

**YULAN CAPITAL MANAGEMENT LLC  
PART 2A OF FORM ADV: FIRM BROCHURE**

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**This brochure provides information about the qualifications and business practices of Yulan Capital Management LLC (“Yulan” or the “Firm”). If you have any questions about the contents of this brochure, please contact Yulan’s Chief Compliance Officer, Hyacinth Chu, at (212) 203-4591 or [hchu@yulancapital.com](mailto:hchu@yulancapital.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Any reference to Yulan as a registered investment adviser does not imply a certain level of skill or training.**

**Additional information about Yulan is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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***Item 2: Material Changes***

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This Brochure serves as an update to Yulan's initial brochure dated March 29, 2019 and contains one material update; the SEC approved Yulan's registration on April 26, 2019.

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***Item 3: Table of Contents***

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#### ***Item 4: Advisory Business***

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Yulan Capital Management LLC (“**Yulan**” or the “**Firm**”), is a Delaware limited partnership with a principal office location in New York, NY. The Firm was founded in July 2013 by Lilian Zhou, who is also the principal and direct owner. Yulan is an investment management firm that provides advisory services on a discretionary basis to privately offered, pooled investment vehicles, intended for investment by accredited investors under Rule 501 of Regulation D of the Securities Act of 1933, as amended. The Firm provides advisory services to Yulan Cayman Offshore Fund, Ltd., a Cayman Islands exempted limited partnership, Yulan Onshore Fund, LP, a Delaware limited partnership (collectively, the “**Feeder Funds**”) and Yulan Cayman Master Fund, LP, a Cayman Islands exempted limited partnership (the “**Master Fund**”), together, with the Feeder Funds, collectively referred to as the “**Funds**”). The Funds will rely on exemptions under Section 3(c)(1) of the Investment Company Act of 1940, as amended. Yulan GP LLC (the “**General Partner**”), a Delaware limited liability company, is the general partner of the Funds.

The Funds’ investment objective is to generate superior, long-term capital appreciation, in varying market conditions, by investing on a long and short basis in a select number of investments that have exposure to the Asia Region identified by the Firm. The investment objective of the Funds is to aim to generate outperformance over a long-term investment horizon with minimal correlation to broad equity market indices in Pan-Asia and the United States. The Funds may employ margin borrowings. The Funds primarily invest in common stock but may invest in a broad range of securities and other instruments including, without limitation, options, preferred stock, debt instruments, cash equivalents, and privately placed securities of public and private companies. The Funds will invest in securities listed in mainland China, Hong Kong, other Asian markets and any foreign country or market. While the Funds do not intend to speculate in currencies, it may use a variety of instruments to hedge foreign currency exposure. The Funds are sector agnostic and the specific allocation of securities across sectors and sub sectors will be determined by the Firm’s assessment of the opportunities available. Notwithstanding the foregoing, Yulan does not limit its investment advice to only certain types of investments.

The Firm’s advisory services are provided to its clients, the Funds, pursuant to the terms of the Funds’ relevant offering documents and based on the specific investment objectives and strategies as disclosed in the offering documents. The advisory services the Funds receive are tailored to meet the specified investment objectives and strategies as set forth in the Funds’ offering documents. The Funds may impose restrictions on investing in certain types of securities in accordance with achieving its investment objectives and strategies.

As of December 31, 2018, Yulan manages approximately \$118,975,383 in regulatory assets under management on a fully discretionary basis. Yulan does not manage any of its clients’ assets on a non-discretionary basis nor does it participate in a wrap fee program.

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#### ***Item 5: Fees and Compensation***

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Pursuant to the advisory agreement (the “**Advisory Agreement**”) between Yulan and the Funds, the Master Fund pays a monthly management fee (the “**Management Fee**”) to Yulan, in its capacity as investment manager. The Management Fee is generally equal to 1.50% annualized. The Management Fee will be calculated and paid monthly in advance, based on the value of the Capital Accounts of each Limited Partner holding Class B Interests, as of the first day of the month. The Investment Manager may elect to reduce, otherwise modify or waive the Management Fee with respect to any Limited Partner. If Capital Contributions are made at any time other than at the beginning of a calendar month, a pro rata portion of the Management Fee will be paid to the Investment Manager in respect of such Capital Contribution (based

on the actual number of days remaining in such partial month). If Capital Accounts are withdrawn at any time other than at the end of a calendar month, a pro rata portion of the Management Fee will be refunded to the Limited Partner (based on the actual number of days remaining in such partial month).

