Practices

### Broker Dealer Selection

When selecting a broker-dealer for client transactions, DWS HK consider numerous factors including: price of the financial instrument, transaction costs, speed, likelihood of execution and settlement, size, nature and any other consideration relevant to the execution of that order. DWS HK also considers the Broker's commission rates or principal spreads, research capabilities, executions, reliability, efficiency and other factors. The best possible result for a particular transaction will be determined by the relative importance given by DWS HK to these factors, which will in turn result in the choice of a specific benchmark, trading strategy, an executing broker or execution venue. In determining the relative importance of these factors, DWS HK will consider the following criteria:

- \_ the characteristics of the client order;
- \_ the characteristics of the financial instruments or products involved;
- \_ the current market circumstances; and
- \_ the characteristics of the execution venues involved.

Although DWS HK would ordinarily assume that the price of the financial instrument and the overall transaction cost to have a high degree of importance relative to the other specified factors, its precise importance in the context of any given order will depend upon the criteria specified above and may also be affected by any specific instructions or restriction given to DWS HK.

DWS HK only uses pre-approved brokers maintained by Trading Desk Counterparty Risk Management. The broker approval process pre-selects counterparties which meet at least the minimum credit risk and financial reliability standards. DWS regularly assesses the broker's execution of client orders according to its execution procedure.

### Commission rates

DWS HK's trading desks utilize a schedule of commission rates that have been negotiated with the broker-dealers approved by DWS. The schedule delineates the commission rates negotiated with the broker-dealer by country and by types of trades.

### Investment and Brokerage Discretion

Generally, DWS HK is retained on a discretionary basis for client accounts and DWS HK determines which securities should be bought or sold, the total amount to be bought or sold for the account, the broker or dealer through which the securities are executed, and the commission rates, if any, at which transactions are effected for those accounts. From time to time, a client may also retain DWS HK on a non-discretionary basis, explicitly requiring that portfolio transactions be discussed in advance.

### AM—Trading AM Brokerage Governance Forum APAC & Risk Management Forum

The BPSC has been charged with responsibilities to ensure the fulfilment of DWS HK's fiduciary responsibilities regarding trading practices and brokerage relationships, through the monitoring of such relationships. The Brokerage Governance Committee and Risk Management Forum is responsible for monitoring and reviewing dealing desk performance, broker performance and managing operational risks and issues.

The responsibilities of the AM - Brokerage Governance Forum APAC and Risk Management Forum include, but are not limited to, the following:

- \_ Approval and monitoring of best execution practices;
- \_ Review, approval and monitoring of brokers and counterparties;

- \_ Approval and monitoring of commission allocations and brokerage usage;
- \_ Approval and monitoring of trade allocation policies and practices;
- \_ Review of trade errors and Commission Sharing Arrangement ("CSA")
- \_ Approval of soft dollar agreements.

### Allocation of Investments

DWS has policies and procedures, which DWS HK has adopted, reasonably designed to ensure that all clients are treated fairly and equitably. Under these procedures DWS HK will allocate securities purchased or sold among clients' accounts in a manner that DWS HK determines appropriate. DWS HK has a fiduciary duty to ensure that trades are allocated fairly and equitably among clients over time. DWS HK may make allocations based upon a number of factors that may include, but not limited to, investment objectives and guidelines, risk tolerance, availability of other investment opportunities and available cash for investment. DWS HK will not determine allocations based upon whether the account has performance-based or other incentive fee arrangements; however, allocations among such accounts and asset based fee paying-only accounts could be viewed as a potential conflict of interest.

### New Issue Allocation

DWS HK seeks to achieve fair and equitable treatment of all client accounts with respect to the allocation of new issues. Shares of a new issue received by DWS HK represent an investment opportunity that DWS HK strives to make available to all eligible clients. However, due to the limited availability of new issues, DWS HK has adopted procedures regarding the allocation of the new issues among clients. To ensure that client accounts are treated in a fair and equitable manner, and that allocations do not unfairly advantage or disadvantage any one client, allocations for IPO's are performed on a pro-rata basis with consideration given to product suitability. All eligible participating accounts within a given strategy will receive an allocation based on assets under management. Some strategies may participate in more IPO's due to the nature of the strategy. In addition, if an IPO reaches a predetermined price level once the shares are settled and begin to trade, the strategy may decide to sell its shares regardless of the time period held. Any deviations to the applicable allocation methodologies must be approved by DWS HK Compliance.

