

**FORM ADV PART 2 BROCHURE**

# **JD Wealth Ltd.**

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This brochure (“**Brochure**”) provides information about the qualifications and business practices of JD Wealth Ltd. (“**JD Wealth**”), an investment adviser registered with the United States Securities and Exchange Commission (“**SEC**”). If you have any questions about the contents of this Brochure, please contact us at +86 186 0124 9911 or [hudisi@jd.com](mailto:hudisi@jd.com). The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

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

REGISTRATION WITH THE SEC AS AN INVESTMENT ADVISER DOES NOT IMPLY THAT JD WEALTH OR ANY PRINCIPALS OR EMPLOYEES OF JD WEALTH POSSESS A PARTICULAR LEVEL OF SKILL OR TRAINING IN THE INVESTMENT ADVISORY OR ANY OTHER BUSINESS.

## **ITEM 2 - MATERIAL CHANGES**

JD Wealth has not yet commenced operations. This brochure has been revised to reflect the new ownership of JD Wealth.

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## ITEM 4 - ADVISORY BUSINESS

JD Wealth is a British Virgin Islands corporation formed in July, 2016. The principal owner of JD Wealth is Fubang International Finance Group Limited, which is owned by Jingdong Digits Technology Holdings Co., Ltd. JD Wealth has not yet commenced operations.

JD Wealth is an investment advisory firm that provides investment advisory services to clients using proprietary technology available through a mobile application (“**JD Stock Mobile App**” or “**Mobile App**”). JD Wealth will initially provide investment advisory services with respect only to U.S. listed Exchange-Traded Funds (“**ETFs**”). JD Wealth expects in the future to expand the universe of securities with respect to which it provides advice to include publicly traded stocks of U.S. companies, non-U.S. securities and other types of securities.

JD Wealth will offer clients a wealth management program that assists clients in developing investment portfolios based upon various criteria specified by each client. Each client will be required to provide information about the client’s individual financial situation and needs, investment objectives, investment restrictions and risk tolerances. JD Wealth will evaluate the information provided, with particular emphasis on each client’s stated investment objectives and risk tolerance, and then use proprietary technology to develop and recommend investment portfolios to the client. Initially portfolios will consist only of ETFs. JD Wealth will also recommend changes in the portfolio from time to time. The client will have the discretion to accept or reject (in whole and not in part) any recommendation of JD Wealth, and may accept any recommendation with a single “click”. If a client accepts the recommendation, the trades will be executed on behalf of the client through an account established in the name of the client through the JD Stock Mobile App with DriveWealth, LLC (“**DriveWealth**”), a non-affiliated, U.S. registered broker-dealer firm. Orders will be sent for execution through DriveWealth, which will also hold the securities for the client.

JD Wealth will assess a client’s investment objectives, needs and risk profile through a questionnaire that must be completed by each client via the JD Stock Mobile App. The JD Stock Mobile App will allow each client to update the client’s investment and risk profile, which will typically result in recommended changes to the client’s investment portfolio composition based upon the new investment and risk profile. Each client will receive private login credentials to the JD Stock Mobile App, where the client can view the client’s current holdings, transactions and account history. JD Wealth will reassess client portfolios on a periodic basis to tailor the portfolio to the client’s indicated financial situation and investment objectives.

In the future, JD Wealth may also offer clients the opportunity to select different investment strategies or programs developed by JD Wealth or other investment advisers selected by JD Wealth, and may also offer advisory services on a discretionary basis.

JD Wealth will not initially participate in any wrap fee programs, but expects to do so in the future, and will update this Brochure at that time.

JD Wealth currently has no client assets under management.

## ITEM 5 - FEES AND COMPENSATION

JD Wealth charges each client a quarterly advisory fee at an annual rate of 0.25% of each client's assets under management, payable quarterly in arrears. The JD Stock Mobile App provides more complete and current information on the fees payable to JD Wealth, and should be reviewed carefully by each prospective client.

Each client must authorize DriveWealth, the custodian of the client's assets, to charge the client's account directly for the amount of JD Wealth's fee and to pay such fee directly to JD Wealth. The fees payable to JD Wealth by individual clients are not negotiable, although JD Wealth may from time to time offer fee discounts, rebates or other promotional programs. In addition, JD Wealth receives a referral fee from DriveWealth for each referral of a non-U.S. client.

