

Snowball Capital Management Limited

Form ADV Part 2A – Disclosure Brochure

Effective: March 4, 2017

This Form ADV Part 2A (“Disclosure Brochure”) provides information about the qualifications and business practices of Snowball Capital Management Limited (“SCM” or the “Advisor”). If you have any questions about the contents of this Disclosure Brochure, please contact us at +86 10 59718401.

SCM is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). The information in this Disclosure Brochure has not been approved or verified by the SEC. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information through SCM to assist you in determining whether to retain the Advisor.

Additional information about SCM and its advisory persons are available on the SEC’s website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD# 174750.

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Item 2 – Material Changes

SCM believes that communication and transparency are the foundation of its relationship with Clients and will continually strive to provide its Clients with complete and accurate information at all times. SCM encourages all current and prospective Clients to read this Disclosure Brochure and discuss any questions you may have with us. And of course, we always welcome your feedback.

Material Changes

There have been no material changes to this Disclosure Brochure since the last filing and distribution to Clients.

Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of SMC.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching for our firm name or by our CRD No: 174750.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at +86 10 59718401.

Item 3 – Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Advisory Services.....	4
A. Firm Information	4
B. Advisory Services Offered	4
C. Client Account Management	4
D. Wrap Fee Programs	5
E. Assets Under Management	5
Item 5 – Fees and Compensation	5
A. Fees for Advisory Services	5
B. Fee Billing.....	5
D. Advance Payment of Fees and Termination	5
E. Compensation for Sales of Securities	5
Item 6 – Performance-Based Fees and Side-By-Side Management	5
Item 7 – Types of Clients	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	6
A. Methods of Analysis	6
B. Risk of Loss	6
Item 9 – Disciplinary Information.....	6
Item 10 – Other Financial Industry Activities and Affiliations	6
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	6
A. Code of Ethics	6
B. Personal Trading with Material Interest	7
C. Personal Trading in Same Securities as Clients	7
D. Personal Trading at Same Time as Client.....	7
Item 12 – Brokerage Practices	7
A. Recommendation of Custodian[s]	7
B. Aggregating and Allocating Trades	8
Item 13 – Review of Accounts.....	8
A. Frequency of Reviews	8
B. Causes for Reviews.....	8
C. Review Reports	8
Item 14 - Client Referrals and Other Compensation	8
A. Compensation Received by SCM.....	8
B. Client Referrals from Solicitors	8
Item 15 – Custody	8
Item 16 – Investment Discretion	9
Item 17 – Voting Client Securities	9
Item 18 – Financial Information	9

Item 4 – Advisory Services

A. Firm Information

Snowball Capital Management Limited (“SCM” or the “Advisor”) is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). This Disclosure Brochure provides information regarding the qualifications, business practices, and the advisory services provided by SCM.

B. Advisory Services Offered

SCM offers investment advisory services to individuals, high net worth individuals, trusts, estates and other types of clients (each herein referred to as a “Client”).

Investment Advisory Services

SCM provides customized investment advisory solutions for its Clients. This is achieved through continuous personal Client contact and interaction while providing discretionary investment management and related services. SCM works with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio allocation. SCM will then construct a portfolio, consisting of low-cost, diversified mutual funds and/or exchange-traded funds (“ETFs”) to achieve the Client’s investment goals. The Advisor may also use other types of securities to assist in achieving the Client’s objectives.

SCM’s investment strategy is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to market conditions. SCM will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to acceptance by the Advisor.

SCM evaluates and selects investments for inclusion in Client portfolios only after applying its internal due diligence process. SCM may recommend, on occasion, redistributing investment allocations to diversify the portfolio. SCM may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. SCM may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client’s risk tolerance.

SCM will provide investment advisory services and portfolio management services and will not provide securities custodial or other administrative services. At no time will SCM accept or maintain custody of a Client’s funds or securities, except for authorized deduction of the Advisor’s fees. All Client assets will be managed within their designated brokerage account or pension account, pursuant to the Client investment advisory agreement.

C. Client Account Management

Prior to engaging SCM to provide investment advisory services, each Client is required to enter into an investment advisory agreement with the Advisor that defines the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Policy – SCM, in connection with the Client, assist in identifying the investment goals and objectives along with the broad strategy[ies] to be employed to meet the objectives.
- Asset Allocation – SCM will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.
- Portfolio Construction – SCM will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – SCM will provide investment management and ongoing oversight of the Client’s investment portfolio.