### Research and Soft Dollar Benefits

The European Commission (EC) introduced the revised Markets in Financial Instruments Directive (MiFID II) which went into force on January 3, 2018 to ensure a maximum harmonization framework across Europe with limited scope for national discretions or interpretations. The regulation requires all research to be separately priced and unbundled from execution, introducing a significant change in the way research is distributed by sell side firms and consumed by the buy side. MiFID II states that asset managers can only receive research services that they pay for and cannot receive research for free. As such, DWS HK differentiates between "in-scope", where it has taken the decision to pay for research from its own resources, and "out of scope" of MiFID II, with respect to which consumption of research continues to be handled under the soft dollar approach described herein. As a result, "in scope" clients pay an "execution only" rate for brokerage, which is lower than the rate paid by "out of scope" clients.

DWS HK may have use a particular broker (whether the broker was selected by DWS HK or by a client that has directed DWS HK to use that broker) to execute securities transactions for a client account where that broker-dealer also provides research to DWS HK. The research received by DWS HK in this manner will from time to time be used in servicing any or all of DWS HK's client accounts, including client accounts that did not pay the commissions used to obtain the research.

While DWS HK seeks to achieve best execution, except when directed by a client to utilize a particular broker, DWS HK at times pays commissions on behalf of its clients that may be higher than those obtainable from other brokers in reliance on Section 28(e) of the Securities Exchange Act as described in further detail below. DWS HK may pay a broker a brokerage commission in excess of that which another broker might have charged for effecting the same transactions, in recognition of the value of the brokerage and research services provided by the broker. DWS HK has the incentive to execute transactions with, and pay commissions to, the broker(s) who provide it with brokerage and research services. When client brokerage commissions are used, DWS HK receives an inherent benefit because it does not have to produce or pay for the research, products or services on its own. In accordance with Section 28(e), DWS HK will determine in good faith that the value of

any services received is reasonable in relation to the commission paid, either in terms of the particular transaction or DWS HK's overall responsibilities to its clients. In some cases, brokerage products or services obtained with client commissions may have a mixed use and thus, only partially eligible under Section 28(e).

In such cases, DWS HK will make a reasonable allocation of the cost of the product or services according to its usage. In making such determination, DWS HK faces an inherent conflict of interest; however, DWS HK shall use its good faith judgment in making such mixed-use allocation decisions. Research generated by soft dollars may be accessed and used on a global basis by investment advisory affiliates of DWS HK. However, access to such research is limited and monitored in accordance with DWS's policies and procedures which are designed to prevent misuse of such research and to comply with applicable law.

DWS HK may enter into a CSA for third-party research in order to obtain best execution and optimal research. In this regard, DWS HK will direct client trades to a particular executing broker-dealer with the instruction that the broker dealer execute the transaction and allocate a portion of the commission to a research provider (either directly or through a CSA pool to be paid at a later time. DWS HK business has a governing process in place for instructing an executing broker-dealer to allocate a portion of the trades' commission to a research provider in order to receive best execution when receiving third party research.

DWS HK may also execute transactions with broker-dealers in order to obtain research and brokerage services from third parties (i.e., "third party research"). Additionally, DWS HK may execute transactions through broker-dealers in order to obtain research services provided by the executing broker-dealers (i.e., "proprietary research") and to obtain proprietary brokerage services. With respect to brokerage service arrangements, DWS HK will execute, in reliance on Section 28(e) of the Exchange Act, transactions through broker-dealers in order to obtain brokerage services in the form of software and/or hardware that is used in connection with executing trades. Typically, this computer software and/or hardware is used by DWS HK to facilitate trading activity with certain broker-dealers. DWS HK will monitor regulatory developments and market practice in the use of client commissions to obtain brokerage and research services, whether proprietary or third party.