Other than the fees described above, JD Wealth does not receive any direct or indirect compensation related to investments that are purchased or sold for client accounts.

The fee paid to JD Wealth by each client is exclusive of (and each client will be required to pay) brokerage commissions, transfer and withholding taxes, wire transfer and electronic fund fees, and other fees, taxes and expenses that may be incurred by the client, including brokerage fees charged to the client by DriveWealth. See Item 12 for more information about brokerage commissions to be incurred by client accounts.

ETFs also charge internal management fees and incur other operating expenses, which are disclosed in each ETF's prospectus. Such charges and expenses are exclusive of and in addition to JD Wealth's fee. JD Wealth does not receive any portion of the fees paid by ETFs.

## **ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

JD Wealth does not receive any performance-based fees or compensation from its clients.

## **ITEM 7 - TYPES OF CLIENTS**

JD Wealth's services are offered primarily to natural persons. Generally, each client must invest a minimum dollar amount of US\$100 in order to open an account with JD Wealth.

## **ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

JD Wealth provides clients with investment advice based on proprietary technology that was developed by JD Wealth based on Modern Portfolio Theory ("MPT"). MPT attempts to maximize a portfolio's expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by selecting the proportions of various asset classes rather than selecting individual securities.

To employ MPT properly, one must start with an accurate determination of an individual's investment objectives and subjective tolerance for risk. JD Wealth accomplishes this by applying sophisticated algorithms to detailed questions that each client is required to answer as part of the JD Wealth account opening process. Based on this risk analysis, JD Wealth seeks to create an individualized investment plan for each client, using the optimal asset classes in

which to invest, the most efficient and inexpensive securities to represent each of those asset classes, and the ideal mix of asset classes, in each case as determined by JD Wealth based upon the client's identified investment objectives and risk profile.

JD Wealth uses Mean Variance Optimization to rigorously evaluate possible combinations of candidate securities and ETFs. Mean Variance Optimization uses the expected return and volatility for each asset class and the covariance among asset classes to find the combination that should be expected, based upon historical performances, to deliver the highest possible return for any given standard deviation of a portfolio's returns. JD Wealth then uses the Black-Litterman Model to combine the equilibrium returns and investment views into a target portfolio.

JD Wealth will use ETFs to represent many asset classes, and periodically reviews a very broad population of ETFs in order to identify the most appropriate ETFs to represent each asset class. JD Wealth generally selects ETFs that are expected to have sufficient liquidity to allow client withdrawals at any time. JD Wealth continuously monitors its clients' portfolios and periodically rebalances them back to the clients' target investment objective and risk profile mix in an effort to optimize returns for the desired level of risk.

In the future, JD Wealth may offer clients the opportunity to select different investment strategies or investment programs developed by JD Wealth or other investment advisers selected by JD Wealth that use different methodologies and technologies to develop recommended investment portfolios for clients.

## **Risk Considerations**

Although investment in securities (including ETFs) may result in significant returns to JD Wealth's clients, they also involve a substantial degree of risk. JD Wealth cannot guarantee any level of performance or that any client will avoid a loss. When entering a client agreement with JD Wealth, each client must agree to bear the risk of loss.

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks are not intended to be exhaustive, but should be considered carefully by a prospective client before retaining JD Wealth's services, together with the full text of this Brochure, the information provided on the JD Stock Mobile App and the client agreement.

*Investment and Trading Risks in General* – All investments recommended by JD Wealth risk the loss of capital. No guarantee or representation is made that trades made or recommended by JD Wealth in any client's account will be successful, and the value of any investment may vary substantially over time.

*Market Risk* – Market risk is the possibility of losses due to factors that affect the overall performance of the financial markets. Market risk, also called "systematic risk," cannot be eliminated through diversification, though it can be hedged against. The investments recommended by JD Wealth will be affected by events and economic, political, social and other factors such as: inflation, availability of credit, interest rates, equity and commodity

prices, short term and long term economic trends, currency exchange controls, national and international political situations, and social or political unrest. Economic and market forecasts and predictions are inherently uncertain in nature. JD Wealth has no control over these factors, each of which may have positive or negative impacts on the performance a client's account.