D. Wrap Fee Programs

SCM does not manage or place Client assets into a wrap fee program. Investment management services are provided directly by SCM.

E. Assets Under Management

As of December 31, 2016, SCM has not managed any Client assets.

Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client shall sign an investment advisory agreement that details the responsibilities of SCM and the Client.

A. Fees for Advisory Services

Investment advisory fees are charged monthly, at the end of each month, at an annual rate of up to 1.00%. Investment advisory fees in the first month of service are prorated from the inception date of the account[s] to the end of the first month. Fees for accounts exceeding \$1 million may be negotiable at the sole discretion of the Advisor. The Client's fees will take into consideration the aggregate assets under management with the Advisor. All securities held in accounts managed by SCM will be independently valued by the Custodian. SCM will not have the authority or responsibility to value portfolio securities.

B. Fee Billing

Investment advisory fees will be calculated by the Advisor and deducted from the Client's account[s] at the Custodian. The Advisor shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client's account[s] at the respective month-end date. The amount due is calculated by applying the monthly rate to the total assets under management with SCM at the end of each month. Clients will be provided with a statement, generally at least quarterly, from the Custodian reflecting deduction of the investment advisory fee.

C. Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than SCM in connection with investments made on behalf of the Client's account[s]. The Client is responsible for all custody and securities execution fees charged by the Custodian. The fees charged by SCM are separate and distinct from these custody and execution fees. In addition, all fees paid to SCM for investment advisory services are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. Please refer to Item 12 – Brokerage Practices for additional information.

D. Advance Payment of Fees and Termination

SCM is compensated for its services after each month of advisory services provided. Either party may request to terminate their investment advisory agreement with SCM, at any time, by providing advance written notice to the other party. The Client shall be responsible for investment advisory fees up to and including the effective date of termination. The Client's investment advisory agreement with the Advisor is non-transferable without the Client's written approval.

E. Compensation for Sales of Securities

SCM does not buy or sell securities and does not receive any compensation for securities transactions in any Client account, other than the investment advisory fees noted above.

Item 6 – Performance-Based Fees and Side-By-Side Management

SCM does not charge performance-based fees for its investment advisory services. The fees charged by SCM are as described in "Item 5 – Fees and Compensation" above and are not based upon the capital appreciation of the funds or securities held by any Client.

SCM does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

Item 7 – Types of Clients

SCM offers investment advisory services to individuals, high net worth individuals, trusts, estates and other types of clients (each herein referred to as a “Client”). The relative percentage of each type of Client is available on SCM’s Form ADV Part 1. These percentages will change over time. SCM generally does not impose a minimum size for establishing a relationship.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis

SCM employs both fundamental and cyclical analysis methods in developing investment strategies for its Clients. Research and analysis from SCM is derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

As noted above, SCM generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. SCM will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, SCM may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.

B. Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. SCM will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals. The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor.

Item 9 – Disciplinary Information

There are no legal, regulatory or disciplinary events involving SCM or any of its employees. SCM and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider with whom you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with our firm name or our CRD# 174750.

Item 10 – Other Financial Industry Activities and Affiliations

SCM does not have any disclosure with respect to this Item.

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

A. Code of Ethics

SCM has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with SCM (our “Supervised Persons”). The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. SCM and its Supervised Persons owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of SCM Supervised Persons to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that address employee ethics and conflicts of interest. To request a copy of our Code of Ethics, please contact us at +86 10 59718401.

B. Personal Trading with Material Interest

SCM allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. SCM does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. SCM does not have a material interest in any securities traded in Client accounts.

C. Personal Trading in Same Securities as Clients

SCM allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. When trading for personal accounts, Supervised Persons of SCM may have a conflict of interest if trading in the same securities. The fiduciary duty to act in the best interest of its Clients can potentially be violated if personal trades are made with more advantageous terms than Client trades, or by trading based on material non-public information. This risk is mitigated by SCM requiring reporting of personal securities trades by its employees for review by the Chief Compliance Officer ("CCO"). We have also adopted written policies and procedures to detect the misuse of material, non-public information.