Subject to the General Partner's right to receive an Incentive Allocation as described below, the Net Income or Net Loss of the Funds (including realized and unrealized gains and losses) will be allocated to each Limited Partner and the General Partner in proportion to their respective Capital Account balance. In addition to its proportionate share of the Net Income and Net Losses based on its Capital Account balance, the General Partner will receive an allocation, generally annually, equal to 20% of the Net Income allocated for the year to each Limited Partner (the "Incentive Allocation"). An Incentive Allocation is also made as to amounts withdrawn, as of the effective time of the withdrawal by Limited Partners.

Incentive Allocations are subject to a "high water mark" provision under which the General Partner receives an Incentive Allocation from a Partner only to the extent Net Income allocated to that Limited Partner's Capital Amount exceeds any Net Losses previously allocated to it since the last date an Incentive Allocation was assessed (or the original date of contribution if no Incentive Allocation has previously been assessed). If a Partner makes a partial withdrawal or receives a distribution at a time when he or she has unrecovered losses, for purposes of calculating future Incentive Allocations those unrecovered losses will be reduced in proportion to the withdrawal. The "high water mark" provision prevents the General Partner from receiving an Incentive Allocation on Net Income that simply restores previous Net Losses. The General Partner, in its sole discretion, may waive or modify the Incentive Allocation for any Limited Partner.

With regards to expenses, the Funds bears and shall be responsible for its own expenses, including, but not limited to, investment related expenses such as the Funds' brokerage commissions, interest on margin accounts and other indebtedness, custodial fees, bank service fees, withholding and transfer fees, taxes, systems and technology expenses, third party research tools, corporate licensing fees, legal and auditing expenses, accounting, the Funds administration, outsourced risk management advisory and software, investment related consultants and travel costs that are research related, technology and computer services, the Funds related insurance costs and indemnification payments (including insurance for the Firm and General Partner), costs and expenses relating to the Funds' regulatory compliance, including, without limitation, the costs of compliance programs, regulatory inquiries and regulatory filings (including regulatory and reporting forms relating to the Funds' trading and investing), costs of Foreign Account Tax Compliance Act ("FATCA") and other tax-related compliance, expenses incurred with respect to the preparation, duplication and distribution to limited partners and prospective limited partners of Funds offering documents, annual reports and other financial information, any other services or service provider expenses deemed necessary by the General Partner on behalf of the Funds.

Each of the General Partner and Firm bears its own expenses, including office space and utilities, computer equipment and software (not otherwise paid by the Funds) and secretarial, clerical, employee related and other personnel, except as assumed by the Funds or except as paid for through the permitted use of commission dollars. The Funds also incur Brokerage fees, see additional details below in Item 12.

At the option of the General Partner, the organizational expenses of the Funds may be amortized over a period of 60 months from the date the Funds commenced operations. The amortization of organizational expenses over 60 months is not in accordance with U.S. generally accepted accounting principles and could result in an exception opinion in the auditors' report in the annual audited financial statements if the effect of the difference between amortization and recognition of these expenditures when incurred is deemed material to the financial statements.

Finally, neither Yulan, nor any of its supervised persons, are compensated for the sale of securities or other investment products or mutual funds. Additionally, Yulan does not charge its clients advisory fees over and above commissions or markup fees for the purchase and sale of securities for client portfolios.