*Advisory Risk* – There is no guarantee that JD Wealth's judgment or investment recommendations or decisions about a particular security or asset class will produce the results desired by the client. JD Wealth's judgment may prove to be incorrect, and a client might not achieve his or her investment objectives. JD Wealth may also make future changes to the investing algorithms and advisory services that it provides. JD Wealth and its representatives are not responsible for any losses, unless caused by a breach by JD Wealth of its fiduciary duty to each client.

*Volatility and Correlation (Model) Risk* – The success of future recommendations by JD Wealth will depend in part on proprietary algorithms and models developed by JD Wealth being an accurate predictor of future market prices and volatility, which in turn generally depends upon a continuation of past correlations between market returns of specific asset classes and the factors used in the models. Although JD Wealth's asset selection process is based on a careful evaluation of past price performance and volatility of different assets and asset classes in order to evaluate future probabilities, there is no assurance that the algorithms developed by JD Wealth will be successful in the future. To the extent that such algorithms or the assumptions underlying them are not correct, investors may not achieve their objectives, or may sustain losses. It is possible that different or unrelated asset classes may exhibit similar price changes in similar directions which may adversely affect a client, and may become more acute in times of market upheaval or high volatility. Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.

*Liquidity and Valuation Risk* – High volatility and/or the lack of deep and active liquid markets for a security (including an ETF) may prevent a client from selling his or her securities at all, or at an advantageous time or price, or force a client to sell at a significant discount to market value. Some securities (including ETFs) that hold or trade financial instruments may be adversely affected by liquidity issues affecting the underlying securities or other assets in their portfolios. While JD Wealth values the securities held in client accounts based on reasonably available exchange-traded data, JD Wealth may from time to time receive or use inaccurate data, which could adversely affect security valuations, transaction size for purchases or sales, and/or the advisory fees paid by a client to JD Wealth.

*Credit Risk* – JD Wealth cannot control, and clients are exposed to, the risk that financial intermediaries or security issuers may experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. This risk applies to assets held on deposit with any broker, notwithstanding asset segregation and insurance requirements that are intended to protect broker clients generally. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of securities. Finally, any issuer of securities may experience a credit event that could impair or erase the value of the issuer's securities held by a

client. JD Wealth seeks to limit credit risk by generally investing in ETFs traded on major markets, which are generally subject to regulatory limits on concentration, asset segregation and leverage; however, certain ETFs may involve higher credit risk because they are not structured as a registered fund.

*Operational Risk* – JD Wealth is responsible for developing, implementing and operating appropriate systems and procedures to execute all investment transactions and monitor risk on behalf of each client. JD Wealth will rely on its execution, financial and other data processing systems to trade, clear and settle all transactions, to evaluate and monitor potential and existing portfolio investments, and to generate risk management and other reports. Certain of JD Wealth's operations are dependent upon systems operated by third parties, including in particular DriveWealth, as well as electronic exchanges, other execution platforms and their various service providers. JD Wealth may not be in a position to verify the reliability of such third-party systems or data. Failure of or errors in such systems could result in mistakes or delays in the execution, confirmation or settlement of transactions for clients, or in transactions not being properly booked, evaluated or accounted for. The increasing reliance on internet-based programs and applications to conduct transactions and store data also creates increased security risks. Targeted cyber-attacks, or accidental events, can lead to a breach in computer and data systems and access by unauthorized persons to sensitive transactional or personal information. Data taken in breaches may be used by criminals to commit identity theft, obtain loans or payments under false identities, and other crimes. Cybersecurity breaches at JD Wealth, DriveWealth or their service providers or counterparties may directly or indirectly affect clients, and could lead to theft, data corruption, interference with business operations, disruption of operational systems, interference with JD Wealth's or DriveWealth's ability to execute transactions, direct financial loss or reputational damage, or violations of applicable laws related to data and privacy protection and consumer protection.

*Legislative Risk* – The performance of investments may directly or indirectly be affected by government legislation or regulation, which may include: changes in investment advisor or securities trading regulation; change in the U.S. or any other government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in U.S. and other tax laws that could affect interest income, income characterization and/or tax reporting obligations. JD Wealth does not engage in financial or tax planning, and in certain circumstances a client may incur taxable income on his or her investments without a cash distribution to pay the tax due.

