



# **OPEN DOOR INVESTMENT MANAGEMENT LTD.**

## **Form ADV, Part 2A – Brochure**

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Cayman Islands

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This brochure provides information about the qualifications and business practices of Open Door Investment Management Ltd. (“ODIM”). If you have any questions about the contents of this brochure, please contact us at (1) 415 766-5888 or at [info@odfund.com](mailto:info@odfund.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

ODIM refers to itself as a “registered investment adviser” in materials distributed to current and prospective clients. As a registered investment adviser with the SEC, ODIM is subject to the rules and regulations adopted by the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration as an investment adviser is not an indication that ODIM or its directors, officers, employees or representatives have attained a particular level of skill, ability or training.

## **ITEM 2 – MATERIAL CHANGES**

This is the annual amendment for the year ended December 31, 2021. This brochure has been amended since the last annual amendment filed on March 31, 2021 to reflect updated language and regulatory assets under management in Item 4, updated language and disclosures with respect to methods of analysis, investment strategies, and risk factors in Item 8, and updated language and disclosures with respect to material relationships in Item 10, among other general updates.

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## **ITEM 4 – ADVISORY BUSINESS**

### **Advisory Firm**

ODIM is a Cayman Islands exempt company that was formed on July 28, 2011. Founded in July 2011, Open Door Investment Management Ltd. (“ODIM”) provides investment advice to clients organized as privately-offered pooled investment vehicles or similar structures (the “Funds”) and to certain managed accounts or similar relationships. The Funds and all such ODIM advised managed accounts are referred to herein as “clients.” ODIM is a wholly-owned subsidiary of Open Door Capital Management Ltd. Mr. Shifeng Ke directly owns 100% of Open Door Capital Management Ltd. ODIM is part of the “Open Door Capital Group,” a multinational group of related advisory entities.

To comply with local operational requirements, ODIM has engaged local affiliates based in US, the People’s Republic of China (the “PRC” or “China”), and Malta (Open Door Capital Advisor (US), LLC, Heartland Capital Investment Consulting (SH) Limited, Hangzhou Heartland Investment Management Limited, Heartland Investment Management Limited, respectively). While these local entities are not registered as investment advisers with the United States Securities and Exchange Commission (the “SEC”), because these entities are under common control with ODIM and share certain personnel and resources, ODIM subjects these affiliates’ personnel to all of its compliance policies and deems these affiliates’ books, records, and personnel to be within the scope of ODIM’s books and records retention and production obligations. Accordingly, certain information on ODIM contained in this brochure, including information regarding personnel, is presented on an aggregate basis for ODIM and these affiliates.

### **Advisory Services**

As a specialty, ODIM focuses on investment research and portfolio management for Greater China mandates of institutional and professional investors, such as pension funds and foundations, as well as financial intermediaries, including fund of funds, private wealth management, family offices and high net worth individuals. ODIM provides investment advisory services with respect to absolute return long-biased funds and long-short hedge funds (each, a “Private Fund”) and for institutional investors and high net worth individuals accounts (collectively, the “Managed Accounts”) on both a discretionary and non-discretionary basis subject to any investment policies and restrictions established by its clients. ODIM’s headquarters and principal place of business are located in San Francisco.

ODIM manages the Funds in accordance with the investment guidelines set forth in the offering documents for each Fund and manages other client accounts in accordance with the authority delegated to it (including any limits on that authority) under the applicable client’s investment management agreement or governing documents. ODIM consults with each client on its investment objectives and tailors its services and advice to those objectives.

ODIM primarily invests in a wide variety of investment instruments, including publicly traded and privately placed securities of companies incorporated, established, based, operating or having substantial business with or in Greater China (For these purposes including Mainland China, the Hong Kong and Macau Special Administration Regions and Taiwan).

ODIM invests client assets in a wide range of countries, markets and approved exchanges in Asia and throughout the world, including, without limitation, markets in the Mainland China, the Hong Kong and Macau Special Administration Regions, Taiwan, the United States (“U.S.”), the United Kingdom, Singapore, and elsewhere.

ODIM’s investment team has many years of experience investing in Greater China equities. The firm employs fundamental analysis with a bottom-up stock picking approach to seek long-term, risk-adjusted returns, and believes management ownership is key in aligning company interests with those of investors. ODIM performs both qualitative and quantitative assessments of potential investments with a particular focus on opportunities upon which it can gain insights and discover value in an ever-changing world. ODIM’s investment process includes initial company screening, preliminary review, detailed analysis and company visits, cross checking company information with their competitors, peers, suppliers and customers, due diligence and evaluation, review of portfolio and sector allocation, pre trade compliance checking, stock execution, mandate adherence monitoring and risk management monitoring.

ODIM draws upon the expertise of its US affiliate, Open Door Capital Advisors (US), LLC (“ODCA”) and ODCA’s team of experienced financial service professionals in San Francisco, familiar with the complexities and risks of investing in Greater China, to handle matters such as risk management, trading, legal, compliance and client services. ODIM has contracted with an affiliated entity, Heartland Capital Investment Consulting (Shanghai) Ltd. (“Heartland”), to provide research and other investment services. Heartland has a Shanghai-based research team which focuses on fundamental and technical analysis of a variety of companies in the Greater China region. ODIM has also contracted with an affiliated entity, Heartland Investment Management Limited (“HIML”), to provide sub-advisory services to AIFMD-compliant funds based in the Republic of Malta and managed by HIML. Hangzhou Heartland Investment (“HZH”) is an investment adviser based in the People’s Republic of China that is affiliated with ODIM through common ownership. HZH operates from offices in Shanghai, China and as a separate business from ODIM.

ODIM generally manages advisory accounts independently based on a determination of each client’s financial situation, needs and investment objective and pursuant to an investment management agreement with each client, which may include certain investment restrictions imposed by clients. ODIM also provides non-discretionary advice and accepts advisory accounts with limited discretion or where investments or brokerage arrangements are client-directed pursuant to an agreement between ODIM and the client.

### **Assets Under Management**

As of December 31, 2021, ODIM has approximately \$426.3 million of client regulatory assets under management, which includes \$426.0 million on a discretionary basis and \$0.3 million on a non-discretionary basis.

## **ITEM 5 – FEES AND COMPENSATION**

ODIM is compensated for its services by management and performance fees, in part, on the basis of asset management fees calculated as a percentage of a client's assets under management. Negotiable management fees ranging from 1.25% to 2% of assets managed are typically established for each client and strategy by mutual agreement. Performance fees are discussed further below.

ODIM also enters into arrangements to receive performance-based fees/allocations. In such cases, ODIM generally assesses performance-based fees/allocations based on realized and unrealized capital appreciation, if any, over a threshold amount, such as a hurdle, benchmark or preferred return. ODIM generally deducts or receives a portion of performance-based fees/allocations from client accounts, or collects or receives them directly from clients on an annual basis. Performance-based fee/allocation rates are individually negotiated with ODIM's clients.