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***Item 6: Performance-Based Fees and Side-by-Side Management***

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Yulan is entitled to receive a performance allocation, as outlined above in Item 5 . The Firm understands that potential conflicts of interest associated with performance-based fees could arise. Performance-based fees may create an incentive for the Firm to cause the Funds to make investments that are riskier or more speculative than if there were no performance-based fees. However, Yulan manages the Funds in accordance with its investment strategy and any restrictions set forth in the Funds' organizational documents so that investors in the Funds are aware of the applicable investment strategy, restrictions, and risks. Additionally, Yulan has adopted a Code of Ethics (described in Item 11 below) that addresses potential conflicts of interests and requires, in any situation where the interests of Yulan's clients are at stake, the clients should be treated fairly and have priority over the economic interests of employees or the Firm. No conflict exists whereby a client with a performance-based fee is managed side-by-side with another client.

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***Item 7: Types of Clients***

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Yulan provides discretionary investment management services to private, pooled investment vehicles offered to accredited investors as defined under federal securities law, as described above in Item 4. The respective minimum initial and subsequent subscription amounts are detailed within the Funds' offering documents. The Firm may, in its sole discretion, elect to reduce or waive the minimum thresholds for subscription amounts with respect to any investor.

The Firm can, but does not currently provide, discretionary investment advisory services to separately managed accounts. Separately managed accounts may be set-up for certain large or strategic investors, at the Firm's sole discretion, and will be subject to individually negotiated terms.

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

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The investment objective is discussed in Item 4 above. Investment in the Funds involves significant risks and is suitable only for investors who can bear the economic risk of the loss of their entire investment and who have limited need for liquidity in their investment. There can be no assurance that the Funds will achieve their investment objectives. Investment in the Funds carries with it the inherent risks associated with investments in equities, equity-related securities, the use of leverage and short sales. Each prospective investor should carefully review the Funds' offering documents and the agreements referred to therein prior to deciding to invest in a fund.

General Investment and Trading Risks. An investment in the Funds involves a high degree of risk, including the risk that the entire amount invested may be lost. The Funds invest in securities and other financial instruments using strategies and investment techniques with significant risk characteristics. No guarantee or representation is made that the Funds' program will be successful. The Funds' investment program may utilize investment techniques including, but not limited to option transactions, margin transactions, short sales, forwards, leverage and derivatives trading, the use of which can, in certain circumstances, maximize the adverse impact to which the Funds may be subject.

Equity Investments. The Funds' equity investments may involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There are no absolute restrictions in regard to the size or operating experience of the companies in

which the Funds may invest (and relatively small companies may lack management depth or the ability to generate internally, or obtain externally, the funds necessary for growth and companies with new products or services could sustain significant losses if projected markets do not materialize). Equity prices are directly affected by issuer specific events, as well as general market conditions. In addition, in many countries investing in common stocks is subject to heightened regulatory and self-regulatory scrutiny as compared to investing in debt or other financial instruments.

Small- and Mid-Cap Risks. A portion of the Funds' assets may be invested in securities of small-cap and mid-cap issuers. While in the Firm's opinion the securities of small- and mid-cap issuers may offer the potential for greater capital appreciation than investments in securities of large-cap issuers, securities of small-cap issuers may also present greater risks. For example, some small- and mid-cap issuers often have limited product lines, markets, or financial resources. They may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger-cap issuers. The market prices of securities of small- and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers. Transaction costs in securities of small- and mid-cap issuers may be higher than in those of large-cap issuers.

Exchange Traded Funds. The Funds may invest in exchange-traded funds ("ETFs"), which are a type of index fund bought and sold on a securities exchange. The risks of owning an exchange traded fund ("ETF") generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile and ETFs have management fees that increase their costs. ETFs are also subject to other risks, including: (i) the risk that their prices may not correlate perfectly with changes in the underlying index; and (ii) the risk of possible trading halts due to market conditions or other reasons that, in the view of the exchange upon which an ETF trades, would make trading in the ETF inadvisable. An exchange-traded sector fund may also be adversely affected by the performance of that specific sector or group of industries on which it is based.