Research provided by brokers may include, but is not limited to, information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and measurement and analysis of corporate responsibility issues. These research services are typically received in the form of written reports, telephone contacts and personal meetings with security analysts. Research services may also be provided in the form of access to various computer software and associated hardware, and meetings arranged with corporate and industry representatives.

If DWS HK uses a particular broker (whether the broker was selected by DWS HK or by a client that has directed DWS HK to use that broker) to execute securities transactions for a client account that also provides research to DWS, the research received by DWS HK in this manner will from time to time be used in servicing any or all of DWS HK's clients' accounts, including client accounts that did not generate the credits used to obtain the research.

DWS HK may enter into agreements with various vendors who provide platforms for DWS HK to gain electronic access to various participating broker-dealers. These broker-dealers may include certain affiliates of DWS HK. DWS HK will use these platforms to effect trades in equity and fixed income securities through such broker-dealers as well as to obtain data, research and other information provided by such broker-dealers. In general DWS HK does not pay fees to the vendor in connection with the licensing agreement entered into between the vendor and DWS HK. The various broker-dealers pay the vendors to participate on the platforms.

### Directed Brokerage

Clients may limit DWS HK's authority by prohibiting or by limiting the purchasing of certain securities or industry groups. In addition, a client may further limit DWS HK's authority by (i) requiring that all or a portion of the client's transactions be executed through the client's designated broker-dealer ("Designated Broker") and/or (ii) restricting DWS HK from executing the client's transactions through a particular broker-dealer.

In situations where a client directs or restricts brokerage for their accounts ("Directed/Restricted Brokerage"), because the client has placed limitations on the selection of broker-dealers to execute Directed/Restricted Brokerage, DWS HK may be unable to obtain "best execution" for such trades. Similarly, where a client directs DWS HK to use a particular counterparty for swaps, OTC options, etc., DWS HK may be unable to obtain best execution for such trades. Furthermore, Directed/Restricted Brokerage may not be aggregated or "blocked" for execution with transactions in the same securities for other clients and may trade after the aggregated trades and/or directed trades for other DWS HK clients. As a result, such clients may have to pay higher commissions or receive less favourable net prices than would be the case if the clients had participated in the aggregated trading order. DWS HK were authorized to choose the broker through which to execute transactions for such client accounts.

Where clients have Directed/Restricted Brokerage for their account and maintain that DWS HK remains subject to best execution, DWS HK may aggregate those directed trades along with trades executed for other client accounts through the broker-dealer DWS HK believes to offer the best execution for such transaction and, thereafter, instruct such broker-dealer to "step-out" or allocate a portion of the trades to the client's Designated Broker for billing and settlement.

In agreeing to satisfy a client's directions to execute transactions for its account through Designated Brokers, DWS HK understands that it is the client's responsibility to ensure that: (i) all services provided by the Designated Brokers (a) will be provided solely to the client's account and any beneficiaries of the account, (b) are proper and permissible expenses of the account, and may properly be provided in consideration for brokerage commissions or other remuneration paid to the Designated Brokers, (ii) using the Designated Brokers in the manner directed is in the best interest of the client's account and any beneficiaries of the account, taking into consideration the services provided by the Designated Brokers, (iii) its directions will not conflict with any obligations persons acting for the client's account may have to the account, its beneficiaries or any third parties, including any fiduciary obligations persons acting for the account may have to obtain the most favourable price and execution for the account and its beneficiaries; and (iv) persons acting for the client's account have requisite power and authority to provide the directions on behalf of the account and have obtained all consents, approvals or authorizations from any beneficiaries of the account and third parties that may be required under applicable law or instruments governing the account.

### Counterparty Risk

Counterparty risk is the risk that a broker-dealer will not be able to complete a client's transaction, whether due to financial difficulties or otherwise, which may result in opportunity cost and/or loss of principal. DWS has established policies and procedures designed to assess and monitor the broker-dealers selected to execute client transactions. It attempts to maintain exposure, for both credit and settlement risk, within levels that, in DWS's judgment, are prudent with regard to the counterparty's financial resources.

