

Macquarie



**FORM ADV PART 2A: FIRM
BROCHURE**

Macquarie Funds
Management Hong Kong
Limited

One International Finance
Centre, 1 Harbour View
Street, Central Hong Kong,
SAR

Phone: + 852 3922 1888
Date of Brochure: March 29,
2019

This brochure provides information about the qualifications and business practices of Macquarie Funds Management Hong Kong Limited. If you have any questions about the contents of this brochure, please contact us at +852 3922 1888. 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 Macquarie Funds Management Hong Kong Limited is also available on the SEC's website at www.adviserinfo.sec.gov.

Referring to Macquarie Funds Management Hong Kong Limited as a registered investment adviser does not imply a certain level of skill or training of its officers.

Item 2: Material Changes

- None

Item 3: Table of Contents

Item 1: Cover Page	1
Item 2: Material Changes	2
Item 3: Table of Contents	3
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	6
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9: Disciplinary Information	9
Item 10: Other Financial Industry Activity and Affiliations	10
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ..	11
Item 12: Brokerage Practices	16
Item 13: Review of Accounts.....	18
Item 14: Client Referrals and Other Compensation	19
Item 15: Custody.....	19
Item 16: Investment Discretion	19
Item 17: Voting Client Securities	20
Item 18: Financial Information	20

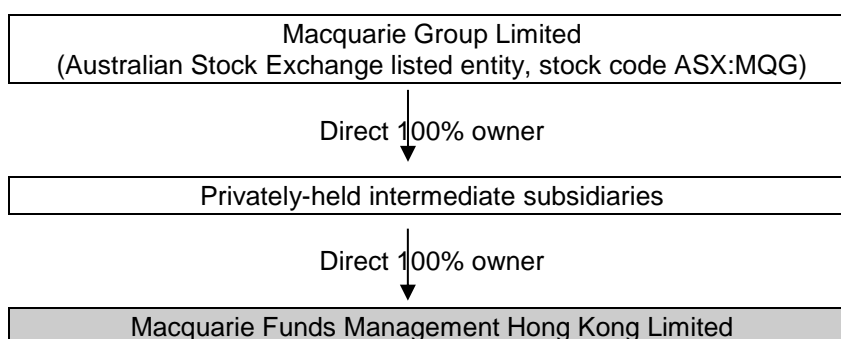
Item 4: Advisory Business

A. Advisory Firm

Macquarie Funds Management Hong Kong Limited (“MFMHKL”), the registered investment adviser, was established on 21 July 2000 as a company limited by shares. It is incorporated and domiciled in Hong Kong.

MFMHKL is a full-spectrum investment manager, managing investments across a broad range of asset classes for a diverse set of clients, including public and private funds. It operates within Macquarie Asset Management (“MAM”). MAM is one of the five operating group within Macquarie Group Limited (“MGL”). MFMHKL is licensed by the Securities and Futures Commission of Hong Kong to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) under the Hong Kong Securities and Futures Ordinance, subject to the licensing condition that it may not hold client assets.

MFMHKL is ultimately owned by Macquarie Group Limited, the ultimate parent of the Macquarie Group, a multi-national financial services company, via the following holding structure:



B. Advisory Services Provided

MFMHKL provides portfolio management and investment advisory services for clients located in jurisdictions around the world where MFMHKL is authorized to provide such services or is exempt from such authorization. MFMHKL’s services are provided across a number of asset classes, including Asian, international and regional equities and equity securities.

MFMHKL’s services may be provided in connection with separately managed accounts or pooled funds, including pooled funds established or sponsored by MFMHKL. MFMHKL provides sub-advisory services to one or more investment advisers of registered investment company(ies).

C. Tailored Advisory Services

Advisory services are tailored to the specific needs of the client. These arrangements, and any relevant restrictions, are outlined in the agreement entered into between MFMHKL and each client.

D. Wrap Fee Programs

MFMHKL does not participate in wrap fee programs.

E. Assets Under Management

MFMHKL provides continuous and regular supervisory and management services to a portfolio of client assets. The amount of regulatory assets under management ("AUM") as at 30 December 2018 is:

	RAUM US\$ '000
Discretionary:	\$673,386,328
Non-Discretionary:	\$ 11,351,526
Total:	\$ 684,737,854

Item 5: Fees and Compensation**A. Compensation**

MFMHKL does not have a basic fee schedule. Fee rates are negotiable and may vary depending on a number of factors, including the size and nature of the mandate and the nature of the services provided. Fees may comprise management fees (either a fixed dollar amount or a percentage of gross or net assets under management) and performance fees. The specific fee arrangements, including the amount, timing, and basis of calculation is determined through negotiations with the client and documented in a written agreement.