Derivative Investments. The Funds may invest and trade in a variety of derivative instruments, both to hedge the Funds' portfolio and for profit. Derivative instruments or "derivatives" include options and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset, and thus the Funds' ability to profit or avoid risk through investment or trading in derivatives will depend on the Firm's ability to anticipate changes in the underlying assets, reference rates or indices. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading.

Risks of Investments in Options. Investing in options can provide greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset, or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (i.e., the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (i.e., sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

Use of Leverage and Financing. The Funds may leverage its capital because the General Partner believes that the use of leverage may enable the Funds to achieve a higher rate of return. Accordingly, the Funds may pledge securities in order to borrow additional funds for investment purposes. The Funds may also leverage investment returns with options, short sales, swaps, forwards and other derivative instruments. The amount of borrowings which Funds may have outstanding at any time may be substantial in relation to its capital. There is no limit on the Funds' ability to borrow or use leverage. While leverage presents opportunities for increasing the Funds' total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment by the Funds would be magnified to the extent of Funds' leverage. The cumulative effect of the use of leverage by the Funds in a market that moves adversely to the Funds' investments could result in a substantial loss to the Funds which would be greater than if the Funds were not leveraged. The use of short-term margin borrowings results in certain additional risks to the Funds. For example, should the securities pledged to brokers to secure the Funds' margin accounts decline in value, the Funds could be subject to a "margin call", pursuant to which the Funds must either deposit additional funds or securities with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of the Funds' assets, the Funds may not be able to liquidate assets quickly enough to satisfy its margin requirements. The Funds may borrow by entering into reverse repurchase agreements. Under a reverse repurchase agreement, the Funds sell securities and agree to repurchase them at a mutually agreed date and price. Reverse repurchase agreements may involve the risk that the market value of the securities retained in lieu of sale by the Funds may decline below the price of the securities the Funds sold but are obligated to repurchase. In the event the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, such buyer or its trustee or receiver may receive an extension of time to determine whether to enforce the Funds' obligation to repurchase the securities and the Funds' use of the proceeds of the reverse repurchase agreement may effectively be restricted pending such decision. To the extent that, in the meantime, the value of the securities that the Funds have purchased has decreased, the Funds could experience a loss. The financing used by the Funds to leverage their portfolio is extended by securities brokers-dealers in the marketplace in which the Funds invest. While the Funds attempt to negotiate the terms of these financing arrangements with such brokers-dealers, ability to do so is limited. The Funds are therefore subject to changes in the value that the broker-dealer ascribes to a given security or position, the amount of margin required to support such security or position, the borrowing rate to finance such security or position and/or such broker-dealer's willingness to continue to provide any such credit to the Funds. Because the Funds currently has no alternative credit facility which could be used to finance its portfolio in the absence of financing from broker-dealers, it could be forced to liquidate its portfolio on short notice to meet its financing obligations. The forced liquidation of all or a portion of the Funds' portfolio at distressed prices could result in significant losses to the Funds.

Special Situations. The Funds may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction will either be unsuccessful, take considerable time or result in a distribution of cash or a new security the value of which will be less than the purchase price to the Funds of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Funds may be required to sell investments at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Funds may invest, there is a potential risk of loss by the Funds of a significant portion of its investment in such companies.

Net Cash. The Funds may hold a significant portion of its portfolio in cash and cash equivalents. This may result in the Funds' investment results underperforming market indices, or a portfolio which is 100% invested without any net cash holdings.

Highly Volatile Markets. The prices of financial instruments in which the Funds may invest can be highly volatile. Price movements of forward and other derivative contracts in which the Funds' assets may be



invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The Fund is subject to the risk of failure of any of the exchanges on which their positions trade or of its clearinghouses.

High Risk Investments. While investments in companies in certain industries offer the opportunity for significant capital gains, such investments involve a high degree of business, financial, technological and regulatory risk, which can result in substantial losses. Moreover, Funds' portfolio may include investments particularly subject to increased risk because they are in companies at an early stage of development, which have been or may go into bankruptcy, acquired as leverage buyouts subject to interest rate fluctuations, or engaged in highly competitive industries dominated by companies with substantially greater resources. As a result, the Funds may experience substantial volatility and potential for loss. The Firm believes that its investment program and research techniques moderate this risk through a careful selection of securities and other financial instruments. However, no guarantee or representation is made that the program will be successful.

