

## Part 2A of Form ADV: Firm Brochure

### Item 1: Cover Page

Name: Argyle Street Management Limited  
Business Address: Unit 601-2, St George's Building,  
2 Ice House Street, Central  
Hong Kong

#### Contact Information:

- i) Telephone: 852-21060888
- ii) Fax: 852-28683082
- iii) Email: [asm@asmhk.com](mailto:asm@asmhk.com)
- iv) Website: <http://www.asmhk.com/>

March 30, 2016

**This brochure provides information about the qualifications and business practices of Argyle Street Management Limited. If you have any questions about the contents of this brochure, please contact us at 852-21060888 and [asm@asmhk.com](mailto:asm@asmhk.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Argyle Street Management Limited is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

### Item 2: Material Changes

None

## Item 3: Table of Contents

<b>Item 1: Cover Page</b> .....	i
<b>Item 2: Material Changes</b> .....	i
<b>Item 3: Table of Contents</b> .....	ii
<b>Item 4: Advisory Business</b> .....	1
A. Firm description.....	1
B. Types of advisory services offered.....	1
C. Details of advisory services to clients.....	1
D. Wrap fee programs .....	1
E. Client assets.....	1
<b>Item 5: Fees and Compensation</b> .....	2
A. Fee Schedule.....	2
B. Payment method.....	2
C. Other fees or expenses payable by the clients.....	2
D. Advance fees payable by the clients.....	2
E. Other compensations.....	3
<b>Item 6: Performance-based Fees</b> .....	3
<b>Item 7: Types of Clients</b> .....	3
<b>Item 8: Methods of Analysis, Investment Strategies and Risk of Loss</b> .....	3
A. Description of methods of analysis .....	3
B. Material risk involved.....	4
C. Type of security.....	5
<b>Item 9: Disciplinary Information</b> .....	5
<b>Item 10: Other Financial Industry Activities and Affiliations</b> .....	5
A. Broker-dealer .....	5
B. Other registrations .....	6
C. Material Relationship or Arrangement with Related Industry Participants.....	6
D. Other investment advisers.....	6
<b>Item 11: Code of Ethics, Participation of Interests in Client Transactions and Personal Trading</b> .....	6
<b>Item 12: Brokerage Practices</b> .....	7
A. Criteria in Broker-dealer selection.....	7
1. Research and Other Soft Dollar Benefits .....	7
2. Brokerage for Client Referrals .....	8
3. Directed Brokerage.....	8
4. Aggregate trades .....	8
<b>Item 13: Review of Accounts</b> .....	8
A. Periodic review of client accounts.....	8
B. Accounts reviewed on other than a periodic basis.....	9
C. Report to clients .....	9
<b>Item 14: Client Referrals and Other Compensation</b> .....	9
<b>Item 15: Custody</b> .....	9
<b>Item 16: Investment Discretion</b> .....	10
<b>Item 17: Voting Client Securities</b> .....	10
<b>Item 18: Financial Information</b> .....	11

## Item 4: Advisory Business

### A. Firm description

Argyle Street Management Limited (“**ASM**”) was incorporated in the British Virgin Islands on December 28, 2001. It commenced investment advisory business in Hong Kong in 2002.

ASM is currently 100% owned by Argyle Street Management Holdings Limited (“**ASMH**”), a company incorporated in the British Virgin Islands. The principal owners of ASMH are Mr. Kin Chan and Mr. V-Nee Yeh.

### B. Types of advisory services offered

ASM primarily provides investment advisory services in the strategy of special situation investments in Asia. ASM manages, on a discretionary basis, portfolios for clients and pooled investment vehicles (“**funds**”) (and collectively “**Accounts**”). ASM services are based on, among other factors, the investment objective, mandate, risk tolerance and liquidity requirement of each Account. ASM may direct the Accounts to invest in equities, loans, bonds, derivatives and alternative investments, both public and private, and through primary or secondary markets.

### C. Details of advisory services to clients

ASM invests its client’s funds in a portfolio of suitable investments in accordance with the client’s investment mandate. Certain clients may impose restrictions for example on investing in certain securities or types of securities. In those circumstances, ASM closely monitors and follows the restrictions in constructing the portfolio for such clients.

### D. Wrap fee programs

ASM does not offer wrap fee programs.