In less-developed markets, there may well be a higher level of counterparty risk because broker-dealers may not be as well capitalized. In addition, there is often more limited and less reliable information about counterparties' financial condition, less regulatory supervision of securities markets, market policies that may require payment before delivery of securities, less automated clearance and settlement conditions, the uncertain enforceability of legal obligations, greater market volatility, and increased levels of sovereign and currency risk. In these markets, the effort to attain best execution may also tend to increase counterparty risk, and DWS will attempt to balance these factors when selecting a broker-dealer to execute client transactions.

### Order Aggregation

DWS HK may, to the extent appropriate, permissible and/or feasible, aggregate multiple client orders for the purchase or sale of the same security on a trading desk in order to achieve best execution with the broker and allocate such transactions on a pro rata or other reasonable basis.

Generally, the amount of securities to be purchased or sold for each account participating in the aggregate order is designated prior to trade execution, except in situations of simultaneous trades, where trade orders and trade execution occur simultaneously, then the allocation must be made immediately after purchase according to pre-determined methodologies or procedures.

Any aggregated order that is not completely filled will typically be allocated on a pro rata basis to all accounts participating in the order promptly following execution. When an aggregated order is executed at more than one price over the course of a day, the executed transactions are allocated so that each account receives the weighted average execution price per broker and bears its pro rata share of the commissions, fees and charges, to the extent reasonably practicable. In instances in which an additional order is received for the same security prior to the completion of the aggregated order, at the discretion of the trader DWS HK will close out the remainder of the aggregated order and place a new order.

Certain orders (e.g., small orders for exchanged traded equity securities) may be auto-routed to an electronic trading network for execution and as such may not be aggregated with other orders. There may be instances in which other DWS HK client orders for the same security are being placed through a broker and, in those instances, the auto-routed and the direct orders may theoretically compete against each other in the market. Prices and availability of a security may differ depending on whether an order was auto-routed or aggregated, and this may result in certain client accounts receiving more or less favourable prices than the other client accounts in contemporaneous trades.

To the extent orders remain unfilled following allocation, the unfilled amount may be combined with subsequent orders in the security, if any, for allocation of subsequent transactions. If an order extends beyond a trading day, the same procedure is applied at the end of each trading day in respect of all trades entered into during the day. When DWS HK determines that pro rata allocation is not appropriate under a particular circumstance, the allocation may be made based on other factors that DWS HK deems fair and equitable to all clients.

Certain affiliated advisers of DWS HK may utilize the DWS HK trading desk to facilitate the routing and execution of their client orders. In such cases, the DWS HK trading desk will execute these client orders along with DWS HK client orders in the manner described above so as to treat all client accounts in a fair and equitable manner.

### Cross Trades

DWS HK may effect agency cross transactions for advisory accounts in which a DWS HK affiliated broker/dealer acts as broker for both the advisory account and other party to the transaction. Such transactions may result in commissions being paid to the DWS HK affiliated broker. DWS HK may have a potentially conflicting division of loyalties and responsibilities to both parties in an agency cross transaction.

DWS HK may effect cross transactions directly between advisory accounts provided that: such transactions are consistent with the investment objectives and policies of such accounts (for mutual funds, consistent with the funds' Rule 17a-7 procedures); are, in the view of the respective portfolio managers, favorable to both sides of transactions; and are otherwise executed in accordance with applicable laws, rules and regulation. In addition, such transactions may only be undertaken if no commissions are paid to any affiliate of DWS HK. Cross transactions between managed accounts, however, may result in the incurrence by such accounts of custodial fees, taxes or other related expenses.

DWS HK will only consider engaging in cross transactions to the extent permitted by applicable law and will, to the extent required by law, obtain the necessary client consents. Clients may revoke their consent for agency cross transactions at any time.

### Errors and Corrections

A trading error is defined as an error in the placement, execution, or settlement of a client's trade. Trade errors include improper trades resulting from incorrect information being given to, and fully accepted by, the executing broker; trades that are inconsistent with a client's or fund client's investment guidelines, DWS HK policy or procedure, applicable laws and regulations, and operational errors that cause trading or guideline breaches. A trading error does not include, for example, a situation where DWS HK invests in a particular investment that does not perform as expected. Operational mistakes which can be promptly reversed so as not to affect the client account also are not considered operational errors. In accordance with its policy, any trade error that affects a DWS HK client account must be resolved promptly and fairly, and in accordance with legal/regulatory restrictions and guidelines. All trade errors caused by DWS HK which result in a loss to a client account must be reimbursed regardless of the amount. With respect to certain trade errors, DWS HK may determine the amount of such reimbursement by offsetting losses against gains resulting from such errors to the extent permitted by DWS's policies and procedures and applicable law. All trade errors are reported on a regular basis to DWS HK management and/or DWS HK Compliance.