B. Payment of Fees

The time at which fees are payable is negotiated with the client. In general, management fees are payable monthly or quarterly in arrears. Performance fees are payable on outperformance above an agreed benchmark, and may be subject to a high watermark. The written agreement with the client generally provides that the client may terminate the agreement under specific circumstances without the payment of any penalty, upon giving notice to MFMHKL.

C. Other fees

No additional fees are paid to MFMHKL by clients in connection with advisory service provided.

D. Payment of Fees in Advance

Clients are not permitted to pay fees in advance of advisory services being provided.

E. Compensation for Sale of Securities or Other Investment Products

Neither MFMHKL nor any of its supervised persons receives any compensation for the sale of securities or other investment products. All forms of compensation are outlined in Item 5.A.

Item 6: Performance-Based Fees and Side-By-Side Management

MFMHKL does charge performance-based fees on certain of its accounts. MFMHKL access persons may manage accounts that are charged both a performance-based fee and accounts that are charged another type of fee.

As noted above, MFMHKL charges both performance-based fees and asset-based fees. Performance based fees have the potential to cause a conflict of interest by creating an incentive to favour accounts charging such fees over accounts charging asset-based fees. MFMHKL's Best Execution and Fair Allocation policies address such potential conflicts of interest by prohibiting the Portfolio Manager from unfairly favouring one account over another. These policies, which apply equally to accounts that charge asset-based fees and those that are charged performance-based fees, generally require allocations of investment opportunities and executions among similarly managed accounts to be made on a pro rata basis.

Item 7: Types of Clients

MFMHKL generally provides investment advisory services to the following types of clients:

- Corporations/business entities
- High net-worth individuals
- Pooled investment vehicles
- Other investment advisers

MFMHKL's clients may also include governments, government agencies, international organizations, educational institutions and pooled investment vehicles that are exempt from the definition of an investment company under the Investment Company Act of 1940.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss***A. Methods of Analysis and Investment Strategies***

MFMHKL's security analysis methods include quantitative, fundamental and other technical analysis.

The main sources of information used by MFMHKL are financial newspapers and magazines, interviews of corporate officers and facilities tours, financial research reports and materials prepared by others, publications and ratings issued by corporate rating services, periodic and annual reports, prospectuses and other filings with the Securities and Exchange Commission and similar foreign organizations, company press releases and other publicly available

information considered useful by MFMHKL. In addition to those sources enumerated, MFMHKL also utilizes various additional sources of information to evaluate the investment merits of particular investments, including private placement memoranda prepared by commercial and investment banks, independent credit analysis and market research prepared by banks and brokers, data and statistics published by various bodies and any other due diligence materials appropriate for the nature of the prospective investment.

B. & C. Risk of Loss

The following is an outline of the material risks associated with the significant investment strategies and methods of analysis used by MFMHKL. MFMHKL's risk management objective is to deliver risk/return outcomes in line with its clients' expectations.

Volatility risk - The price of an investment may go up and down by a material amount, even over a short period of time.

Investment manager risk refers to the risk that MFMHKL's investment style will not achieve its risk and return objectives, or that it will produce returns that do not compare favourably against its peers or stated performance fee hurdle, or that MFMHKL will not implement the strategy correctly.

Concentration risk is the risk that poor performance in a group of stocks common to a particular region, industry, or other grouping, will significantly affect the performance of the investments or investment strategy recommended by MFMHKL.

Leverage risk arises due to a portfolio's ability to borrow or 'gear'. Gearing provides investors with an exposure greater than the value of their investment, potentially magnifying the gains or losses incurred by a portfolio. Accordingly, any event which adversely affects the value of an investment by a fund may be magnified to the extent a portfolio is leveraged or geared. The cumulative effect of the use of leverage by a fund in a market that moves adversely to a portfolio's investments could result in a substantial loss to a portfolio, which would be greater than if the investments were not leveraged. There is no guarantee that gearing will result in superior returns to the investor, nor that the value of an investor's holding in a portfolio will not decline as a result.

Basis risk arises when the terms and specifications of a derivative contract do not precisely match those of the asset being hedged. Mismatches typically relate to hedging stock-level equity exposures with market-level derivatives. Hedging can also reduce a fund's potential to profit from moves in the underlying asset being hedged.

Turnover risk is the risk that due to the active nature of the strategy of a portfolio, the turnover rate of a portfolio is expected to be substantial, and may involve correspondingly high transactional costs that are borne by the portfolio.

Foreign investment risk - This risk exposes the investments of a portfolio to a range of macroeconomic factors that are unique to the country of investment/operation, and may include factors such as political instability, differing tax or legal rulings and potentially rapid changes in asset prices (particularly for emerging economies).

Emerging market risk refers to the potential for the fund to invest in securities that are listed on the exchanges of emerging economies, as well as investing in companies that are located or have operations within such markets. Emerging markets are typically more volatile than developed markets and may expose a fund to issues such as heightened political unrest, sovereign intervention, securities whose valuations fluctuate widely and the potential for domestic economic management to impact on the viability of property-based operations within that market.