### E. Client assets

Amount of discretionary and non-discretionary client assets at market value as of January 29, 2016:

Discretionary client assets: US\$907,500,000

Non-discretionary client assets: Nil

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

### **A. Fee Schedule**

ASM's management fees (save for the fees described in the paragraphs hereafter in this section) are in general up to 1.5% per annum of the amount net assets in the Accounts under its management. For closed-end Accounts, management fees are also generally charged at a rate of 0.5% per annum of undrawn capital commitments, in addition. Such fees are generally deducted from the Accounts, accrued monthly and payable quarterly in arrears on the last business day of each calendar quarter.

For certain Accounts, subscription fees may be charged at subscription and details may be found in private placement memoranda of those Accounts. Additional fees may be charged based on the performance of the Accounts. See Item 6 for details.

Fees may be negotiated based on a range of factors including the investment size of the clients as well as nature, complexity and liquidity of the Accounts.

### **B. Payment method**

Fees are generally deducted from the clients' assets quarterly (save for performance-based fees and subscription fees).

### **C. Other fees or expenses payable by the clients**

ASM charges the above fees only to the clients. Neither ASM nor its employees receive other fees from clients in connection with ASM's advisory services. Clients incur brokerage and other transaction costs and such costs are charged by various broker-dealers selected for trading securities. Custodian and administrator fees, for services such as holding custody of assets, handling trade settlement and related administration of trading securities, are charged by the clients' custodian and administrator. All of these charges, fees and commissions are in addition to the investment management fees payable to ASM, as described in Item 5 (A) above.

### **D. Advance fees payable by the clients**

Fees charged to most clients are payable in arrears on the amount of clients' assets under management as described in Item 5 (A) above. For certain accounts where fees are payable in advance, the fee shall be pro-rated in the event that there is any termination.

#### E. Other compensations

Neither ASM nor its employees receive any kind of compensation for the sale of securities or other investment products.

### **Item 6: Performance-based Fees**

ASM may charge one of two types of performance-based fee: either (i) a share of any increase in net asset value, payable annually; or (ii) a share of the realised and returned investment proceeds after the initial capital investment has been returned, payable at the point of return.

Such fee arrangements may create an incentive for ASM to make investments riskier or more speculative than it would otherwise do in the absence of such performance-based compensation arrangements. For certain clients, ASM or its affiliates may invest alongside in order to align their interests with the clients.

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

ASM's clients are primarily pooled investment vehicles which are invested by a number of investors and separate managed accounts set up by institutional investors.

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

#### A. Description of methods of analysis

ASM follows an investment discipline that combines detailed fundamental analysis and qualitative understandings of the assets, the stakeholders and the relevant environment in which it invests in. ASM rigorously reviews each investment opportunity and carries out detailed due diligence through its extensive on-the-ground network. In addition, ASM enhances its understanding of its target investments by frequently visiting the relevant companies and knowledgeable parties in the market.

Investment decisions are made to ensure that we can eventually extract the optimal value above our investment cost at exit over an appropriate investment duration. Coupled with a thorough understanding of underlying risks involved, we can prudently assess the risk-return profile of each opportunity. We reject potential investments if either the pricing is too high or the risk cannot be mitigated including by cooperation with strategic partners or investment structures after consultation with local lawyers and other knowledgeable professionals.

## Investment Strategy

ASM aims to achieve capital appreciation in selected Asian countries, primarily in Greater China and Southeast Asia, through investments in special situations, including but not limited to distressed single credit or equities, structured lending, or other special situation investments such as private equity, buy-outs, and event-driven and takeover opportunities. ASM also explores single/portfolio assets from, or interests in, other collective investment schemes, while minimizing volatility and correlation with changes in price levels of other asset classes. The specific mandate will vary from Account to Account.

Our pooled investment vehicles set up for this investment strategy target investment opportunities that take advantage of motivated sellers who focus on timing of exit rather than value maximization. ASM seeks opportunistic investments across the capital markets while maintaining an emphasis that buying inexpensively is the best hedging strategy. The target assets could be resulting from portfolio rebalancing or deleveraging by commercial banks, investment banks, insurance companies and alternative asset managers. Investment opportunities are often sourced from ASM's network of corporate executives, owners of businesses and families. ASM takes an active stance when it is the majority investor in an investment, or if there is significant exposure in the pooled investment vehicles that ASM manages.