## Item 13 – Review of Accounts

Regular reviews of accounts in each strategy vary in frequency and are tailored to the specific facts and circumstances applicable to the various investment strategies. On an ongoing basis portfolio managers review accounts to ensure investments are appropriate and DWS HK uses various monitoring systems to check for adherence to guidelines, restrictions and other regulatory requirements.

Traders perform daily trade reviews to ensure that records are accurate and complete. Daily trade reviews are also completed by the portfolio managers who review and verify that orders were executed in accordance with the trading instructions. DWS HK has policies and procedures in place to address trade errors and the Brokerage Practice Sub-Committee (as described under Item 12) receives monthly reports on all trading errors.

DWS has policies and procedures in place to address guideline breaches. In relation to the U.S. portfolios, the Americas Investment Risk Oversight Committee is responsible for monitoring investment performance of client accounts on a regular basis and performing an annual product review. For Europe funds, European Sub-Advisory Oversight Committee (“ESAOC”) oversees performance reviews as well as several due diligence topics (guideline breaches, value at risk numbers, turnover ratio, BVI due diligence).

In addition to the aforementioned trade reviews, institutional account reviews are also performed at least annually by DWS HK Client Service. DWS HK may actively participate in a client's Board and Investment Committee presentations as well as provide regular performance reviews to the client.

### Reports to Clients

The nature and frequency of reports to clients is primarily determined by the particular needs of the client, as negotiated with the client. Written client account reports are generally sent to clients on at least a quarterly basis and generally include holdings in the account with relevant transactions. Clients are also advised in writing or via telephone conversation of any material investment changes in their portfolio and per the individual client's requirements.

## Item 14 – Client Referrals and Other Compensation

As of the date of this brochure, DWS HK does not make cash payments for client referrals and does not expect to. If it were to make such a payment the compensation paid to any such entity will typically consist of a cash payment stated as a percentage of the advisory fee. Employees of DWS HK and/or its affiliates and/or third parties who refer or help solicit investment advisory clients may also be compensated based on a percentage of the investment advisory fee charged to that client. When required under the law, the policies and procedures require regulatory disclosure of the compensation arrangement between DWS HK and the referring party.

DWS HK may be referred advisory clients by unaffiliated consultants that are retained by existing or prospective clients. These consultants may advise existing or prospective clients whether to engage or retain the services of DWS HK as investment adviser. Additionally, while payments are not made in connection with any advisory client referral such as these, DWS HK may make payments to investment consultants in order to attend industry-wide conferences sponsored by these consultants.

## Item 15 – Custody

### Custodian Statements

DWS HK does not have custody of client accounts. Clients typically receive statements from their account custodians at least quarterly. Clients that are not receiving statements from their account custodians at least quarterly should contact their client service representative.



## Item 16 – Investment Discretion

DWS HK is retained on a discretionary or non-discretionary basis for client accounts. Clients who retain DWS HK on a non-discretionary basis explicitly require that portfolio transactions be discussed in advance.

Discretionary clients typically authorize DWS HK to supervise and direct the investment and reinvestment of assets in an account, with full authority and at its discretion, subject to Client's investment policy or guidelines. DWS HK's advisory services are tailored according to the investment policies and guidelines that are established at the inception of the adviser-client relationship (as amended from time to time) in cooperation with the client. These policies and guidelines, which may include imposed restriction on investing in certain securities or types of securities assist DWS HK in making investment decisions for the client as well as cover matters such as the degree of risk that the client wishes to assume, and the types and amounts of securities to make up the portfolio.