Currency hedging risk is the risk that currency hedging transactions do not completely remove the currency risk between the investments' underlying currency exposures and the currency in which the shareholder's shares are denominated. Currency hedging transactions will affect the returns of shares such that the shares do not perform in the same manner as if the investments were left unhedged.

Counterparty risk is the risk of loss due to a counterparty not honouring a financial commitment. Counterparties may include equity brokers, brokers of exchange traded futures, clearing brokers for exchange traded futures, foreign exchange counterparties, and swap counterparties. In particular, a Prime Broker may provide a fund with margin financing, clearing, settlement, stock borrowing, foreign exchange, custodial and broking services. Accordingly, a portfolio may have significant exposure to the credit worthiness of its Prime Broker and its affiliates.

Liquidity risk exists when particular investments are difficult to purchase or sell, preventing a fund from closing out its position or rebalancing within a timely period and at a fair price. While every effort is made for a fund to be able to meet all redemption requests, prevailing market conditions may result in the inability to meet all redemption requests when they are received.

Investment objective risk is the risk that an investor's objectives will not be met by their choice of investments. One measure of risk in an investment is the volatility of returns; the greater the volatility, the more likely that returns will differ from those expected. Investments in equity securities and derivatives are traditionally towards the higher end of the risk-return spectrum. This may lead to fluctuations in the unit price and/or amounts distributed to unit holders, including fluctuation over the period between a redemption request being made and the time of redemption.

Derivatives risk. Derivatives are leveraged instruments that are used to obtain or reduce market exposures. As the market value of derivatives is variable, gains or losses can be incurred and can be greater than positions in unleveraged instruments. A fund may utilize derivatives in order to achieve its investment objective.

Equities market risk. A portfolio is exposed to changes in the value of its investments due to equity market risk. This may result in volatility of the share price, and may also result in the loss of principal. Factors that drive changes in share prices include changing profitability of a company or the industry sector in which it participates, general economic cycles, volume of share issuance, investor demand levels, business confidence and government and central bank policies.

Cyber Security risk. The risk that MFMHK and its service providers, may be prone to operational and information security risks resulting from cyber-attacks. Cyber-attacks include, among other behaviors, stealing or corrupting data maintained online or digitally, denial of service attacks on websites, the unauthorized release of confidential information or various other forms of cyber security breaches. Cyber-attacks affecting MFMHK or its service providers may adversely impact client accounts. For instance, cyber-attacks may interfere with the processing of investor transactions, impact the ability to calculate NAV, cause the release of private shareholder information or confidential business information, impede trading, and/or cause reputational damage. Similar types of cyber security risks are also present for issuers of securities in which a client account may invest, which could result in material adverse consequences for such issuers and may cause an account's investment in such companies to lose value. While MFMHK and its ultimate parent have risk management systems to prevent such cyber-attacks, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, MFMHK cannot control the cyber security plans and systems put in place by service providers to client accounts and issuers in which the account invests.

Item 9: Disciplinary Information

A. Criminal or Civil Action

There are no such actions with respect to MFMHKL or any of its management persons.

B. Administrative Proceedings before a Regulatory Agency

In July 2015, MFMHKL, which was acting as sub-adviser to a registered investment company ("Fund Service Activities"), entered into a settlement of an administrative proceeding with the SEC. The SEC's Order found that MFMHKL violated Section 9(a) of the 1940 Act due to engaging in Fund Service Activities from April 1, 2015 through May 15, 2015 without exemptive relief. Due to an injunction against an affiliate of MFMHKL on April 1, 2015, MFMHKL required exemptive relief under Section 9 of the 1940 Act to continue to be eligible to provide Fund Service Activities after April 1, 2015. On May 15, 2015, the SEC staff, acting under delegated authority from the SEC, granted temporary exemptive relief from Section 9(a) of the 1940 Act with respect to the Injunction. On July 6th, 2015, the SEC issued temporary exemptive relief and a notice of application for permanent exemptive relief from Section 9(a) of the 1940 Act with respect to the injunction. On August 3, 2015, the SEC granted to MFMHKL permanent exemptive relief from the provisions of Section 9(a), indicating that the SEC has determined that MFMHKL have met the standard for receiving exemptive relief.