The ASM team has extensive experience investing in special situations in Asia. Members of the management team were all born and raised in Asia with strong networks and knowledge throughout the region. They have hands-on experience, established presence and strong relationships with restructuring professionals, liquidators and legal advisers who are experienced in navigating within the confines of Asian legal jurisdictions, being essential for risk assessment and control.

ASM also manages the liquidity risk profile and diversification of pooled investment vehicles by way of co-investing with strategic partners, such as industry players, who can also help in unlocking the investment value and enhance risk control.

### B. Material risk involved

#### Concentration risk:

Concentration risk exists in ASM's clients' portfolios. The top-ten positions may make up a large proportion of total account value. ASM considers such risk manageable as it will give a high level of attention to each position that accounts for a significant percentage of net asset value. ASM further mitigates such risk by way of deep value investment style.

Investing in illiquid assets:

Investments by certain Accounts may be illiquid and may not provide current income. Illiquidity may result from the absence of an established market for such investments, as well as legal or contractual restrictions on their resale.

Political and economic instability in emerging markets:

ASM focuses on investments in Asia for all of its Accounts, including countries with emerging economies which are subjected to significantly greater political, economic and social instability than developed economies. Expropriation, confiscatory taxation, nationalization, or other developments could adversely affect the assets in the Accounts.

Private placement memoranda of Accounts contain additional details regarding the risks of our strategies.

C. Type of securities

ASM does not primarily advise or invest on behalf of its clients in any particular type of security. Asset classes that ASM will advise or invest in on behalf of its clients include, but not limited to:-

- i) Equities:  
instruments which represent ownership of share of companies that are listed on stock exchanges or private companies.
- ii) Fixed Income:  
corporate bonds or loans of companies listed in stock exchanges or private companies.
- iii) Alternative investments:  
other types of investments such as derivatives, portfolio assets or interests in other collective investment schemes.

**Item 9: Disciplinary Information**

There are no legal or disciplinary events relevant to any client's or prospective client's evaluation of ASM's advisory business, or the integrity of ASM's management.

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

A. Broker-dealer

Neither ASM nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

B. Other registrations

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

C. Material Relationship or Arrangement with Related Industry Participants

Related persons of ASM are the General Partners of clients of ASM, which are the Accounts.

D. Other investment advisers

ASM does not recommend or select other investment advisers for its clients nor receive compensation directly or indirectly from any investment advisers.

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

ASM adopts a code of ethics governing its trading practices and those of its employees. ASM will provide a copy of such code of ethics to any client or prospective client upon request.

ASM and its employees and their Associates (as defined in the paragraph hereafter) (and collectively “**ASM Group Members**”) are permitted to buy or sell securities for their own investment accounts, subject to certain restrictions described hereafter. ASM Group Members are required to disclose their holdings of investments upon joining ASM and to provide their brokers’ statements which show all of their securities holdings on a monthly basis.

“**Associates**” include

- the employee’s immediate family members sharing the same household as the employee and anyone who receives material financial support from the employee (“**Family**”);
- any company, the management of which is subject to the employee’s influence and control, and/or that of the employee’s Family;
- any trust in which the employee or his/her Family has an interest as trustee or beneficiary, or the employee or his/her spouse takes part in investment decisions. Any other person, other than the clients of ASM, over whom the employee exercises control and influence.

Approval from both the designated members of the management group and the compliance group of ASM are required prior to any securities dealing for



personal accounts by ASM Group Members, with the exception of personal trades in:-

- i) investments in relation to exchange-traded funds;
- ii) government bonds;
- iii) currencies and commodities;
- iv) other securities, as may be determined by directors of ASM from time to time.

ASM Group Members may not buy or sell an investment in which ASM has a pending “buy” or “sell” order in the same investment for its clients or which is currently held by the Accounts. Any exceptions to this policy must be approved by the affected Account or its representatives. In general, such approvals will not be granted unless the Client Priority requirement (as defined below) is fulfilled. ASM’s compliance policies require priority be given to clients’ order over orders for ASM Group Members’ accounts at all times (“**Client Priority requirement**”).