As may be negotiated with each client, DWS HK may delegate investment management authority for all or a portion of a client's accounts to an affiliate, including affiliates that may be outside the United States. The accounts that have been delegated will be managed in accordance with the investment policies of the affiliate. More information regarding the affiliated advisers, including applicable fees, may be available upon request.

## Item 17 – Voting Client Securities

DWS HK may have proxy voting responsibility for certain advisory account as indicated in the respective investment advisory agreement, or pursuant to other delegated authority.

DWS HK has adopted a proxy voting policy and procedure (collectively, the "Guidelines"). The Proxy Voting Policy includes specific proxy voting guidelines that set forth the general principles DWS HK uses to determine how to vote proxies for issuers in client accounts for which DWS HK has proxy voting responsibility. DWS HK believes that the Proxy Voting Policy is reasonably designed to ensure that client proxies are voted in the best economic interests of clients and to ensure that material conflicts of interest are avoided and/or resolved in a manner consistent with DWS HK's fiduciary duties under applicable law.

The Guidelines set forth standard voting positions on a comprehensive list of common proxy voting matters. Guidelines are monitored and periodically updated based on considerations of current corporate governance principles, industry standards, client feedback, and the impact of the matter on issuers and the value of the investments, among other considerations.

To avoid any conflicts, under normal circumstances, DWS HK will vote proxies in accordance with the Guidelines or delegate to a third party to facilitate voting in accordance with the Guidelines. Any client proxy vote that is not addressed by specific client instructions, is not covered by the Guidelines, or is one in which DWS HK believes that voting in accordance with the Guidelines may not be in the best economic interests of clients, will be evaluated and voted in accordance with the Proxy Voting Policy. In such circumstances, DWS HK shall vote those proxies in accordance with what it, in good faith, determines to be the best economic interests of clients. Any proxy vote not covered by the Guidelines will be subject to prior review by the Conflicts of Interest Management Sub-Committee, established within DWS, which will investigate whether there are any material conflicts of interest in connection with a particular vote. The Conflicts of Interest Management Sub-Committee will review, for example, whether DWS HK has any known potential conflict of interest that can be reasonably determined, with the relevant issuer as well as whether any person participating in the proxy voting process may have a conflict of interest personally. In the event that the Conflicts of Interest Management Sub-Committee determines that there is a material conflict of interest, DWS HK will either follow the proxy voting recommendations of an independent third party or will obtain proxy voting instructions from affected clients. It is possible that actual proxy voting decisions by DWS HK may benefit DWS HK's other clients, or businesses of DWS HK or its affiliates. However, DWS HK's proxy voting decisions are made in accordance with its fiduciary responsibilities and are independent of such considerations.

Clients can obtain a copy of the Proxy Voting Policy and Guidelines, or information about how DWS voted proxies with respect to securities held in their account, by calling their client service representative.

It is the custodian's fiduciary responsibility to send clients proxy materials. If a client precludes DWS HK from voting proxies on its behalf, the client is responsible for directing the custodian to send proxy voting material directly to the client or to a voting agent the client has selected to vote proxies on its behalf.

Clients who have delegated proxy voting responsibilities to DWS HK may direct DWS HK as to how to vote certain proxies on behalf of their accounts by contacting their client service representatives.

## Item 18 – Financial Information

This section is not applicable.

# Additional Disclosures

## Business Continuity

DWS HK is committed to protecting its staff and ensuring the continuity of critical DWS HK businesses and functions in order to protect the Deutsche Bank AG franchise, mitigate risk, safeguard revenues and sustain both stable financial markets and customer confidence.

It is Deutsche Bank Group's policy that every unit of DWS HK develops, implements, tests and maintains appropriate, comprehensive and verifiable Business Continuity and Disaster Recovery strategies and plans in compliance with the goals and planning assumptions as defined by the policy.

## Class Action and Legal Proceedings

DWS HK does not act on behalf of client separate accounts (including sub-advised accounts) in any legal proceeding involving assets maintained in (and/or transactions effected for) the account. "Legal proceedings" include, but are not limited to, class actions, insolvency filings, SIPC filings and settlement filings. If DWS HK receives documentation relating to such a legal proceeding DWS HK will forward the documentation to the client and/or its trustee/custodian of record.