Certain expenses are charged to more than one client, in which case ODIM determines the appropriate allocation of expenses among each client depending on the nature of the expense. Certain expenses are allocated between clients on a pro rata basis (as appropriate) while others are allocated more specifically based on other factors, such as the relevant clients that have incurred the cost or received the benefit arising from the expenses.

### **Private Funds**

Under ODIM's or through its affiliate HIML's investment management agreement with each Private Fund, ODIM receives an annual management fee based on the asset value of each Private Fund. ODIM, in its discretion, may waive or reduce the management fee as to any or all of the investors in a Private Fund or agree with an investor to waive or alter the management fee as to that investor.

Under ODIM's investment management agreement with each Private Fund or a Private Fund's charter documents, as applicable, ODIM may also receive an annual performance-based fee or allocation in arrears based on the net capital appreciation (*i.e.*, capital appreciation less capital depreciation) of each investor's account in the Private Fund. The performance-based fee or allocation is payable only if, and to the extent that, the net capital appreciation of the investor's account exceeds any net capital depreciation accumulated in prior years (as adjusted for withdrawals of capital). ODIM, in its discretion, may waive or reduce the performance-based fee or allocation as to any or all of the investors in a Private Fund or agree with an investor to waive or alter the performance-based fee or allocation as to that investor.

The management fee is typically deducted by each Private Fund's designated administrator according to the fee terms of the investment management agreement or charter documents, as applicable. The performance-based fee or allocation, if applicable, is typically deducted by each Private Fund's designated administrator on or about December 31 of each year in which a performance-based fee or allocation is earned. If an investor withdraws all or a portion of its account in a Private Fund on a date other than December 31, a performance-based fee or allocation, if applicable, is based on the amount withdrawn for the period from the prior January 1 to the date of withdrawal.

Each Private Fund bears all expenses of its organization and operation, expenses incurred in the purchase and sale of investments, and accounting fees. Such expenses include, but are not limited to: (i) brokerage and execution charges, commissions, custodial charges, and fees for quotation and other data services, as discussed further below in Item 12; (ii) fees related to accounting, trading, portfolio management and risk management systems; (iii) research subscription fees and expenses; (iv) broken trade and broken deal fees; (v) expenses to register securities and transfer taxes; (vi) costs and expenses incurred for the purpose of protecting and enhancing the value of the Private Fund's investments (including the costs of instituting and defending litigation); (vii) taxes, filing and registration fees of the Private Fund; (viii) all costs, fees and expenses relating to investor communications, relations, accounting and the preparation and mailing of financial, tax and performance information to investors; (ix) fees, costs and expenses incurred in connection with borrowings; (x) administration fees, costs and expenses; (xi) fees for attorneys, accountants, consultants and other professionals or experts; and (xii) directors' fees. Private Fund investors may also indirectly bear a portion of any fees or expenses charged by investment funds (including mutual funds or other hedge funds) in which the Private Fund invests. ODIM may, at its discretion, choose to pay or reimburse the Private Fund for all or a portion of such expenses. In such event, ODIM may be reimbursed at a later date by the Private Fund for such expenses borne by ODIM.

### **Managed Accounts**

Fees paid to ODIM by Managed Account clients are negotiable and vary. Fees are set forth in ODIM's investment management agreement with each Managed Account client and determined based on the client's needs, the complexity of the client's investment objective and the number of portfolio restrictions.

Under ODIM's investment management agreement with each Managed Account client, ODIM receives an annual management fee from each Managed Account client based on the assets under management in each Managed Account. ODIM may also receive an annual performance-based fee in arrears based on the net capital appreciation (*i.e.*, capital appreciation less capital depreciation) of the assets held in the Managed Account of a client that is eligible to enter into a performance fee arrangement under the Advisers Act. The performance-based fee is payable only if, and to the extent that, the net capital appreciation of Managed Account assets exceeds any net capital depreciation accumulated in prior years.

The management fee is typically paid quarterly in arrears by billing Managed Account clients for fees incurred during the previous calendar quarter. The performance-based fee or allocation, if applicable, is typically due on or about December 31 of each year in which a performance-based fee or allocation is earned. If a client terminates its investment management agreement on a date other than the end of a calendar quarter, the management fee is prorated for assets held in the Managed Account for less than a full quarter. If a client terminates its investment management agreement on a date other than December 31, a performance-based fee is based on the net capital appreciation of the Managed Account assets for the period from the prior January 1 to the date of termination. Fees are deducted by Managed Account administrators according to the terms of the investment management agreement.

In addition to the management fee and performance-based fee, a Managed Account client is responsible for any fees, expenses or charges incurred by or on behalf of the Managed Account related to (i) custodial and administration services provided for the Managed Account, (ii) transactions effected for the Managed Account, including brokerage and execution charges, markups and commissions, and (iii) any other service provided for the Managed Account by any person other than ODIM. For additional information regarding brokerage and execution charges, please see Item 12 below. ODIM has no affiliated broker-dealers.

### **Refunds and Fee Waivers**

ODIM has the authority to, in its sole discretion, waive all or part of any fees or expenses payable by or attributable to its clients, their underlying investors, or their assets.

Certain of ODIM, its affiliates and/or each of their personnel have invested in one or more of its Funds directly or indirectly through vehicles established by ODIM or its affiliates for personnel. ODIM, its affiliates and/or its affiliates' personnel are not generally subject to asset management fees or performance-based fees/allocation with respect to their investments in the Funds.

### **Other Fees**

To the extent a third party fund (*i.e.*, a Private Fund or Managed Account) invests in a Private Fund managed by ODIM, such client may bear both the investment management fee charged directly by the Private Fund in addition to the investment advisory fee charged by ODIM for its advisory services to the client.

This creates a conflict of interest as ODIM has an incentive to recommend a Private Fund to a client based on its interest in receiving additional advisory fees. ODIM has a fiduciary duty to recommend investments that are appropriate for client accounts and without consideration of its economic or other financial interests. ODIM expects to take account of unique aspects of the Private Funds' investment strategies, their terms, and the ODIM's transparency into the operations of the Private Funds relative to the operations of third-party funds, and the best interest of each client to whom ODIM makes a recommendation about the Private Funds.

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

ODIM receives performance-based compensation (*i.e.*, fees based on a share of capital gains on or capital appreciation of the assets of a client) from certain Private Funds and Managed Accounts that it manages. Fees based on performance are only charged in accordance with the provisions of Rule 205-3 under the Advisers Act. Performance-based compensation may create an incentive for ODIM to cause a Private Fund or Managed Account to make investments that are riskier than it would otherwise make. In addition, since ODIM's performance-based compensation is calculated on a basis that includes unrealized appreciation of the assets held by a Private Fund or a Managed Account, it may be greater than if such compensation were based solely on realized gains.