## **Item 12: Brokerage Practices**

### **A. Criteria in Broker-dealer selection**

ASM selects broker-dealers after considering factors including the following:-

- Speed and quality of trade execution
- Quality of research products
- Supply of market information and ideas
- Ability to introduce direct access to companies
- Accuracy and efficiency of settlement
- Commission rates

The services of brokers are evaluated on a regular basis in order to allocate trades appropriately.

### **1. Research and Other Soft Dollar Benefits**

Broker-dealers may provide ASM with research services and other soft dollar benefits which may include analyses and reports concerning issuers, industries, securities and economic factors and trends. ASM receives research services and other soft dollar benefits only if such broker-dealers:

- provide services of demonstrable benefits to ASM’s clients;
- execute transactions consistent with best execution standards and charge brokerage commission rates which are in line with customary full-service brokerage commission rates.

Disclosure is also made to clients in their financial statements with details of services received and the value of the soft dollar services received.

Research services or soft dollar arrangements may be an incentive for ASM to select or recommend broker-dealers. However, ASM is guided by its internal compliance policy referred to briefly above. Research services and soft dollar arrangements may be accepted to obtain data services only for the benefit of all ASM's clients. ASM does not cause clients to pay commissions higher than those charged by other broker-dealers in order to receive soft dollar benefits.

Services of broker-dealers are evaluated regularly based on the above-mentioned criteria in order to allocate trades accordingly.

ASM always seeks to allocate soft dollars to a Fund proportionately to the soft dollar credits that such Fund generates.

## 2. Brokerage for Client Referrals

In selecting or recommending broker-dealers, ASM does not receive client referrals from broker-dealers or third parties, and ASM does not direct client transactions to a particular broker-dealer in return for client referral.

## 3. Directed Brokerage

ASM does not recommend, request or require a client to direct ASM to execute transactions through a specified broker-dealer.

## 4. Aggregate trades

ASM always buys or sells the same security for its Accounts having similar investment objectives simultaneously and through the same group of executing broker(s). ASM may invest in thinly traded securities. In order to ensure executed orders are allocated in a manner deemed fair and equitable, it is ASM's practice to aggregate trades such that the situation in which an order for one but not another Account being fully executed may be avoided. When an aggregate order is filled, ASM allocates the securities bought or sold pro rata to the Accounts at the average cost if the executing broker(s) fill the order in multiple trades subject to any accounts' investment restrictions if applicable. ASM may make adjustments to avoid odd lots or excessively small allocations.

# Item 13: Review of Accounts

## A. Periodic review of client accounts

ASM reviews client accounts periodically. On a daily basis, ASM's directors review the Accounts focusing on daily transactions, change in value, price and exchange rate movement of investments. On a monthly basis, they also review in detail the investment returns of the Accounts as a whole and position by position. ASM's compliance officer(s) reviews investment

allocation and portfolio composition by instruments and liquidity to verify that investments in each client account are consistent with its respective investment objective and mandate and for adherence to the trade allocation policy.

B. Accounts reviewed on other than a periodic basis

ASM's Chief Investment Officer and his team also review each Account upon material changes in the financial markets and any circumstance that may result in material impact to the client accounts.

C. Report to clients

Reports to clients are prepared and delivered on a monthly or quarterly basis, depending on the Account's valuation frequency. Each report discloses the performance and valuation of the Accounts and summarizes the investments and allocation by categories. In case the Accounts have appointed custodian banks, clients will also receive reports of the portfolio investments generally on a monthly or quarterly basis, depending on the valuation frequency of the Account.

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

- A. ASM does not receive any economic benefit from providing investment advice or other advisory services to anyone who is not ASM's client.
- B. ASM generally does not compensate directly or indirectly any person who is not its supervised persons for investor referrals. ASM may to a limited extent and from time to time engage one or more placement agents / introducers for investor referrals. Any such person would generally be compensated by ASM by reference to the size of investment(s) referred or introduced.

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

ASM is not a custodian and does not act as a custodian over the assets in the Accounts it manages for its clients. Clients (or Accounts) enter into their own direct arrangements for custody of investments. Such custodians may be broker-dealers, banks, trust companies, or other qualified institutions.