## Know Your Customer ("KYC") and Customer Identification Program ("CIP") Policy

To help the government fight the funding of terrorism and money laundering activities, U.S. laws require all financial institutions to obtain, verify, and record information that identifies each person and verifies the identity of each person who opens an account. KYC duties also mandate the on-going monitoring of relevant customer information.

Deutsche Bank Americas ("DBA") has established a U.S. Bank Secrecy Act ("BSA") and Anti-Money Laundering ("AML") Compliance Policy ("AML Policy"), which applies to all DBA employees, all DBA offices and all DBA operations in the U.S., which includes DWS HK.

KYC and CIP Policies are significant components of the AML Policy. DWS HK is required to:

- \_ Obtain at a minimum certain information such as an individual's name, address, date of birth and social security number and a driver's license, passport or other identity verification document. For Legal entities, it would include their formation documents and tax identification number. Information about the beneficial owners of legal entities may also be obtained
- \_ Based upon its assessment of the level of risk, DWS HK is allowed to collect as much information as it deems appropriate as well as request the source of funds and purpose of the investment
- \_ KYC includes screening new and existing customers against Office of Foreign Assets Control ("OFAC") Embargo and Sanctions lists as well as the lists of persons and/or legal entities compiled by the U.S. Department of Treasury pursuant to the USA Patriot Act and other lists such as the European Union Embargo and Sanctions list and the UN Embargo and Sanctions list
- \_ KYC includes identifying customers unlawfully engaged in the Internet gambling business under Regulation GG, the Unlawful Internet Gambling Enforcement Act of 2006.
- \_ KYC requires periodic review and update of a customer's KYC information and screening against appropriate lists
- \_ A customer's refusal to provide KYC information can result in a decision to decline entering into a new client relationship or a decision to exit an existing customer relationship

## Privacy Notice

DWS HK collects information about clients from account application forms and other written and verbal information that clients provide to DWS HK. DWS HK uses this information to process the client's requests and transactions (for example, to provide them with additional information about services performed, to open an account for the client or to process a transaction). In order to service the client account and effect transactions, DWS HK may provide the client's personal information to firms that assist DWS HK in servicing the client account, such as third party administrators, custodians and broker-dealers. DWS HK also may provide the client name and address to one of its agents for the purpose of mailing account statement and other information about DWS HK's products and services to the client. DWS HK requires these outside firms, organizations and individuals to protect the confidentiality of the client information and to use the information only for the purpose for which the disclosure is made. DWS HK does not provide customer names and addresses to outside firms, organizations or individuals except in furtherance of its business relationship with clients, or as otherwise required or permitted by the law.

DWS HK will only share information about clients with those persons who will be working with it and its affiliates to provide products and services to clients and to manage DWS HK's relationship. DWS HK maintains physical, electronic, and procedural safeguards to protect our client's personal information.

DWS HK does not sell customer lists or individual client information. DWS HK considers privacy fundamental to its client relationships and adheres to the policies and practices described below to protect current and former clients' information. Internal policies are in place to protect confidentiality while also allowing client needs to be served. Only individuals who have a business need to know in carrying out their job responsibilities may access client information. DWS HK maintains physical, electronic, and procedural safeguards that comply with federal and state standards to protect confidentiality. These safeguards extend to all forms of interaction with DWS HK, including the internet.

In the normal course of business, clients give DWS HK nonpublic personal information on applications and other forms, on our websites, and through transactions with DWS HK or affiliates. Examples of the non-public personal information collected are name, address, social security number, and transaction and balance information. To be able service client accounts certain client information is shared with affiliated and non-affiliated third party service providers such as transfer agents, custodians, and broker-dealers to assist DWS HK in processing transactions and servicing client accounts with DWS HK.

DWS HK may also disclose nonpublic personal information about clients to other parties as required or permitted by law. For example, DWS HK is required or it may provide information to government entities or regulatory bodies in response to requests for information or subpoenas, to private litigants in certain circumstances, to law enforcement authorities, or at any time it believes it is necessary to protect Deutsche Bank AG.



---

Level 52, International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong, China  
Telephone Number: 852 2203 8888