In the event that some client accounts to which ODIM provides investment advisory services are charged a performance-based compensation but not others, a conflict may arise where ODIM has an



incentive to treat some client accounts preferentially as compared to others because those client accounts pay a performance-based compensation. ODIM or one of its portfolio managers or affiliates may also have differing investment or pecuniary interests in different client accounts. ODIM has adopted a policy to allocate portfolio transactions and investment opportunities across multiple client accounts on a fair and equitable basis over time, as described further below in Item 11.

Since ODIM's compensation is based on the net asset value of an ODIM account, a conflict may also arise when ODIM or a related person is valuing the assets held by the ODIM account. Assets are generally valued at market price, however, assets which are difficult to price, or for which a market price may not be available, may be valued at fair value by ODIM or its related person consistent with its procedures for valuing client investments with consideration given to U.S. generally accepted accounting practices, and overseen as part of ODIM's compliance procedures by ODIM's Chief Compliance Officer.

## **ITEM 7 – TYPES OF CLIENTS**

### **Private Funds**

ODIM serves as investment manager or sub-adviser to several Private Funds. The Private Funds generally require investors to make a minimum initial investment and to maintain a minimum investment in that Private Fund, although the amount of the minimums vary from fund to fund. Investors that are U.S. persons generally must be "accredited investors" under Regulation D under the Securities Act of 1933, as amended, who are qualified clients and therefore eligible to enter into a performance fee arrangement under the Advisers Act, and for certain Private Funds, "qualified purchasers" under Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended. The Private Funds require investors to make representations concerning their financial sophistication and ability to bear the risk of loss of their entire investment in a Private Fund. If permissible under a Private Fund's charter documents, the minimum contribution and investor requirements may be waived by ODIM in its sole discretion.

### **Managed Accounts**

Through the use of Managed Accounts, ODIM makes its investment management services available to high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, trust programs and other U.S. and international institutions. ODIM generally requires Managed Account clients to initially provide and to maintain a minimum of \$20,000,000 in assets under management. Those clients generally must be eligible to enter into a performance fee arrangement under the Advisers Act. The account minimum may be waived by ODIM in its sole discretion.

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

### Methods of Analysis

ODIM focuses on developing a deep, fundamental understanding of investment opportunities through rigorous due diligence and analysis. ODIM generally evaluates investments based on an intensive due diligence process and critical analysis of each potential portfolio company's fundamentals (*e.g.*, financial statements, profitability, cash flow, lines of business and market share), ODIM's bottom-up approach to analysis and research is generally conducted on a company-by-company basis, but may extend to competitors and industries. ODIM evaluates the upside and downside of the companies and opportunities identified and monitor them closely. ODIM also conducts on-site visits, cross- checks, and detailed financial analysis of investment opportunities. Following an investment by ODIM for and on behalf of a client account, ODIM continues to monitor the progress and suitability of portfolio investments as well as market and economic outlook. ODIM's extensive due diligence process also assists it in discovering and exploring previously unknown investment opportunities.

ODIM's investment decisions are based on bottom-up analysis and research. ODIM generally focuses on publicly-listed (or similarly liquid) investment opportunities across multiple industries, and sectors, but it may also participate in private (or otherwise less liquid) investment opportunities. ODIM invests primarily in reasonably priced companies that provide substantial long-term growth prospects. Although ODIM monitors macro-economic factors and market trends, ODIM focuses on understanding fundamental risks, uncovering long-term growth potential, and targeting industries that it understands and can monitor, ODIM generally avoids market-timing strategies and focuses primarily on bottom-up opportunities.

To help develop its investment recommendations, ODIM may use commercially available information services and financial publications dealing with investment research, securities law and taxation. Such information may be obtainable in print, via the internet or by some other means. Issuer-prepared materials (particularly prospectuses), private placement due diligence materials, and research releases prepared by third parties are also utilized. ODIM also may use research materials prepared by various investment product vendors or custodians as well as in-house analysts. ODIM may also obtain information by meeting with an issuer's management, customers or competitors, attending industry conferences and consulting with experts in the appropriate field.

***Investment in securities involves risk of loss that investors must be prepared to bear.***

### Investment Strategies

ODIM offers investment management and advisory services in the following four investment strategies, each of which is described below.

- Long Only Strategy. This strategy aims to achieve long-term capital appreciation by investing in a wide spread of public and private companies in Greater China.

- Absolute Return Strategy. This strategy aims to achieve attractive returns while limiting risk by investing in a wide spread of public and private companies in Greater China. This strategy may also utilize short selling and derivative instruments.
- Concentrated Portfolios. This strategy aims to achieve long-term capital appreciation through the taking of large positions in a relatively small number of public and private companies in Greater China.
- Ethical Investment Portfolios. This strategy aims to achieve long-term capital appreciation by investing principally in Chinese companies that are helping to improve Chinese people's well-being.

## **Risk Factors**

Clients should be aware that any investment with ODIM involves a high degree of risk and is suitable only for investors of substantial means who have no need for liquidity with respect to the amount invested and can afford to lose all of their investment. There can be no assurances that ODIM's clients will receive a return of, or on, their capital.

**Investors are advised to review the applicable Fund offering materials for a more extensive description of the risks of investing in the Funds.**

All securities investments present a risk of loss, but investments by ODIM may involve significant risks not associated with other investment strategies or products, some of which are described below.

- *Concentration*. Client accounts may hold a relatively small number of securities. Losses incurred in such securities could have a disproportionate effect on the account's overall financial condition.
- *Portfolio Management*. The performance of a client account depends on the skill of ODIM and its portfolio manager(s) in making appropriate investment decisions.
- *Conflict of Interest Risk*. ODIM is affiliated with other financial entities that also engage in related businesses. As a result, there may be instances in which a potential conflict of interest could arise as each entity pursues its fiduciary duties, including but not limited to instances in which ODIM or another affiliate could make investments for some clients without making the same available to others. There may also be instances in which the ownership of Private Fund shares by ODIM affiliates or employees (including Mr. Ke) could theoretically provide an incentive to favor one entity or client over another for purposes of portfolio management, trade allocation, security valuation, fee and expense management, or other reasons. ODIM and its affiliates believe that prudential regulation as well as internal policies provide for reasonable management of potential conflicts, particularly as affiliated entities may also be subject to the regulation of other countries and regulatory regimes. However, the presence of multiple entities creates the potential for conflict among client accounts.