On the basis of the Order and Offers of Settlement by MFMHKL, the SEC found that: 1) MFMHKL served or conducted Fund Service Activities as of April 1, 2015 and, notwithstanding the entry of an Injunction against an affiliate of MFMHKL on that date and the resulting statutory disqualification of MFMHKL, continued to engage in Fund Service Activities after April 1, 2015 without exemptive relief; 2) as a result of the entry of the Injunction against the affiliate, Sections 9(a)(2) and 9(a)(3) of the 1940 Act together also prohibited MFMHKL from engaging in Fund Service Activities as of April 1, 2015; 3) MFMHKL did not contact SEC staff to being in the process of obtaining exemptive relief until April 7, 2015; and 4) as a result of the conduct described above, MFMHKL violated Section 9(a) of the 1940 Act. Without admitting or denying the validity of the SEC's findings, MFMHKL agreed to pay a penalty of \$20,000.

MFMHKL does not believe that the 2015 settlement order described above has materially adversely affected MFMHKL's ability to service its clients. The statutory disqualification related to affiliated activity and not to personnel of or services provided by MFMHKL. Further, neither MFMHKL nor any of its current or former directors, officers or employees was involved in any way in the matters that led to the injunction against the affiliate. In addition, the matters that led to the injunction against the affiliate did not involve any Fund or client or the assets of any Fund or client managed or sub-advised by MFMHKL.

In September 2018, MFMHK paid to the Swedish Securities Regulator, Finansinspektionen a penalty fee of approximately \$3,000 USD. Pursuant to Article 5(1) of Regulation (EU) No. 236/2012 of the European Parliament and of the Council on Short Selling and certain aspects of credit default swaps (Short Selling Regulation) (the "Short Selling Regulations"), persons who have a net short position relating to relevant companies shall notify Finansinspektionen where such position reaches or falls below certain relevant notification thresholds.

MFMHK failed to notify Finansinspektionen of three short positions entered into on 8/25/17, on behalf of two funds which it acts as investment manager, by the Notification Date of 8/28/17. The short position notifications were made on 8/29/17. MFMHKL is not licensed or registered in Sweden. The reporting obligation under the Short Selling Regulations was triggered by the trading of relevant securities.

MFMHK does not believe that the 2018 penalty assessment described above has materially adversely affected MFMHKL's ability to service its clients.

C. Proceedings before a Self-Regulatory Agency

There are no such proceedings with respect to MFMHKL or any of its management persons.

Item 10: Other Financial Industry Activity and Affiliations

A. & B. Other Registrations

Neither MFMHKL nor any of its management persons are registered, or have an application pending to register, as a broker-dealer, a futures commission merchant, a commodity pool operator a commodity trading advisor, or a registered representative or associated person of the foregoing entities.

C. Affiliations

Broker-dealer, banking or thrift institution, other investment adviser, entity that creates or packages limited partnerships

MFMHKL is a wholly owned subsidiary of Macquarie Group Limited ("MGL"), an Australian provider of banking, financial, advisory, investment and fund management services.

MFMHKL is part of Macquarie Asset Management, a business division of the Macquarie Group. Macquarie Asset Management's global investment advisory business comprises investment professionals located in Australia (operating through Macquarie Investment Management Global Limited, MQ Specialist Investment Management Limited and Macquarie

Capital Investment Management (Australia) Ltd.), in the USA (operating through Macquarie Capital Investment Management LLC, Macquarie Investment Management Business Trust, and Four Corners Capital Management, LLC), in the United Kingdom (operating through Macquarie Bank International Limited), in Japan (operating through Macquarie Asset Management Japan Co.), and in Korea (operating through Macquarie Investment Management Korea Co. Ltd).

MFMHKL's related parties include Macquarie Capital (USA) Inc., a U.S registered broker-dealer and member of FINRA that may offer securities in the pooled investment vehicles that MFMHKL sponsors and/or advises. Management persons and/or other personnel of MFMHK may also be associated with Macquarie Capital (USA) Inc.

Refer to Item 11 B., C. & D: Potential Conflicts of Interest, for a description of material conflicts potentially created by these relationships and how such conflicts are addressed by MFMHKL.

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

A. Code of Ethics

All officers, and employees of MFMHKL are subject to the provisions contained in MFMHKL's Code of Ethics ("Code"), which includes a Personal Investment Policy, Gift and Entertainment Policy, Conflict of Interest Policy and Code of Conduct Policy. These policies are designed to mitigate actual or potential conflicts of interest. The Code outlines MFMHKL's policies and procedures regarding standards of conduct, personal investment transactions, and handling of material, non-public information.

MFMHKL imposes restrictions on the ability of its employees and their supervised persons to invest in securities that may be recommended or traded in MFMHKL's client accounts. This policy 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).

Pursuant to this policy, employees are required to pre-clear all of their personal securities transactions in securities that are not exempt from the policy. Employees must also receive prior approval before purchasing any securities in a private placement or pursuant to an initial public offering. 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 MFMHKL's obligations to its clients.

Employees are subject to a minimum 30-day holding period between purchases and sales, or sales and purchases in the same securities.