Unidentified Investments; Competitive Market for Investments. The Firm may be very selective when seeking investments. The business of identifying and structuring certain transactions is competitive (and may become more competitive in the future), and involves a high degree of uncertainty. There can be no assurance that the Firm will be able to locate and complete attractive investments or that it will be able to adhere to the investment strategy outlined herein. Furthermore, there can be no assurance that the Firm will be able to invest the entire amount of the Funds' assets or that suitable investment opportunities will otherwise be identified. If the Firm is unable to identify adequate investments at any given time, a significant portion of the Funds' assets may be held in cash or equivalents, which produce low rates of return.

Hedging Transactions. The Firm is not required to attempt to hedge portfolio positions in the Funds and, for various reasons, may determine not to do so. Furthermore, the Firm may not anticipate a particular risk so as to hedge against it. The Funds may utilize financial instruments, both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of the Funds' investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the Funds' unrealized gains in the value of the Funds' investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in the Funds' portfolio; (v) hedge the interest rate or currency exchange rate on any of the Funds' liabilities or assets; (vi) protect against any increase in the price of any securities the Funds anticipate purchasing at a later date; or (vii) for any other reason that the Firm deems appropriate. The success of the Funds' hedging strategy is subject to the Firm's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Funds' hedging strategy is also subject to the Firm's ability to continually recalculate, readjust, and execute hedges in an efficient and timely manner. While the Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Funds than if it had not engaged in any such hedging transactions. For a variety of reasons, the Firm may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Funds from achieving the intended hedge or expose the Funds to risk of loss. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of the Funds' portfolio holdings.

Brokerage Commissions/Transaction Costs. During some periods, the Funds' activities may involve a high level of trading, and the turnover of its portfolio may generate substantial transaction costs. These costs will be borne by the Funds regardless of its profitability.

Short Selling. Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which the Funds engages in short sales depends upon the Firm's investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the Funds of buying those securities to cover the short position. There can be no assurance that the Funds will be able to maintain the ability to borrow securities sold short. In such cases, the Funds can be "bought in" (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position are available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Limited Diversification. The Firm intends to keep single investment at no more than 10% of the portfolio at cost in long positions or no more than 10% of the portfolio at market value in short positions (with the exception of exchange traded funds, synthetic "basket" short positions, or other hedging instruments), however, the Funds' Advisory Agreements do not limit the amount of the Funds' capital that may be committed to any single investment, industry or sector. At any given time, it is therefore possible that the Firm may select investments that are concentrated in a limited number or types of investments. This limited diversity could expose the Funds to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those investments.

Non-U.S. Securities. Investments in securities of non-U.S. issuers pose a range of potential risks which could include expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers, and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. issuers. Transaction costs of investing in non-U.S. securities markets are generally higher than in the U.S. There is generally less government supervision and regulation of exchanges, brokers and issuers than there is in the United States. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The Funds might have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Funds' performance.

Emerging Markets. In addition to the risks associated with investments outside of the United States, investments in emerging markets (i.e., the developing countries) may involve additional risks. Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the security may not exist locally, and transactions will need to be made on a neighboring exchange. Volume and liquidity levels in emerging markets are lower than in developed countries. When seeking to sell emerging market securities, little or no market may exist for the securities. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the actual circumstances being reported. The issuers of some of non-U.S. securities, such as banks and other financial institutions, may be subject to less stringent regulations than would be the case for issuers in developed countries and therefore potentially carry greater risk. Custodial expenses for a portfolio of emerging markets securities generally are higher than for a portfolio of securities of issuers based in developed countries. Many of the laws that govern private and foreign investments, securities transactions, creditors' rights and other contractual relationships in non-U.S. countries, particularly in developing countries, are new and largely untested. As a result, the Funds may be subject to a number of

unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations. Regulatory controls and corporate governance of companies in developing countries may confer little protection for investors. Anti-fraud and anti-insider trading legislation is often rudimentary. The concept of fiduciary duty is also limited when compared to such concepts in developed country markets. In certain instances, management may take significant actions without the consent of investors. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on the Funds and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in certain non-U.S. countries in which assets of the Funds are invested.