- *Leverage.* The use of leverage by buying securities on margin or use of certain derivatives is a speculative technique that involves special risk considerations. Interest costs on borrowings may fluctuate with changing market rates of interest and may partially offset or exceed the return earned on borrowed funds. Interest on borrowings is an expense of a client account and affects the investment performance of the account. To the extent a client account is leveraged, the value of its assets tends to increase more when its portfolio securities increase in value, and to decrease more when its portfolio securities decrease in value, than if its assets were not leveraged.
- *Short Selling.* Short sales that are not part of a hedging strategy are speculative and involve special risk considerations. Since a short seller in effect profits from a decline in the price of the securities sold short without the need to invest the full purchase price of the securities on the date of the short sale, returns tend to increase more when the securities sold short decrease in value, and to decrease more when the securities sold short increase in value, than would otherwise be the case if the short seller had not engaged in such short sales. Short sales theoretically involve unlimited loss potential as the market price of securities sold short may continuously increase.
- *Portfolio Funds.* Various risks are associated with investing in other investment funds (including other hedge funds) (“Portfolio Funds”), and the investment strategies and tactics that Portfolio Funds may use. Portfolio Funds may provide ODIM with very limited information with respect to its operations and performance, thereby severely limiting ODIM’s ability to (i) verify any representation made by such Portfolio Fund, (ii) monitor any investment strategy being employed by such Portfolio Fund, or (iii) detect any misconduct or fraud engaged in by such Portfolio Fund. To the extent that ODIM invests client assets in a Portfolio Fund that restricts the ability of investors to effect withdrawals, ODIM may not be able to withdraw client assets invested in such fund promptly after it has made a decision to do so, which may result in a loss to the client account. To the extent a Portfolio Fund is permitted to distribute securities in kind to investors making withdrawals, upon withdrawal of all or a portion of client assets invested in such fund, a client account may receive securities that are illiquid or difficult to value.
- *Portfolio Turnover.* Buying and selling securities generally involves some expense to a client account, such as commissions and other transaction costs. Generally, the higher an account’s portfolio turnover, the greater its brokerage costs and the greater the likelihood that it will realize taxable capital gains. Increased brokerage costs may adversely affect an account’s performance.
- *Equity Securities.* By investing in stocks, ODIM may expose a client account to a sudden decline in the share price or to an overall decline in the stock market. The value of investments held in a client account will fluctuate daily and cyclically based on changes in the issuer’s financial condition and prospects and on overall market and economic conditions.
- *Fixed Income Securities.* The prices of fixed income securities respond to economic developments, particularly interest rate changes, as well as to perceptions of an issuer’s

creditworthiness. Generally, fixed income securities decrease in value if interest rates rise and increase in value if interest rates fall, with lower rated securities more volatile than higher rated securities. The duration of these securities affects risk as well, with longer term securities generally more volatile than shorter term securities.

- *Highly Volatile Markets.* The prices of investments held by a client account can be highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which ODIM may invest client assets 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.
- *Small-Cap Companies.* Investments in small-cap companies may involve greater risks than investments in larger, more established companies, such as limited product lines, distribution channels and financial and managerial resources. The securities of small-cap companies may have greater price volatility and less liquidity than the securities of larger capitalized companies, and may be more difficult to value.
- *High Yield Bonds.* Fixed income securities that are below investment grade or unrated involve greater risks of default and are more volatile than investment grade securities. High yield bonds involve a greater risk of price declines than investment grade securities due to actual or perceived changes in an issuer's creditworthiness. In addition, issuers of high yield bonds may be more susceptible than other issuers to economic downturns, which may result in a weakened capacity of the issuer to make principal or interest payments. High yield bonds are subject to a greater risk that the issuer may not be able to pay interest or dividends and ultimately to repay principal upon maturity.
- *Derivatives.* Derivatives involve the risks separate from the risks of the underlying instrument, including improper valuation and ambiguous documentation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying instrument. Derivatives are also subject to other risks, such as the risk of an illiquid secondary market which may result in significant, rapid, and unpredictable changes in the prices for such derivatives, risks relating to the financial soundness and credit worthiness of the counterparty, and the risk of the failure of any of the exchanges on which a client account's positions trade or of their clearinghouses. ODIM may transact in participation note instruments which allow for a synthetic linear exposure to an underlying security, may seek to hedge or offset the risk of other positions, and may engage in speculative derivative transactions when seeking to enhance returns. When ODIM invests client assets in derivatives for speculative purposes, the client account will be fully exposed to the risks of loss of that derivative, which may sometimes be greater than the cost of the derivative.
- *Commodities.* A client account's exposure to commodities markets may subject the account to greater volatility than investments in traditional securities. The value of commodity-related instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or risks affecting a particular industry or

commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

- *Real Estate-Related Investments.* Because ODIM may invest a portion of client assets directly or indirectly in companies principally engaged in the real estate industry and other real estate related investments, an account's performance may be linked to the performance of the real estate markets. Property values may fall due to increasing vacancies or declining rents resulting from economic, legal, cultural or technological developments. Real estate companies are subject to legislative or regulatory changes, adverse market conditions and increased competition. The general performance of the real estate industry has historically been cyclical and particularly sensitive to economic downturns. Changes in prevailing real estate values, interest rates and changing demographics may affect the value of securities of issuers in the real estate industry.
- *Foreign Securities.* Foreign investments tend to be more volatile than U.S. securities, and are subject to risks that are not typically associated with U.S. securities. For example, such investments may be adversely affected by changes in currency rates and exchange control regulations, unfavorable political, social and economic developments and the possibility of seizure or nationalization of companies or imposition of withholding taxes on income. Moreover, less information may be publicly available concerning certain foreign issuers than is available concerning U.S. companies. Foreign markets tend to be more volatile than the U.S. market due to economic and political instability, social unrest and regulatory conditions in some countries.
- *Emerging Market Securities.* Many of the risks with respect to foreign investments are more pronounced for investments in developing or emerging market countries, which include several countries in Asia, Latin America, Eastern Europe, Africa, and the Middle East. The economies of many of these countries depend heavily upon international trade and are therefore significantly affected by protective trade barriers and economic conditions of their trading partners. Many of these countries may also have government exchange controls, currencies with no recognizable market value relative to the established currencies of developed market economies, little or no experience in trading in securities, no financial reporting standards, a lack of a banking or securities infrastructure, and a legal tradition which does not recognize rights in private property.
- *Responsible Investing Risk.* Certain Private Funds consider ESG factors in making its investment decisions, which may affect such Private Fund's exposure to certain issuers, industries, sectors, regions or countries and may impact such Private Fund's relative investment performance— positively or negatively—depending on whether such investments are in or out of favor in the market.

Sustainable finance is a relatively new field of finance. Currently, there is no universally accepted framework or list of factors to ensure that investments are sustainable. Also, the legal and regulatory framework governing sustainable finance is still under development.