The qualified custodian will typically provide investors in the Accounts with at least quarterly account statements relating to the assets held within the Accounts managed by ASM. Each investor should carefully review each qualified custodian's statement upon receipt, to determine if it completely and accurately states all the holdings in the Accounts and all the activities over the relevant period. Any discrepancies identified by an investor should be immediately reported to ASM and the qualified custodian.

In addition to the account statements provided by qualified custodians to the investors, ASM also provides account statements to clients and investors on an agreed periodic basis. As such, ASM encourages clients and investors to compare the statements that ASM has provided to them against those provided by the qualified custodians who hold the assets in their accounts, and to report any questions, concerns, or discrepancies to both ASM and the qualified custodian promptly. Custodian statements reflect the official books and records for the Accounts under ASM's management.

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

Clients generally appoint ASM as their investment advisor and grant full trading and investment authority over the assets and liabilities of the client accounts, from the date ASM is appointed as the investment advisor of the clients. The full trading and investment authority granted includes, but not limited to, buying or selling securities on behalf of the client accounts, determining the investment size and the broker to execute each transaction, after considering the respective client's investment objective and mandate.

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

ASM's authority to vote proxies for its clients is established by its investment advisory agreements or comparable documents. ASM has established formal proxy voting policies and procedures. The management and the chief compliance officer oversee the proxy voting process. The proxy voting procedures are designed to ensure that proxies are voted in the clients' best interest. ASM shall consider only those factors that relate to the client's investment, including how its vote will economically impact and affect the value of the client's investment.

In general, ASM will follow the guidelines below when voting proxies and corporate action on behalf of its clients.

ASM will attempt to consider all aspects of the vote for the specific types of issues in favor of those proposals that would increase the value of client's investment in the manner that:

- (a) ASM believes is consistent with the client's stated objective; and
- (b) ASM will generally vote in accordance with the recommendation of the issuing company's management on routine and general administrative matters. ASM will have the full discretion to decide whether a vote will be cast.

ASM will vote for the specific types of issues against proposals that:

- involve excessive compensation to employees, officers, directors and service providers;
- cause management to be overrepresented on the board;
- introduce unequal voting rights or create supermajority voting.

These general guidelines are not exhaustive and do not cover all potential voting issues. All proposals are evaluated on a case-by-case basis to determine their impact on the portfolio securities held by ASM's clients and the basis and rationale for ASM's decisions will be documented. Although ASM generally votes against proposals that have a negative impact on our clients' portfolio securities, ASM may vote for such a proposal if it believes there exist compelling long-term reasons to do so.

In certain circumstances, ASM's clients are permitted to direct their votes in a particular solicitation. A client that wishes to direct its vote in a particular solicitation shall give prior written notice to ASM, indicating such intention and provide written instructions directing ASM to vote in regard to the particular solicitation. If such prior written notice is received, ASM shall vote the proxies in accordance with such written instructions received from the client, provided that such instructions are provided to ASM in a timely manner.

Upon request, ASM will provide the client with a copy of its proxy voting policies and procedures, and information on how the client's proxies were voted.

In addition, the proxy voting policy includes guidelines for the compliance manager to follow if a material conflict of interest arises between ASM and/or its employees (including chief compliance officer) and its clients, to ensure that any material conflict could be resolved in the best interest of its clients.

ASM will not put its own interests ahead of those of any client and will monitor and resolve any potential conflicts of interest with respect to proxy voting. A conflict of interest might exist, for example, when an issuer of a security for which ASM acts as an advisor, manager, underwriter, broker or other similar capacity, or when one of ASM's employees or affiliates has an interest in a proxy matter, ASM will vote on a case-by-case basis. If a material conflict is deemed to exist, ASM will refrain completely from exercising its discretion with respect to voting the proxy on behalf of its clients and will instead refer that vote to an outside service for its independent consideration.

ASM may resolve such conflicts in any of a variety of ways, including the following: voting in accordance with the written guidelines; or voting pursuant to client direction by seeking instructions from the clients. The method selected by ASM may vary depending upon the facts and circumstances of each situation.

## **Item 18: Financial Information**

- A. ASM does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

- B. ASM has discretionary authority over client funds and securities. There is no financial condition that is reasonably likely to impair ASM's ability to meet its contractual commitments to its clients.
- C. ASM has not been the subject of a bankruptcy petition at any time during the past ten years.