*Foreign Investing and Emerging Markets Risk* – Foreign investing involves risks not typically associated with U.S. investments, and the risks may be exacerbated further in emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social and economic developments affecting one or more foreign countries. In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry participants. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that may



jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.

*ETF Risks, including Net Asset Valuations and Tracking Error* – JD Wealth will use ETFs as vehicles to gain exposure to many asset classes. ETFs are marketable securities that track an index, a basket of assets, a commodity or other assets and whose shares are bought and sold on a securities exchange. Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and therefore may be more susceptible to actions by hedge funds and other investors that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral and the liquidity of the supporting collateral. Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant fluctuations in the market price of the ETF.

ETF performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because: 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depositary Receipts, or other securities for which expenses and commission rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuations may be limited or inaccurate.

Clients should be aware that, to the extent they invest in ETFs, they will effectively pay two levels of advisory fees - advisory fees charged by JD Wealth plus any management fees charged by the manager or sponsor of the ETF. This scenario may cause a higher advisory cost (and potentially lower investment returns) than if the client purchased the ETF or underlying securities directly.

An ETF typically includes embedded expenses that may reduce the ETF's net asset value, and therefore directly affect the ETF's performance and indirectly affect a client's portfolio performance. Expenses of an ETF may include investment advisor management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. ETF tracking error and expenses may vary.

*Inflation, Currency, and Interest Rate Risks* – Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest

payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of U.S. dollar-denominated assets may be affected by the risk that currency devaluations affect client purchasing power.

*Risks Associated with Short Positions* – JD Wealth’s investment recommendations may include ETFs which hold short positions, in anticipation of profiting from a decline in the price of the underlying securities or assets. If the price increases, an investor will lose money. If a large number of short sellers try to cover their positions in a stock, it can drive up the price of the stock even faster. There is no way to accurately predict when a stock will fall (or rise for that matter). The value the market places on a stock does not always match the values attributable to its underlying metrics.

## **ITEM 9 - DISCIPLINARY INFORMATION**

JD Wealth and its management persons have not been the subject of any material legal proceeding required to be disclosed in response to this item.

## **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

None of JD Wealth or its management persons are registered as a broker-dealer or a registered representative of a broker-dealer, although an affiliate may register as a broker-dealer in the future. In addition, JD Wealth and its management persons are not affiliated with any broker-dealer.

None of JD Wealth or any of its management persons are registered as a registered futures commission merchant, commodity pool operator or commodity trading advisor.

JD Wealth may in the future offer investment programs developed by other investment advisers selected by JD Wealth. In that event, it is expected that a portion of the advisory fees received by JD Wealth from the client will be paid to or shared with such other advisers.

## **ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

JD Wealth has adopted a code of ethics expressing JD Wealth’s commitment to ethical conduct (“**Code of Ethics**”). JD Wealth’s Code of Ethics describes its fiduciary duties and responsibilities to its clients, and sets forth JD Wealth’s policies on the receipt of gifts by employees and for monitoring the personal securities transactions of supervised persons. Under the Code of Ethics, all supervised personnel have a duty to act only in the best interests of JD Wealth’s clients, and all potential conflicts of interest and violations of the Code of Ethics must be promptly reported to JD Wealth’s Chief Compliance Officer (“CCO”). All supervised personnel must acknowledge the terms of the Code of Ethics annually, or as amended. It is the policy of JD Wealth that no person employed by JD Wealth shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients.

The Code of Ethics contains policies and procedures with respect to personal securities

transactions by employees and related accounts that are designed to prevent front-running, scalping, the misuse of inside information and other improper activities. Employees must report all personal securities transactions to the CCO (or a designee) on at least a quarterly basis, and must obtain the prior approval of the CCO for certain categories of personal securities transactions, including participation in private placements and initial public offerings. The CCO (or a designee) monitors all transactions by employees in order to identify any pattern of conduct that may evidence conflicts or potential conflicts with the principles and objectives of the Code of Ethics, violations of applicable law, or other inappropriate behavior.