The lack of common standards may result in different approaches to setting and achieving ESG objectives. ESG factors may vary depending on investment themes, asset classes, investment philosophy and subjective use of different ESG indicators governing portfolio construction.

The selection and weightings applied may to a certain extent be subjective or based on metrics that may share the same name but have different underlying meanings. ESG information, whether from an external and/or internal source, is, by nature and in many instances, based on a qualitative and judgmental assessment, especially in the absence of well-defined market standards and due to the existence of multiple approaches to sustainable investment. An element of subjectivity and discretion is therefore inherent to the interpretation and use of ESG data. It may consequently be difficult to compare strategies integrating ESG criteria. Investors should note that the subjective value that they may or may not assign to certain types of ESG criteria may differ substantially from that of the Sub-Fund.

The lack of harmonized definitions may also potentially result in certain investments not benefitting from preferential tax treatments or credits because ESG criteria are assessed differently than initially thought.

Applying ESG criteria to the investment process may exclude securities of certain issuers for non-financial reasons and, therefore, may forgo some market opportunities available to funds that do not use ESG or sustainability criteria.

ESG information from third-party data providers may be incomplete, inaccurate or unavailable. As a result, there exists a risk of incorrectly assessing a security or issuer, resulting in the incorrect inclusion or exclusion of a security. ESG data providers are private undertakings providing ESG data for a variety of issuers. The ESG data providers may change the evaluation of issuers or instruments, at their discretion and from time to time, due to ESG or other factors.

The approach to sustainable finance may evolve and develop over time, both due to a refinement of investment decision making processes to address ESG factors and risks, and because of legal and regulatory developments.

- *Force Majeure.* A client may be adversely affected by unforeseen events involving such matters as political crises, military actions, terrorist attacks, natural disasters, public health issues (including viral outbreaks such as the COVID-19 coronavirus), changes in currency exchange rates or interest rates, forced redemptions of securities or acquisition proposals, regulatory intervention or general market conditions creating illiquidity or pricing anomalies or value impairment.

A significant portion of investments made by ODIM involve various risks associated with investments in China. These risks may include, but are not limited to, the following:

- *Market and Economic Risks.* Clients and Portfolio Companies could be materially affected by market, economic and political conditions globally and in China in particular, as well as

in the sectors in which they invest or operate, including factors affecting interest rates, the availability of credit, currency exchange rates and trade barriers. These factors are outside ODIM's control, and could adversely affect the liquidity and value of clients' investments and could reduce the ability of clients to make attractive new investments.

- *Investments in Chinese Companies.* Investments in Chinese companies involve certain risks and special considerations not typically associated with investments in the United States, such as greater government control over the economy, political and legal uncertainty, currency fluctuations or blockage, the risk that the Chinese government may decide not to continue to support economic reform programs and the risk of nationalization or expropriation of assets. Additionally, the Chinese securities markets are emerging markets characterized by relatively low trading volume, resulting in substantially less liquidity and greater price volatility. Moreover, information available about Chinese companies may not be as complete, accurate or timely as information about listed U.S. companies.
- *Political and Economical Factors.* The economy of China differs from the U.S. economy in many respects, and some of these differences are unfavorable. The Chinese central government has historically exercised substantial control over virtually every sector of the Chinese economy, and despite the current economic reform, which seeks to reduce state involvement in the Chinese economy, actions of the Chinese central and local government authorities continue to have a substantial impact on economic conditions in China. The continued economic growth and development in China is dependent in many respects on the further implementation of the economic reform; however, there is no assurance that the Chinese government will continue to actively pursue such economic reform or that such economic policies initiatives will be successful. The economic reform could also lead to potential or actual insolvency for some of the Chinese companies as a result of lack of state support. Because the Chinese private sector activity is heavily driven by export to China's principal trading partners, including Japan, South Korea, the United States, Taiwan and Europe, any adverse economic developments in any of those countries or regions could have an adverse impact on the Chinese economy and the Chinese companies in which ODIM invests.
- *Greater China Regulatory and Political Risks.* The Chinese government has implemented various measures to encourage economic growth and guide the allocation of resources. Some of these measures benefit the overall Chinese economy, but could also have a negative effect on Portfolio Companies and/or clients. In addition, new reforms or the readjustment of previously implemented reforms in Greater China could have a significant negative effect on clients. Changes in political, economic, social conditions and governmental policies in Greater China could have a substantial impact on clients and include: (a) the promulgation of new laws and regulations; (b) changes in the interpretation or enforcement of those laws and regulations; (c) the introduction of measures to control inflation or stimulate growth; (d) changes in the rate or method of taxation; (e) imposition of protective trade barriers or other policies of China or other countries where they have business relationships and (f) the imposition of additional restrictions on currency conversion and remittances abroad.



- *Market Based Economic and Legal Reforms in China.* China's economy has a centrally planned economy subject to a series of state economic plans adopted by the Chinese government. Over the past 20 years, the Chinese government has been reforming the economic system by transitioning to a more market oriented economy. Such reforms are believed to have resulted in significant economic and social advancement. Many of the reforms are unprecedented and are expected to be refined and improved upon while political, economic and social factors could also lead to further re adjustment.

Despite these reforms, the government continues to exercise a considerable degree of control over China's economic growth through the increased attention to particular industries or companies, and its allocation of resources. Moreover, the legal rules and regulations in China, including with respect to tax laws that apply to foreign entities or foreign investment, are relatively new and are subject to frequent changes. There can be no assurance regarding the trend of these economic reforms or the effects they might have on Portfolio Companies and clients. The presence of suitable investment opportunities for clients could depend, in part, on China's continued liberalization of policies regarding foreign investment and encouragement of private sector initiatives.

Accordingly, government actions or failure to continue with economic liberalization policies in the future (or changes in the government itself) could have a significant impact on economic conditions in China, which in turn could affect Portfolio Companies and clients' returns. Economic reforms enacted in China that have led to more open markets and encouraged foreign investment could be curtailed, stalled or reversed. Changes in policy with regard to taxation, fiscal and monetary policies, repatriation of profits, and other economic regulations are possible, any of which could have an adverse effect on private investments.

Clients could be subject to various laws and regulations applicable to foreign investment in China. Chinese legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in China. However, recently enacted laws and regulations might not cover all aspects of economic activities in China. In particular, because these laws and regulations are relatively new, the interpretation and enforcement of these laws and regulations involve uncertainties. In addition, the legal system is a civil law system based on written statutes. The legal system is based in part on government policies and internal rules (some of which might not be published) that might have a retroactive effect. As a result, compliance by ODIM, clients or Portfolio Companies with any applicable Chinese laws could be impacted.