Master-Feeder Structure. The Funds invest through a “master-feeder” structure. The “master-feeder” fund structure presents certain unique risks to investors. For example, a smaller feeder fund investing in a master fund may be materially affected by the actions of a larger feeder fund investing in such master fund. If a larger feeder fund redeems its shares of a master fund, a remaining feeder fund may experience higher pro rata operating expenses, thereby producing lower returns. A master fund may become less diverse due to a redemption by a larger feeder fund, resulting in increased portfolio risk. A master fund is a single entity and creditors of such master fund may enforce claims against all assets of such master fund, including a pro rata share of assets owned by the feeder.

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***Item 9: Disciplinary Information***

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Not Applicable.

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

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Yulan and its investment personnel are not registered, and have not applied to register, as a futures commission merchant, commodity pool operator, commodity trading advisor or associated persons of a futures commission merchant. In addition, Yulan is currently not applying to register as a broker-dealer and does not intend to do so. With that, Yulan Capital Management LLC does not recommend nor select other investment advisers for its clients.

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

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Yulan has adopted a Code of Ethics (the “**Code**”) that states the requirements of the Firm, its employees, and any related persons, in fulfilling their fiduciary duty to the Funds. The Code requires all employees to act at all times in an honest and ethical manner and with the highest integrity in all dealings with clients and place the interests of the Funds ahead of those of the Firm, its employees, and/or any related persons at all times. Any exceptions to the below policies require the prior approval of the Chief Compliance Officer. Additionally, any violations of the Firm’s Code of Ethics are required to be reported to the Chief Compliance Officer for documentation and remediation.

As outlined in the Code, the Firm’s personnel, including directors, officers, partners, other persons occupying a similar status or performing similar functions and employees (collectively “**Access Persons**”) are permitted to maintain personal trading accounts subject to the following supervision: all personal accounts must adhere to the disclosure requirements and restrictions stated in the Code, which require

Access Persons and to disclose holdings in any and all personal reportable securities on both an initial and annual basis. Access Persons are required to request pre-approval for any personal trades in all reportable securities, and provide to the Chief Compliance Officer, on a quarterly basis, personal transactions in reportable securities.

Additionally, the Code details: (i) a statement of the standard of business conduct; (ii) restrictions and reporting requirements regarding the giving or receiving of gifts and/or entertainment to and/or from, among others, current or prospective investors, government officials and union officials, by any of the Firm's personnel; (iii) restrictions and reporting requirements related to political contributions; and, (iv) the requirement for all employees to acknowledge, in writing, having received and read a copy of the Code.

Any exceptions to the above guidelines need prior approval of the Chief Compliance Officer. A copy of the Code is available to clients or investors and prospective clients or investors upon their individual request.

Yulan does not engage in principal transactions. The Firm, as a fiduciary, endeavors to always make decisions in the best interests of its clients if conflicts of interest arise. Access Persons of Yulan are prohibited from using their knowledge of Funds transactions to cause any non-Funds account to profit from the market effect of such transactions or give such information to a third party who may so profit. Yulan may restrict personal trading by Access or related persons in any circumstances where Yulan considers it to be in the best interests of the Firm and/or its clients. Yulan may also reverse, cancel, or freeze any transaction or position in an account of an Access or related person that in its discretion it believes is inconsistent with the Code.

