

Overseas Capital Management LLC.
Effective March 17, 2024
Form Customer Relationship Summary

I. Introduction

Overseas Capital Management LLC (hereinafter referred to as the “Firm”) is registered with the Securities and Exchange Commission (SEC) as an investment adviser.

Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/crs), which also provides educational materials about broker-dealers, investment advisers, and investing.

II. What investment services and advice can you provide me?

The Firm provides investment management services to retail clients. OCM’s methods of analysis include Fundamental analysis and Modern portfolio theory. The Firm uses long term trading, margin transactions and options trading (including covered options, uncovered options, or spreading strategies). The client grants the Firm discretionary authority to manage his or her investment assets at the Firm’s sole discretion and without consulting with the client in advance, subject to the investment objectives, guidelines and restrictions set by the client. In connection with those services, clients should consider the application of the following:

- The Firm primarily provides advice with respect to equities (common stocks and equivalents), mutual funds, options, and bonds.
- The Firm conducts reviews of client’s investment objectives at least annually and formal client review meetings are generally conducted remotely via telephone, Skype, or similar, on a regular basis at intervals mutually agreed upon by the Firm.
- Clients will receive reports at least monthly, summarizing their account(s) and investment results from their custodian. The client’s portfolio will be monitored on an ongoing basis as changes in market conditions and client circumstances occur.
- The Firm generally requires a minimum account balance of \$500,000 for our investment management services.

For additional information, please see Items 4, 7, 8, and 13 of the Firm’s Form ADV Part 2A (the “Brochure”).

CONVERSATION STARTER: Ask your financial professional:

- Given my financial situation, should I choose an investment advisory service? Why or why not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

III. What fees will I pay?

In consideration for providing investment management services and pursuant to the terms of the Investment Management Agreement the Firm charges an annualized asset-based management fee ranging from 0.95% to 1.45%, billed monthly in arrears.

Tiered Market Values	Tiered Fee Rates
\$500,000 or less	1.45%
\$500,001 - \$1,000,000	1.30%
\$1,000,001 - \$2,500,000	1.15%
\$2,500,001 - \$5,000,000	1.05%
Over \$5,000,001	0.95%

The more assets there are in a retail investor’s advisory account, the more a retail investor will pay in fees, and the Firm may therefore have an incentive to encourage the retail investor to increase the assets in his or her account.

Clients will incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or qualified custodian through which account transactions are executed.

Clients may expect to pay fees and expenses charged by mutual funds and/or exchange traded funds (described in each fund’s prospectus) to their shareholders. The fees charged directly by mutual funds and exchange traded funds will typically include a management fee and other fund expenses.

To fully understand the total costs associated with their investment portfolio, clients should review all the fees charged by exchange traded funds, the Firm and others.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

For additional information, please see Item 5 and 12 of the Firm's Brochure.

CONVERSATION STARTER: Ask your financial professional:

- Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

IV. What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice, we provide you. Here are some examples to help you understand what this means:

The Firm and/or our advisers may invest in the same securities that are recommended to and/or purchased for you, and therefore we may have the incentive to trade ahead of you, as we have the advance knowledge of the trades we will place for you. The Firm does not participate in any commission-sharing arrangements or receive soft dollar credits. While the benefits we receive from Interactive Brokers do not depend on the amount of brokerage transactions directed to Interactive Brokers, as a fiduciary we are required to disclose that there is an inherent conflict of interest when our firm recommends that clients maintain their assets at Interactive Brokers.

When the Firm's interests conflict with yours, we must identify and disclose that conflict, and you must consent to it.

CONVERSATION STARTER: Ask your financial professional:

- How might your conflicts of interest affect me, and how will you address them?

For additional information, please see the Item 11 of the Firm's Brochure.

V. How do your financial professionals make money?

Our professional(s) is paid with a cash salary based on revenue we earn from our advisory services. Generally, compensation is related to the amount of client assets serviced. This presents a potential conflict of interest in that our professional(s) are incentivized to encourage you to increase the amount of assets in your account(s) managed by us.

VI. Do you or your financial professionals have legal or disciplinary history?

No. Visit Investor.gov/CRS for a free and simple search tool to research Overseas Capital Management LLC and its financial professionals.

CONVERSATION STARTER: Ask your financial professional:

- As a financial professional, do you have any disciplinary history? For what type of conduct?

VII. Additional Information

For additional information about our investment advisory services, please see the Firm's Brochure. If you would like additional, up-to-date information or a copy of this disclosure, please call +86-131-2206-9291 to request up-to-date information and request a copy of Form CRS.

CONVERSATION STARTER: Ask your financial professional:

- Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?