Any employee who violates this policy may be subject to disciplinary actions, including possible dismissal. In addition, any securities transactions executed in violation of this policy, such as short-term trading or trading during blackout periods, may subject the employee to sanctions, ranging from warnings and trading privilege suspensions to financial penalties, 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.

If an employee possesses non-public price-sensitive information about or affecting a financial product, or the issuer of any financial product, that employee is prohibited from buying or selling such financial product, or advising or procuring any other person to buy or sell such financial product.

A copy of the Code will be provided to any client or prospective client upon request.

B., C. & D. Potential Conflicts of Interest

MFMHKL's ultimate parent is MGL, a multi-national financial services company. Therefore, MFMHKL is affiliated with a number of entities that may provide, and/or may 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 MGL, its affiliates, directors, officers, and employees (the "Macquarie Group") are engaged in businesses and have interests other than managing asset management accounts, such other activities may involve real, potential or apparent conflicts of interests. 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 MFMHKL 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 MFMHKL's advisory clients. Present and future activities of the Macquarie Group, in addition to those described herein, may also result in conflicts of interest that may be disadvantageous to MFMHKL's clients.

MFMHKL has established policies, procedures and disclosures designed to address conflicts of interest arising between advisory accounts and the Macquarie Group's businesses. It is MFMHKL's policy that its personnel involved in decision making for advisory accounts must act in the best interests of their advisory clients and generally without knowledge of the interests of proprietary trading and other operations of the Macquarie Group and/or personnel of the Macquarie Group. Where advisory personnel do know of conflicts or potential conflicts among advisory accounts or between advisory accounts and the Macquarie Group and/or personnel of the Macquarie Group, it is MFMHKL's policy to disclose the existence of such conflicts or potential conflicts in general form through this Form ADV or directly to clients.

MFMHKL (i) has related parties that may act as principal, broker or agent in connection with securities transactions with or for clients (ii) may recommend that clients buy or sell securities in which MFMHKL or another affiliate has a financial interest; and (iii) may buy and sell for its own account securities that it recommends to clients.

MFMHKL may enter into arrangements with affiliates and third party service providers to perform various administrative, back-office and other services relating to client accounts. Such service providers may be located in the US or in non-US jurisdictions.

MFMHKL acts as a fiduciary with respect to its asset management activities and owes its clients a duty of undivided loyalty. As a fiduciary, MFMHKL is required to act solely in the best interests of the clients whose assets it manages. On occasion, other entities within the Macquarie Group may have engagements and responsibilities which could give the appearance of a conflict with MFMHKL's duty of loyalty. To minimize these conflicts, as a general matter, MFMHKL's employees associated with the investment process (including portfolio managers, research analysts and traders) have no contact with employees of the Macquarie Group outside of the Macquarie Asset Management (one of 6 operating groups within Macquarie Group) regarding specific clients, business matters or initiatives, unless permissible by internal procedures, or approved by MFMHKL's Compliance.

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

MFMHKL may take investment positions in securities in which other clients or related persons within MGL have different investment positions. There may be instances in which MFMHKL is purchasing or selling for its client accounts securities in which the Macquarie Group is undertaking the same or differing strategy. Prices, availability, liquidity and terms of the investments may be negatively impacted by the Macquarie Group's activities and the transactions for MFMHKL's clients may, as a result, be less favorable. The investment results for MFMHKL's clients may differ from the results achieved by the Macquarie Group and other clients of the Macquarie Group. In addition, results among MFMHKL clients may differ. For a summary of the restriction of the flow of certain information between MFMHKL and other parts of the Firm, please see "Information Barrier Walls" below. As noted, MFMHKL 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 the Macquarie Group.

The investment activities of the Macquarie Group may limit the investment opportunities for MFMHKL'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. MFMHKL 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 MFMHKL, would require aggregation of such client account positions with investments

elsewhere in the Macquarie Group that would approach or exceed certain ownership thresholds.

MFMHKL may engage in security transactions with brokers who coincidentally sell shares of equity portfolios advised by MFMHKL, provided that it reasonably believes that the broker will provide best execution. There are no quid pro quo arrangements or agreements in place with these brokers. However, trading with these brokers may raise the appearance of a conflict of interest.

MGL may from time to time in its sole discretion invest in one or more Client Accounts with no obligation to invest in any or all Client Accounts. MGL may also engage MFMHKL to manage proprietary money in accounts or funds that are separate from Client Accounts ("MGL proprietary accounts"). MFMHKL may buy, sell, or hold securities or other instruments for MGL proprietary accounts while entering into different investment decisions for one or more Client Accounts.