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#### ***Item 12: Brokerage Practices***

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Yulan retains full discretion to determine the broker-dealer to be used for each securities transaction for the Funds accounts. Portfolio transactions for the Funds are allocated to brokers by the Investment Manager. The Investment Manager shall utilize various brokers to execute, settle and clear securities transactions. In selecting brokers to effect portfolio transactions, the Investment Manager considers such factors as price, quality of execution, expertise in particular markets, the ability of the brokers to effect the transactions, the brokers' facilities, reliability, reputation, experience, financial responsibility in particular markets, familiarity both with investment practices generally and techniques employed by the Funds and certain brokerage or research services ("soft dollar items") provided by such brokers and clearing and settlement capabilities, subject at all times to principles of best execution, in accordance with the Investment Manager's policies and procedures. In selecting broker/dealers to execute transactions, the Investment Manager need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

Further, the amount of commissions paid by the Funds must be reasonable in light of the value of the brokerage or research services offered, taking into account various factors, including commission rates, financial responsibility and strength and ability of the broker to efficiently execute transactions. Accordingly, if the Investment Manager determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and research or investment management related services and equipment provided by such broker, the Funds may pay commissions to such broker in an amount greater than the amount another broker might charge. The Investment Manager may in its discretion change its selection of a broker for the Funds.

The General Partner may utilize soft dollars for items within the Section 28(e) "safe harbor." Research and brokerage services obtained by the use of commissions arising from the Funds' portfolio transactions may be used by Yulan in its other investment activities and thus, the Funds may not necessarily, in any particular instance, be the direct or indirect beneficiary of the research or brokerage services provided. The Funds

may be deemed to be paying for this research and other services with “soft” or commission dollars generated by the Funds transactions. These “soft dollar” commissions may be used by Yulan to pay for research and brokerage services that provide lawful and appropriate assistance to Yulan in carrying out its investment decision-making responsibilities, as permitted under the safe harbor of Section 28(e) of the Securities and Exchange Act of 1934, as amended (“**Section 28(e)**”). Consistent with Yulan’s offering documents, the Firm may choose to direct the brokerage transactions of the Funds to brokers in order to obtain research services, some of which are described below.

Section 28(e) safe harbor research services provided by brokers generally include advice, analyses and reports, and may specifically include traditional research reports analyzing the performance of a particular company or stock, certain financial newsletters and trade journals, quantitative analytical software and software that provides analyses of securities portfolios, seminars, conferences and other services that reflect substantive content (i.e., the expression of reasoning or knowledge relating to the subject matter of Section 28(e)) and provide lawful and appropriate assistance to the Firm in the performance of its investment decision-making responsibilities on behalf of the Funds.

Certain equipment and services that are ineligible as research services, such as connectivity services between the Firm and the broker and other relevant parties, trading software operated by a broker to route orders to market centers and algorithmic trading software, may, however, be eligible as “brokerage services” under the Section 28(e) safe harbor to the extent such equipment is sufficiently related to the execution, clearing and settlement of securities transactions and other incidental functions. However, “overhead expenses” such as telephone or computer terminals and other products that are not sufficiently related to order execution or fall outside the temporal standard for “brokerage” under the Section 28(e) safe harbor are not eligible.

Yulan does not participate in selecting or recommending broker-dealers in exchange for client referrals. Furthermore, Yulan does not recommend, request or require that a client direct the Firm to execute transactions through a specified broker-dealer.

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### ***Item 13: Review of Accounts***

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The Funds are reviewed on an ongoing basis to determine whether securities positions should be maintained in view of current market conditions. Furthermore, the Fund portfolios will generally be reviewed by the Adviser on a weekly basis. The review will include, among other things, suitability of the investments with respect to the offering documents, investment performance and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return. Additional or more frequent reviews may be triggered by investment performance, shifting market conditions, or other non-market risk analysis.

The Funds’ administrator will provide investors in the Funds monthly unaudited reports regarding the performance of the Funds.

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

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As noted in the response to Item 12 above, Yulan may receive certain research and brokerage products or services from broker-dealers through soft dollar arrangements. As such, the Funds may benefit from research services acquired by the Firm as a result of the brokerage transactions of the applicable client. Please see Item 12 above for further information on the Firm’s soft dollar practices, including the Firm’s procedures for addressing actual or potential conflicts of interest that arise from such practices.