- Market Characteristics. The Chinese, Hong Kong and certain other foreign securities markets on which the securities of Chinese companies are traded are not as large or developed as the U.S. securities markets, have substantially less trading volume and are subject to less stringent regulatory standards. There is also a high concentration of market capitalization and trading volume in a small number of issuers representing a limited number of industries, as well as a high concentration of investors. There generally is also less government supervision and regulation of exchanges, brokers and issuers, a lower level of monitoring and oversight of the markets and the activities of investors, and very limited enforcement of existing regulations in these securities

markets. As a result, these securities markets are less liquid and have a higher price volatility relative to the U.S. securities markets.

- Reporting Standards. Accounting, auditing and financial reporting standards and requirements in China, Hong Kong and certain other foreign securities markets in which ODIM may invest differ, in some cases significantly, from those applicable to U.S. issuers, including the reporting of assets and profits of a foreign issuer and the accounting for inflation for tax and accounting purposes. There is also substantially less information that is publicly available about certain non-U.S. issuers than is available about U.S. issuers.
- Currency Fluctuations. ODIM may invest in securities denominated in Hong Kong dollars and renminbi and holds cash and cash equivalents denominated in such currencies. Accordingly, the U.S. dollar market value of ODIM's investments may be negatively affected by changes in currency exchange rates between the U.S. dollar and the renminbi, the Hong Kong dollar or any other currency in which ODIM's investments are denominated. In addition, adverse changes in currency exchange rates could also result in the need to liquidate portfolio securities to make distributions or pay expenses incurred at a time that is disadvantageous.
- Exchange Controls. There is centralized control and unified management of foreign exchange in China. The State Administration of Foreign Exchange is responsible for matters relating to foreign exchange administration, while the People's Bank of China is in charge of foreign exchange operations. The renminbi is not at present freely convertible into foreign currencies. The People's Bank of China sets and publishes daily base exchange rates for major foreign currencies with reference primarily to the supply and demand of renminbi against the U.S. dollar in the market during the prior day. The People's Bank of China also takes into account other factors such as the general conditions existing in the international foreign exchange markets. Additionally, from time to time, the State Administration of Foreign Exchange has used this discretion in ways that effectively limit the convertibility of current account payments and restrict remittances out of China.
- Investments in Unlisted Securities. ODIM may invest in equity securities of Chinese companies that are not listed on a securities exchange. The risk of investing in these companies generally is greater than the risk of investing in publicly traded companies. These companies are not subject to the same disclosure and other legal requirements that are applicable to companies with publicly traded securities. While some of these companies are large, most of them tend to be smaller than publicly traded companies and generally have smaller capitalizations and fewer resources, and therefore often are more vulnerable to financial failure. Because of the absence of a trading market for these investments, their value may not be realized upon a sale.
- Investments in Unseasoned Companies. ODIM may invest in the securities of smaller, less seasoned Chinese companies. Investments in these companies may present greater opportunities for growth but may also involve greater risks than are

customarily associated with investments in securities of more established companies. The securities of these companies may be subject to more abrupt and erratic market price movements than larger, more established companies. Additionally, these companies may have limited product lines, markets or financial resources, or they may be dependent upon a limited management group.

- Lower-Rated (High Risk) and Non-Rated Securities. ODIM may invest in debt securities of Chinese companies that are in the lower rating categories of recognized rating agencies or are non-rated. The debt securities in which ODIM may invest may be listed or unlisted on any public trading market. These lower-rated securities and non-rated securities entail high risks and are predominantly speculative with respect to capacity to pay interest and repay principal in accordance with the terms of the obligation.
- Investment and Repatriation Restrictions. Foreign investment in the securities of Chinese companies is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investments in certain Chinese companies, may increase the costs and expenses of such foreign investments, and may cause ODIM to execute transactions in participation note instruments (see “Derivative” risk discussion, above) through licensed intermediaries that are subject to quota limits and expose clients to counterparty credit risk. The Chinese government may require prior government approval for foreign investments or limit the amount of investments by foreign persons in a particular company or limit investment by foreign persons to only a specific class of securities of a company. In addition, Taiwan and China restrict investment opportunities in issuers or industries deemed important to national interests. In China, government approval is required for the repatriation of capital following the liquidation of an investment. In addition, if there is deterioration in China’s balance of payments or for other reasons, China may impose temporary restrictions on foreign capital remittances abroad.
- Higher Operating Expenses. Investing in equity securities of Chinese companies entails additional time and expense because available public information concerning such securities is limited in comparison to, and is not as comprehensive as, that available for U.S. equity securities. Brokerage commissions, custodial fees and other fees are generally significantly higher for investments in the Chinese, Hong Kong and certain other foreign securities markets. In addition, foreign governments may impose withholding taxes, which would reduce the amount of income and capital gains available for distribution.

## **ITEM 9 – DISCIPLINARY INFORMATION**

ODIM has no disciplinary information to report with respect to its current or historic business activities or practices.

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

### **Material Relationships**

#### ***Pooled Investment Vehicles***

ODIM may act as the investment adviser to a number of registered and unregistered investment companies, including various pooled investment vehicles, for which it receives investment advisory fees and other compensation.

#### ***Operations, Trading and Compliance***

ODIM draws upon the expertise of its US affiliate, Open Door Capital Advisors (US), LLC, a Delaware limited liability company, (“ODCA”) and ODCA’s team of experienced financial service professionals in San Francisco, familiar with the complexities and risks of investing in Greater China, to handle matters such as risk management, trading, legal, compliance and client services.

#### ***Research and Analysis***

ODIM has contracted with an affiliated entity, Heartland Capital Investment Consulting (Shanghai) Ltd. (“Heartland”), to provide research and other investment services. Heartland has a Shanghai-based research team which focuses on fundamental and technical analysis of a variety of companies in the Greater China region.

#### ***Investment Advisers***

ODIM is affiliated through common ownership with Heartland Investment Management Limited (HIML), a Malta domiciled investment management firm. ODIM provides sub-advisory services to HIML in furtherance of the collective management of Private Funds based in the Republic of Malta. Employees of ODIM may from time to time purchase shares in Private Funds managed by HIML, which could create a potential conflict of interest, as described further below.

ODIM is affiliated through common ownership with Hangzhou Heartland Investment (HZH), an investment adviser based in the People’s Republic of China. HZH operates from offices in Shanghai, China as a separate business from ODIM. Certain employees of Heartland are engaged in the business activity and/or have ownership stake in HZH. Potential conflict of interest may exist between Heartland employee’s responsibilities to ODIM clients and to HZH clients because of the ownership stake in HZH.

#### **Recommendation of Other Investment Advisers**

Not applicable.