Information Barriers

The Macquarie Group may come into possession of confidential, material non-public information particularly in connection with its commercial and investment banking activities. The Macquarie Group, including MFMHKL, has internal procedures in place intended to limit the potential flow of any such non-public information. Should MFMHKL come into possession of material, non-public information, MFMHKL has procedures that prohibit trading activities based on such information by MFMHKL for its clients and by MFMHKL employees. MFMHKL may not use material, non-public information obtained from any division of the Macquarie Group when making investment decisions for its clients. As a result of these procedures and prohibitions, client accounts may be precluded from purchasing or selling certain securities, which could have a detrimental effect on one or more client accounts. There may be instances where members of MFMHKL's senior management who are 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 the Macquarie Group. However, when in possession of material, non-public information, such members of senior management may not participate or use that information to influence trading decisions or securities; nor may they pass that information along to personnel within MFMHKL involved in the investment process (e.g. portfolio managers, research analysts and traders).

There may also be periods during which MFMHKL may not initiate or recommend certain types of transactions, or may otherwise restrict or limit its advice given to clients in certain securities issued by or related to companies that the Macquarie Group is performing banking or other services, or companies in which the Macquarie 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.

Trading with an Affiliate/New Issues

Currently, the only compensation received by MFMHKL for effecting securities transactions for clients is its advisory fees. Related persons of MFMHKL may receive brokerage commissions, commission equivalents, spread and other fees in connection with brokerage services provided.

See Item 12 for more details. MFMHKL may purchase, on behalf of its clients, securities in which an affiliate of MFMHKL serves as lead underwriter or co-manager of an underwriting syndicate or member of an underwriting syndicate. In these cases, the purchase is generally made from a party unaffiliated with MFMHKL, but MFMHKL's affiliate may nevertheless benefit from such transactions, including in circumstances where the syndicate of which MFMHKL's affiliate is a member is experiencing difficulty in effectuating the distribution of the new issues.

While MFMHKL acts solely in the best interests of its clients, these circumstances may give rise to the appearance of a conflict of interest, even though the transactions are effectuated in compliance with applicable regulations (see "Agency Transactions" below). MFMHKL may have a potentially conflicting division of responsibilities to both parties to a cross transaction. Additionally, regulatory requirements applicable to MFMHKL's related persons may restrict MFMHKL from investing in certain securities for its clients. This may affect potential returns on clients' accounts and a client not advised by MFMHKL may not be subject to some of these restrictions.

MFMHKL clients may utilize custodians unaffiliated with MFMHKL and such custodians may, in turn, hire affiliates of MFMHKL as sub-custodians in certain jurisdictions. In such circumstances, MFMHKL affiliates may effect certain transactions on behalf of MFMHKL clients (e.g. foreign exchange transactions, corporate actions). These circumstances may give rise to the appearance of conflicts of interest. MFMHKL has developed policies and procedures to monitor such circumstances. In the event a MFMHKL client hires its own custodian, MFMHKL will work with such client to avoid conflicts of interest in connection with its custodian engaging MFMHKL affiliates as sub-custodians.

Agency Transactions

MFMHKL is a related person of various broker-dealers through which it may effect agency transactions. MFMHKL has procedures reasonably designed to ensure that agency transactions executed with these related broker-dealers acting as agent comply with applicable law and regulations. If any client portfolio transaction is executed with related broker-dealers, the broker-dealers may charge a commission in connection with these transactions; however, the commissions do not exceed the usual and customary commission that the broker-dealers would charge their own customers. As a general matter, MFMHKL can execute agency transactions on behalf of clients with related broker-dealers only if MFMHKL has determined in good faith that the client will receive best execution in the transaction, and only in compliance with applicable law and regulations, MFMHKL's policies and procedures, and in accordance with the consent of clients to these kinds of transactions. Executing transactions with affiliates of MFMHKL presents conflicts of interest, including that MFMHKL affiliates will earn fees with regard to such transactions.

Proprietary Account Trading

In accordance with the Macquarie Group's policy, MFMHKL may invest and manage proprietary capital in certain products and strategies also managed by MFMHKL for clients; these investments may be hedged against market risk, while client assets may not be so hedged. The portfolio management and trading of the proprietary capital investment as well as any associated hedge activity is undertaken in accordance with MFMHKL policies and

procedures. Proprietary capital may not perform the same as similarly managed client accounts for a variety of reasons, including regulatory restrictions on the type and amount of securities in which the proprietary capital may be invested, differential credit and financing terms, as well as any hedging transactions. While MFMHKL acts solely in the best interests of its clients, these circumstances may give rise to the appearance of a conflict of interest.

MFMHKL maintains various policies regarding Code of Conduct, Personal Dealing, Gifts and Entertainment, Personal Conflicts of Interest and Conflicts of Interest generally that are designed to mitigate actual or potential conflicts of interest. Copies of these policies are available upon request.

MFMHKL imposes restrictions on the ability of its employees and their supervised persons to invest in securities that may be recommended or traded in MFMHKL's client accounts. This policy 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 mutual fund transactions (including transactions in closed end mutual funds, excluding money market funds and other mutual funds specifically designed for short-term investment).