Yulan does not receive a direct economic benefit from any third-party for providing investment advice or other advisory services to the Funds or related to the selection or recommendation of broker-dealers. Additionally, the Firm currently does not maintain any referral arrangements with individuals or entities that may be compensated, directly or indirectly.

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#### ***Item 15: Custody***

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Given that Yulan acts as investment adviser to the Funds, the Firm may be deemed to have custody of certain client assets under current applicable regulatory interpretations. As such, and as is required by the safekeeping requirement in Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended, all assets of the Funds are held by qualified custodians. On an annual basis, Yulan delivers to the Funds' investors audited financial statements, prepared by an independent accounting firm that is registered with and subject to inspection by the Public Company Accounting Oversight Board, within 120 days of fiscal year-end. Investors should carefully review the audited financial statements for the Funds.

In addition, each investor in the respective Fund receives monthly statements from the Administrator.

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#### ***Item 16: Investment Discretion***

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Yulan has discretionary authority to manage its clients' accounts and to make purchase and sale decisions for all its clients' accounts.

The Firm's investment strategy is set forth in detail in the applicable Funds' offering documents. Investors in the Funds do not have the ability to impose limitations on Yulan's discretionary authority. Prospective investors should carefully review all of the Funds' offering documents prior to making an investment and should consult with their legal, tax, or other advisers prior to making any investment. Prospective investors must also execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool.

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#### ***Item 17: Voting Client Securities***

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Yulan has voting authority due to the fact that it has discretionary authority over the securities held by its clients and accordingly, the Firm understands its fiduciary responsibility to monitor corporate events and to vote proxies and cast votes in the best economic interests of its clients and not put client interests second to its own economic interests. Yulan has established written policies and procedures to identify and address material conflicts of interest related to voting proxies.

All proxies sent to the Funds that are received by Yulan or any employee (to vote on behalf of the Funds) will be provided to the Operations Team. A written, as well as printed, record of each proxy received by Yulan (on behalf of its Fund(s)) will be kept in Yulan's files. Prior to voting any proxies, the Operations Team will determine if there are any conflicts of interest related to the proxy in question.

If a conflict is identified, the Managing Member will then make a determination (which may be in consultation with outside legal counsel) as to whether the conflict is material. If no material conflicts are identified pursuant to these procedures, the Managing Member will make a decision on how to vote the proxy in question. The Operations Team will vote the proxy in accordance with how the Managing Member

decides to vote as well as according to the instructions related to such proxy in a timely and appropriate manner.

In evaluating how to vote a proxy, the Managing Member will first determine whether there is a conflict of interest related to the proxy in question between Yulan and its clients. This examination will include (but will not be limited to) an evaluation of whether Yulan (or any affiliate of Yulan) has any relationship with the company (or an affiliate of the company) to which the proxy relates outside an investment in such company by the Funds of Yulan. Examples of material conflicts of interest for investment advisers include: (i) an adviser (or its affiliate) managing a pension plan, administering employee benefit plans or providing brokerage, underwriting, insurance or banking services to a company whose management is soliciting proxies or (ii) an adviser maintaining business or personal relationships with participants in proxy contests, corporate directors or candidates for directorships.

If a conflict is identified and deemed “material” by the Managing Member, Yulan may determine whether voting in accordance with the proxy voting guidelines outlined below is in the best interests of affected clients (which may include utilizing an independent third-party to vote such proxies).

Clients are not permitted to direct the Firm’s vote in a particular proxy solicitation. Clients may obtain information regarding how Yulan voted its securities by requesting records from the Chief Compliance Officer, who is responsible for retaining all records related to proxy voting. Additionally, clients may obtain a copy of the Firm’s Proxy Voting Policies and Procedures, which are included in the Firm’s Compliance Manual, upon request of the Chief Compliance Officer.

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#### ***Item 18: Financial Information***

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Yulan does not require or solicit pre-payment of more than \$1,200 in fees per client, six months or more in advance. In addition, Yulan is not aware of any financial condition that is reasonably likely to impact its ability to meet its contractual commitments to clients. Finally, Yulan has not been the subject of a bankruptcy petition at any time during the past ten years.

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