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

### **Code of Ethics**

In order to address conflicts of interest, ODIM has adopted a code of ethics (the “Code”), which is applicable to all of ODIM’s officers, managers, members, and employees (collectively, “Employees”). The Code generally sets the standard of ethical and professional business conduct that ODIM requires of Employees, requires Employees to comply with applicable federal securities laws and regulations, and sets forth provisions regarding personal securities transactions by Employees. Additionally, the Code sets forth ODIM’s policies and procedures with respect to personal trading, material non-public information and other confidential information, and the fiduciary obligations that ODIM and each Employee owes to each advisory client. The Code is circulated at least annually to all Employees, and each Employee at least annually must certify in writing that he or she has received and followed the Code and any amendments thereto. ODIM provides a copy of the Code to any client or prospective client upon request.

### **Participation or Interest in Client Transactions**

ODIM may solicit investors to invest in a Private Fund or any other investment vehicle sponsored or managed by ODIM or HIML (each, an “ODIM-related fund”). Further, because of the relationship between ODIM and any ODIM-related fund, ODIM could be considered to have recommended the investment as suitable for an investor should such person invest in the ODIM-related fund. ODIM informs each investor of ODIM’s relationship with an ODIM-related fund prior to the investment, but does not intend to advise as to the appropriateness of the investment and does not receive any compensation for doing so or for selling interests in an ODIM-related fund (except to the extent that ODIM or its affiliates receive management fees and performance-based fees from all fund investors). ODIM may, from time to time at its discretion, suggest that investors in an ODIM-related fund invest in a co-investment vehicle sponsored by ODIM or HIML.

### **Personal Trading**

ODIM believes that if investment goals are similar for clients and for Employees, it is logical and even desirable that there be common ownership of some securities. At the same time, ODIM recognizes that there is a risk that Employees will compete with client accounts or otherwise engage in personal securities transactions at the expense of a client’s interest. In order to maintain a high standard of conducts, the Code requires that all such transactions be carried out in a way that does not endanger the interest of any client. The Code establishes certain pre-clearance procedures and a quarterly securities transaction reporting system that is designed to monitor transactions in Employees’ personal accounts and prevent any conflicts that may arise between Employees’ personal securities transactions and transactions for clients of ODIM. For purposes of the policy, an Employee’s “personal account” generally includes any account (i) in the name of the Employee, his/her spouse, his/her minor children or other dependents residing in the same household, (ii) for which the Employee is a trustee or executor, or (iii) which the Employee controls, including ODIM’s client accounts which the Employee controls and in which the Employee or a member of his/her household has a direct or indirect beneficial interest.

ODIM Employees are permitted to maintain ownership interests in Private Funds. While ODIM believes that such ownership activity provides for common rather than conflicted investment interests, clients should be aware of the potential for ownership and transactions in Private Funds by ODIM Employees, which creates the risk that ODIM Employees may seek to favor certain Private Funds or certain transactions, including in Private Funds managed by affiliate HIML. Transactions in Private Funds by ODIM Employees are subject to the Chief Compliance Officer pre-clearance requirements of the Code. As of the date of this Form ADV, senior employees of the firm maintain a large and material position in at least one Private Fund, as disclosed further to investors in fund offering materials where applicable.

### **Concurrent Trading Activity**

ODIM maintains policies that seek to allocate portfolio transactions and investment opportunities across multiple client accounts on a fair and equitable basis over time. Transactions for client accounts are generally effected independently from other client accounts. However, there are occasions on which transactions to purchase or sell the same security may be effected at the same or similar time for numerous accounts, some of which may have similar investment objectives. ODIM may (but is not obligated to) combine such orders. When combined orders occur, ODIM seeks to allocate the execution in a manner that is deemed equitable to the accounts involved. Generally, transactions are averaged as to price and transaction costs and thereafter are allocated among the accounts involved in proportion to the purchase and sale orders placed for each account on any given day. If ODIM cannot obtain execution of all the combined orders at prices or for transaction costs that ODIM believes are desirable, ODIM allocates the securities ODIM has purchased or sold as part of the combined orders by following ODIM's trade allocation procedures. ODIM's procedures attempt to mitigate any conflict of interest by allocating investment opportunities on a pro rata allocation basis among all similarly managed accounts that can participate in a transaction, taking into account a variety of factors, including, but not limited to: cash availability and settling transactions; investment restrictions and guidelines; portfolio composition and consistency of portfolio strategy; portfolio manager objectives and opinions; limited share availability due to risk considerations (see Item 8, above); and, in the case of initial or secondary public offerings of new securities, the availability of shares and brokerage allocation instruction as well as the size and location of the offering. In addition, ODIM may also make investment recommendations to certain clients who evaluate the recommendations and choose independently whether to enter their own security transactions at their own discretion; while ODIM policies require that these recommendations are issued concurrently with trading instructions issued on behalf of clients who have provided ODIM with investment discretion, there can be no guarantee as to the priority or timing of orders placed in the market, and it is possible that similar transactions for ODIM client accounts may be executed either before or after these independently selected transactions occur. Finally, ODIM may act as a sub-adviser to affiliate HIML in the execution of trading mandates on behalf of certain Private Funds, which could create potential allocation issues due to factors described above or due to HIML's role as the primary manager exercising ultimate discretion over such Private Funds. Because ODIM cannot address all possible allocation considerations in a perfectly equitable manner, clients should be aware that there may be instances where their accounts do not receive any allocation, do not share in allocations on a pro rata basis, or do not participate in transactions at the exact same price or time as other clients.

## ITEM 12 – BROKERAGE PRACTICES

### Selection of Broker-Dealers

**Execution Quality.** ODIM generally seeks “best execution” in light of the circumstances involved in transactions. In selecting a broker for any transactions, ODIM considers a number of factors, including, for example, net price, reputation, financial strength and stability, efficiency of execution and error resolution, the size of the transaction and the market for the security. ODIM does not obligate itself to obtain the lowest commission or best net price for an account on any particular transaction.

ODIM may also direct client transactions to particular brokers based on each broker’s reputation, financial strength and stability, efficiency of execution and error resolution, the size of the transaction and the market for the security, and the comprehensiveness and frequency of available research services and products provided by the broker. ODIM will monitor the transaction results as orders are executed to evaluate the quality of execution provided by the various brokers and dealers it uses, to determine that compensation rates are competitive and otherwise to evaluate the reasonableness of the compensation paid to those brokers and dealers in light of all the factors described above.

**Research and Other Soft Dollars.** In addition to execution quality, ODIM may consider the value of various research services or products, beyond execution, that a broker-dealer provides to ODIM or its clients. Selecting a broker-dealer in recognition of such other services or products is known as paying for those services or products with “soft dollars.” Because many of those services could benefit ODIM, it may have a conflict of interest in allocating client brokerage business. In other words, ODIM could have an incentive to execute client transactions through a broker or dealer that provides valuable services or products and pay transaction commissions charged by that broker or dealer which may be higher than ODIM might otherwise be able to negotiate.