Pursuant to this policy, employees are required to pre-clear all of their personal securities transactions in securities that are not exempt from the policy. Employees must also receive prior approval before purchasing any securities in a private placement or pursuant to an initial public offering. 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 MFMHKL's obligations to its clients.

Item 12: Brokerage Practices

Selection of Broker-dealers

MFMHKL's ability to determine the securities bought and sold as well as the amount bought and sold is limited by the investment objectives of the client and the diversification and other requirements of the mandate agreed with the client and documented in the client agreement.

When selecting brokers and dealers to execute transactions, MFMHKL will consider several different factors, including, among others, a broker's and dealer's quality of execution (for example, accurate and timely execution, clearance and error/dispute resolution); reputation, financial strength and stability of the party; ability to execute block trading and block positioning capabilities; willingness to execute difficult transactions; willingness and ability to commit capital; access to underwritten offerings and secondary markets; ongoing reliability; overall costs of a trade (net price paid or received); nature of the security and the available market makers; desired timing of the transaction and size of trade; confidentiality of trading activity; market intelligence regarding trading activity and the value of research and brokerage services provided.

MFMHK may also utilize brokers providing research and brokerage services even though lower commissions may be charged by brokers not offering such services. Commonly referred to “soft dollar” arrangements, MFMHK will acquire brokerage and research services that provide lawful and appropriate assistance to MFMHK in carrying out its’ investment decision-making responsibilities. Under these arrangements, rather than spending “hard dollars” (cash) MFMHK obtains brokerage and research services from a broker in exchange for commissions. MFMHK intends for these arrangements to comply with Section 28(e) of the Securities Exchange Act of 1934.

In addition, client commission arrangements have been implemented with specific brokers by which MFMHK contracts for brokerage services at a specified commission rate with a portion of the commissions generated being deposited in a separate commission “pool”. MFMHK will periodically direct the broker to pay specified dollar amounts from that pool for eligible research services rendered by another provider. Payment to the research provider is not conditioned, directly or indirectly, on the execution of any particular transaction(s) in securities that are analysed by the research service. Further, the research service provider does not perform other functions typically characteristic of broker-dealers activity (i.e. execute, clear or settle securities transactions). The determination as to eligibility and the value of the research services received is the sole independent responsibility of MFMHK under its soft dollar arrangement procedures. Neither the research services nor the amount of brokerage given to a particular broker-dealer are made through an arrangement or commitment that would obligate MFMHK to pay selected broker-dealers for the services provided.

In certain cases, a research service may serve additional functions that are not related to the making of investment decisions (such as accounting, record keeping or other administrative matters). Where a product obtained with commissions has such a mixed use, MFMHK will make a good faith allocation of the cost of the product according to its use. MFMHK will not use soft dollars to pay for services that provide only administrative or other non-research assistance.

The use of client commissions to obtain research and brokerage products and services raises conflicts of interest to the extent that MFMHK will not have to pay for the products and services itself. This creates an incentive for MFMHK to select or recommend a broker-dealer based on its interest in receiving those products or services, rather than MFMHK’s clients’ interest in receiving the most favourable execution. To monitor this conflict, MFMHK staff will periodically meet to review the brokerage and research products it obtains from brokers and the commissions charged with respect to such products to determine whether the commissions are reasonable in relation to the value of the brokerage and research products. This determination will be viewed in terms of either the specific transaction or MFMHK’s overall responsibilities to the accounts or portfolios over which MFMHK exercises investment discretion. The benefits derived from a particular broker in return for commission business may be used in serving some or all of MFMHK’s clients. In addition, some research or other benefits may not necessarily be used by MFMHK in servicing the clients whose commission dollars provided for the benefit or research.

Client Referrals

MFMHKL does not engage in broker referral activities, but has related persons that do engage in these activities.

Directed Brokerage

Clients may direct MFMHKL to use specific broker-dealers. If a client directs MFMHKL to use a specific broker-dealer, it may lose any discounts that MFMHKL may negotiate on aggregated transactions, it may pay higher transaction costs or brokerage commissions and MFMHKL may be unable to achieve the most favorable execution. Directing MFMHKL to use a particular broker-dealer might also affect the timing of a client's transaction. There may be times when MFMHKL may not trade with a client's directed broker-dealer until all non-directed brokerage orders are completed.

Aggregation of Client Orders

MFMHKL's policy is to ensure that investment opportunities are allocated fairly and equitably, over time, among all of the portfolio managers' clients, whether through MFMHKL or its affiliates, and taking into account each client's circumstances, including but not limited to, investment objectives and risk tolerance.