JD Wealth anticipates that clients of JD Wealth may invest in securities in which employees of JD Wealth may also own an interest. Subject to complying with the Code of Ethics, employees of JD Wealth may trade for their own accounts in securities that are recommended to and/or held by JD Wealth's clients. Employee trading is regularly monitored by the CCO.

Employees' accounts may trade in the same securities with client accounts on an aggregated basis. In such circumstances, employee and client accounts will share commission costs equally and receive securities at a total average price. JD Wealth will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis.

JD Wealth requires that all individuals act in accordance with all applicable U.S. federal and state and other applicable laws and regulations governing investment advisory practices. JD Wealth's Code of Ethics also includes the firm's policy prohibiting the use of material non-public information. Any individual not in observance of any of the above policies may be subject to discipline or termination.

JD Wealth will provide a complete copy of its Code of Ethics to any client upon request.

## **ITEM 12 - BROKERAGE PRACTICES**

JD Wealth directs all of its brokerage and custody of client assets to DriveWealth. DriveWealth provides trade execution and clearing services in addition to traditional brokerage and custody services.

In order to seek better trade execution and reduce brokerage costs, JD Wealth will ordinarily aggregate orders for the purchase and sale of securities for a client's account with orders on behalf of other clients. In such event, the average price of the securities purchased or sold in such a transaction may be determined and a client may be charged or credited, as the case may be, the average transaction price. As a result, the price may be less favorable to the client than it would be if the transactions were executed on an individual account basis.

JD Wealth does not expect to receive any "soft dollar" benefits in the form of research or other products in connection with client transactions. JD Wealth also does not use client commission money to compensate or otherwise reward any brokers for client referrals.

JD Wealth does not have any arrangements to compensate any broker-dealer for client referrals.

### **ITEM 13 - REVIEW OF ACCOUNTS**

Each JD Wealth client will have continuous access to the JD Stock Mobile App, which provides information about each client's account status, portfolio allocations, securities holdings, transactions and balances. Proprietary as well as commercially available software is used to review all client portfolios at least quarterly in order to ensure that each client's investment portfolio is consistent with the client's investment objectives and risk profile. JD Wealth may recommend changes to a client's portfolio based on changes to a client's individual circumstances, investment objectives or risk profile, or the market, political or economic environment or other developments.

All information relating to each client's account is available to the client through the JD Stock Mobile App. On a quarterly basis, JD Wealth may review each client account and will remind each client to review and update the client profile information previously provided to JD Wealth. All accounts will initially be reviewed by Yipu Gao, Portfolio Analyst.

JD Wealth will request that each client reconfirm the client's current profile information as needed and on at least a quarterly basis. JD Wealth conducts reviews when material changes may have occurred to a client's portfolio or investment objectives or risk profile.

### **ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

JD Wealth does not presently pay for third-party client referrals.

### **ITEM 15 - CUSTODY**

JD Wealth does not maintain custody of any client funds or securities. JD Wealth has selected DriveWealth to maintain custody of all client assets.

Account information, including trade confirmations and monthly account statements, will be available to each client through each client's online account through the JD Stock Mobile App.

### **ITEM 16 - INVESTMENT DISCRETION**

Upon execution of a client agreement, and the creation of a client profile, JD Wealth will recommend the identity and amount of securities to be bought or sold for each client account, and the timing of transactions. Each client is free to accept or not accept (in whole but not in part) any of JD Wealth's recommendations.

At any time, a client may instruct JD Wealth to liquidate his or her account, in whole or in part; however, a client will not be able to make trades in the client's account other than the trades recommended by JD Wealth.

### **ITEM 17 - VOTING CLIENT SECURITIES**

JD Wealth will not have any authority to and will not vote proxies on behalf of its clients. Each client retains the responsibility for receiving and voting proxies for any and all securities maintained in the client's account. Each client will receive notice of all proxies and other

solicitations directly from DriveWealth.

JD Wealth will neither advise nor act on behalf of any client in legal proceedings involving companies whose securities are held or previously were held in the client's account, including, but not limited to, the filing of "Proofs of Claim" in class action settlements.

#### **ITEM 18 - FINANCIAL INFORMATION**

This item is not applicable to JD Wealth.