ODIM is currently not a party to formal soft dollar arrangements. ODIM, however, reserves the right to enter into such soft dollar arrangements in the future. Any soft dollar arrangement will be within Section 28(e) of the Securities Exchange Act of 1934, which provides a “safe harbor” to investment advisers who use commission dollars for their client accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the adviser in performing investment decisions.

**Brokerage for Client Referrals.** Subject to applicable law and regulation, in selecting brokers for any securities transactions, ODIM may direct a portion of a client’s brokerage business to brokers who introduce the client to ODIM. Because referrals could benefit ODIM, selecting a broker based on client referrals may give rise to a conflict of interest in allocating client brokerage business. ODIM does not allocate client brokerage business to a referring broker unless ODIM determines in good faith that the commissions and transaction costs payable to such broker are not materially higher than those available from other non-referring brokers offering services of similar execution quality.

**Directed Brokerage.** ODIM's authority may be subject to conditions imposed by a client, examples of which may include: (i) where the client restricts or prohibits transactions in a certain industry, issuer or security and/or (ii) where the client directs that some or all account transactions be effected through specific brokers or dealers. In the latter case, the client is responsible for negotiating the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by such brokers. ODIM assumes no responsibility for obtaining the best prices or any particular commission rates for transactions with or through any such broker for such client's account. A client must recognize that it may not obtain rates as low as it might otherwise obtain if ODIM had discretion to select brokers or dealers other than those chosen by the client. Any client providing instructions to ODIM regarding direction of brokerage transactions must notify ODIM in writing if the client desires ODIM to initiate or terminate executing transactions with or through any such broker or dealer.

### **Aggregation of Orders**

See Item 11 above.

## **ITEM 13 – REVIEW OF ACCOUNTS**

### **Periodic Account Review**

All client accounts are generally reviewed on a weekly basis by ODIM's portfolio managers assigned to those accounts. Account reviews typically focus on the review of all securities using fundamental and technical analysis. Particular attention may be given to changes in company fundamentals, industry outlook, market situation, general economic trends, relative/absolute valuation levels, and adherence to target investment portfolio and if applicable, to specific client restrictions.

### **Non-Periodic Account Review**

Not applicable.

### **Client Reports**

ODIM provides, via electronic transmission, monthly unaudited portfolio performance statements to its Private Fund investors, which include descriptions of securities positions held in the Private Fund as well as the percentage of the portfolio represented by each security. In addition, the Private Fund's administrator may provide Private Fund investors with hardcopies of reports containing monthly unaudited account balances. Each Private Fund investor also receives via electronic transmission annual audited financial statements and, if necessary, annual tax information for completion of its individual tax returns. ODIM, in its discretion, may provide more frequent reports and/or more detailed information to any or all of its clients.

ODIM may rely on information provided by third parties in preparing reports, and a third party may assist in preparing or distributing reports. To the extent reports include or rely upon information from a source other than ODIM (e.g., benchmark information when a report includes a comparison of an account's performance to one or more benchmark indices), ODIM attempts to obtain such



information from reliable sources; however, the accuracy of such information cannot be guaranteed. Reports may also include or rely upon fair value determinations made by ODIM or a third party. While such valuations are made in good faith, their actual or empirical accuracy cannot be guaranteed.

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

### **Compensation by Non-Clients**

Not applicable.

### **Compensation for Client Referrals**

Subject to applicable law, ODIM may employ third party solicitors to whom it will pay either a portion of the advisory or performance fees received from clients referred by such solicitors or cash at ODIM's own expense. In such cases, this arrangement will be disclosed in writing to the client, and ODIM will comply with any other applicable requirements under Rule 206(4)-3 under the Advisers Act. In particular, ODIM will ensure that each solicitor provides clients with a current copy of ODIM's Form ADV Brochure and the solicitor's written disclosure document.

## **ITEM 15 – CUSTODY**

### **Private Funds**

ODIM does not maintain physical possession of the funds or securities of any Private Fund. Custody of the assets of a Private Fund is maintained with a qualified custodian selected by the board of directors of the Private Fund. As described in Item 13 above, the fund administrator may, depending on the terms of their contract with the Private Fund, provide Private Fund investors with performance reports and account statements. Private Fund investors should carefully read these reports and compare any reports received from ODIM against reports received from the fund administrator.

### **Managed Accounts**

ODIM does not maintain possession or custody of Managed Accounts' funds or securities that. Each Managed Account's assets are deposited with a qualified custodian selected by the Managed Account client. In addition, as described in Item 13 above, the administrator may, depending on the terms of their administrative contract with the Managed Account, provide performance reports and account statements. Managed Account investors should carefully read these reports and compare any reports received from ODIM against reports received from the administrator.

## **ITEM 16 – INVESTMENT DISCRETION**

Typically, ODIM is retained with respect to a client account on a discretionary basis and is authorized to make the following determinations in accordance with the client's specified investment objectives without client consultation or consent before a transaction is effected: (a) which securities to buy or sell; (b) the total amount of securities to buy or sell; (c) the broker or dealer through whom securities are bought or sold; (d) the commission rates at which securities transactions for client accounts are effected; and (e) the prices at which securities are bought or sold, which may include dealer spreads or mark-ups and transaction costs.

ODIM's discretionary authority is derived from an irrevocable power of attorney granted by the investors in each account referenced above under such account's subscription agreement executed by each investor, and/or from an express grant of authority under each client's investment management agreement with ODIM.

As noted above, clients may limit ODIM's discretionary authority in any or all of the situations described above. ODIM may provide non-discretionary advice and may accept advisory accounts with limited discretion or where investments or brokerage arrangements are client-directed pursuant to an agreement between ODIM and the client. Please see Item 12 above.

## **ITEM 17 – VOTING CLIENT SECURITIES**

ODIM generally votes (except to the extent that a client otherwise instructs in writing) in all matters for which a shareholder proxy is solicited by, or with respect to, issuers of securities beneficially held in client accounts. ODIM's utmost concern is to make decisions in the best interest of its clients, and ODIM seeks to act in a prudent and diligent manner intended to enhance the economic value of the assets in each client's account.

Unless a client otherwise instructs ODIM in writing, ODIM votes as it deems appropriate in accordance with its written policies and procedures.

Where a proxy proposal raises a material conflict between ODIM's interests and the interests of a client, ODIM seeks to resolve the conflict.

Additional information regarding ODIM's proxy voting policies and procedures and/or information on votes cast can be obtained by contacting ODIM.

## **ITEM 18 – FINANCIAL INFORMATION**

Not applicable.