On occasion, MFMHKL may effect purchases or sales of the same security for two or more of its clients. MFMHKL may aggregate these purchase or sale orders if the following conditions are met:

- Each of MFMHKL's clients will receive individual investment advice and treatment.
- MFMHKL determines that the purchase or sale of the security is consistent with the investment objectives of, and is otherwise in the best interests of, each client.
- MFMHKL does not favor one client over any other client, over time.
- MFMHKL will review these procedures and their application at least annually to ensure that no client is being systematically disadvantaged as a result of the aggregation of orders. MFMHKL will revise these procedures should any client be systematically disadvantaged by the aggregation of orders.

Item 13: Review of Accounts*Equity Portfolios*

Depending on the portfolio clients receive daily or monthly performance, NAV's and portfolio listings. Portfolio reports detailing performance, attribution, market review, etc. are distributed at least quarterly but more often monthly.

Equity portfolios are reviewed by the portfolio managers on a daily basis.. The nature of the review will depend on the nature of the account, with broadly two approaches, as follows:

- For quantitative investment mandates, a daily rebalance requires the portfolios to be run through the portfolio construction process which includes rerunning the quantitative models for the quant based portfolios or analysts reviewing their stocks for the

- fundamental portfolios;
- For fundamental investment mandates, daily positions and account balances are compared with account mandate parameters to ensure that compliance is maintained. At least weekly, a broader team meeting (which includes investment analysts) considers opportunities for any major portfolio changes such as new inclusions, exits, profit taking etc.

In addition, the portfolios are monitored on a daily basis by an independent risk and compliance team. The independent team ensures the portfolios are managed within their stated investment guidelines.

Item 14: Client Referrals and Other Compensation

A. Other Compensation

MFMHKL does not receive any economic benefit from anyone who is not a client in relation to the provision of investment advisory services to its clients.

B. Compensation for Client Referrals

From time to time, MFMHKL may pay fees for client referrals as permitted by Section 206(4)-3 of the Advisers Act. These fees typically involve the payment of a portion of the asset based investment management fee and/or performance fee paid to MFMHKL by the client. Other related party investment advisers may similarly compensate persons for clients referred to them. MFMHKL does not receive such compensation.

An affiliate of MFMHKL, Macquarie Services, leverages the purchasing demand of the Macquarie Group and its portfolio businesses to negotiate agreements with unaffiliated vendors such as insurance companies, employee benefit companies and office supply companies. The terms of these agreements aim to provide better pricing and service levels than each portfolio business could typically obtain on its own. Management at the portfolio businesses evaluates each vendor offer based on its own merits relative to other options in the marketplace and makes its own decision as to whether to participate. When a company participates, Macquarie Services may, subject to certain conditions, be able to receive a commission or rebate from the vendor. Such rebates are typically calculated as a percentage of company spendings (typically 2% to 5%, depending on vendor, product and whether the company entering into the contract is a new or existing customer).

Item 15: Custody

MFMHKL does not currently maintain custody of any client assets. However an affiliated entity of MFMHKL is providing custody services.

Item 16: Investment Discretion

Generally, MFMHKL is retained on a discretionary basis and authorized to make the determinations in accordance with clients' specified investment objectives without client consultation or consent before a transaction is effected.

Before assuming discretionary authority, MFMHKL requires a client to enter into a written investment management agreement with MFMHKL. Any limitations on MFMHKL's discretion in the case of a particular client will be agreed in advance and set forth in the investment management agreement between MFMHKL and such client. For registered investment companies, MFMHKL's authority to trade may also be limited by certain federal securities and tax laws.

Item 17: Voting Client Securities

In accordance with SEC requirements, MFMHKL has adopted proxy voting policies and procedures contained in its Proxy Voting Policy (the "Policy") to address how MFMHKL will vote proxies, if applicable, for its clients. The Policy seeks to ensure that, if applicable, MFMHKL votes proxies (or similar instruments) in the best interest of its clients, including when there may be material conflicts of interest in voting proxies. For this purpose, "best interest" means in the best economic interest of each client or account and its shareholders, as investors, without regard to any self-interest which MFMHKL, its management or affiliates might have in a particular voting matter or any interest which its clients' shareholders may have other than their economic interest, in common, as investors.

In certain cases, such as where the investment style of a given mandate does not involve detailed qualitative analysis of underlying issuers, MFMHKL may instead adopt a policy of non-exercise of proxy votes for a given mandate.

Clients may obtain a copy of MFMHKL's Proxy Voting Policy, or, if applicable, information regarding how MFMHKL voted proxies, upon request.

Item 18: Financial Information

A. Balance Sheet

MFMHKL does not permit prepayment of fees. As such, it is not required to provide a balance sheet for the most recent fiscal year.

B. Financial Conditions

MFMHKL does not have custody of client funds or securities, nor does it permit prepayment of fees. MFMHKL is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitment to its clients.

C. Bankruptcy

MFMHKL has never been the subject of a bankruptcy petition.