D. Personal Trading at Same Time as Client

While SCM allows our Supervised Persons to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, such trades are typically aggregated with Client orders or traded afterwards. **At no time will SCM, or any Supervised Person of SCM, transact in any security to the detriment of any Client.**

Item 12 – Brokerage Practices

A. Recommendation of Custodian[s]

SCM does not have discretionary authority to select the broker-dealer/custodian for custody and execution services. The Client will engage the broker-dealer/ custodian (herein the "Custodian") to safeguard Client assets and authorize SCM to direct trades to the Custodian as agreed in the investment advisory agreement. Further, SCM does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where SCM does not exercise discretion over the selection of the Custodian, it may recommend the Custodian to Clients for custody and execution services. Clients are not obligated to use the Custodian recommended by the Advisor and will not incur any extra fee or cost associated with using a broker-dealer/custodian not recommended by SCM.

SCM may recommend the Custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and its reputation. SCM does not receive research services, other products, or compensation as a result of recommending a particular broker-dealer/custodian that may result in the Client paying higher commissions than those obtainable through other broker-dealers/custodians.

Following are additional details regarding the brokerage practices of the Advisor:

1. Soft Dollars - Soft dollars are revenue programs offered by broker-dealers/custodians whereby an advisor enters into an agreement to place security trades with the broker-dealer/custodian in exchange for research and other services. **SCM does not participate in soft dollar programs sponsored or offered by any broker-dealer-custodian.**

2. Brokerage Referrals - SCM does not receive any compensation from any third party in connection with the recommendation for establishing an account.

3. Directed Brokerage - All Clients are serviced on a "directed brokerage basis", where SCM will place trades within the established account[s] at the Custodian designated by the Client. Further, all Client accounts are

traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). SCM will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the Custodian.

B. Aggregating and Allocating Trades

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the Custodian. SCM will execute its transactions through the Custodian as directed by the Client. SCM may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular Client accounts.

Item 13 – Review of Accounts

A. Frequency of Reviews

Accounts are monitored on a monthly basis by the Chief Compliance Officer of SCM. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

B. Causes for Reviews

In addition to the investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more or less frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account[s]. The Client is encouraged to notify SCM if changes occur in the Client's personal financial situation that might adversely affect the Client's investment plan. Additional reviews may be triggered by material market, economic or political events.

C. Review Reports

The Client will receive brokerage statements no less than quarterly from the Custodian. These brokerage statements are sent directly from the Custodian to the Client. The Client may also establish electronic access to the Custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. Reports regarding a Client's holdings, allocations, performance and applicable commentary from SCM may be provided quarterly.

Item 14 - Client Referrals and Other Compensation

A. Compensation Received by SCM

SCM is a fee-only advisory firm, who, in all circumstances, is compensated solely by the Client. SCM does not receive commissions or other compensation from product sponsors, broker-dealers or any un-related third party. SCM may refer Clients to various third parties to provide certain financial services necessary to meet the goals of its Clients. Likewise, SCM may receive referrals of new Clients from a third-party.

B. Client Referrals from Solicitors

SCM does not engage paid solicitors for Client referrals.

Item 15 – Custody

SCM does not accept or maintain custody of any Client accounts, except for the authorized deduction of the Advisor's fee. All Clients must place their assets with a "qualified custodian". Clients are required to engage the Custodian to retain their funds and securities and direct SCM to utilize the Custodian for the Client's security transactions. SCM encourages Clients to review statements provided by the account custodian. For more information about custodians and brokerage practices, see "Item 12 - Brokerage Practices".

Item 16 – Investment Discretion

SCM generally has discretion over the selection and amount of securities to be bought or sold in Client accounts without obtaining prior consent or approval from the Client. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the Client and agreed to by SCM. Discretionary authority will only be authorized upon full disclosure to the Client. The granting of such authority will be evidenced by the Client's execution of an investment advisory agreement containing all applicable limitations to such authority. All discretionary trades made by SCM will be in accordance with each Client's investment objectives and goals.

Item 17 – Voting Client Securities

SCM does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

Item 18 – Financial Information

Neither SCM, nor its management, have any adverse financial situations that would reasonably impair the ability of SCM to meet all obligations to its Clients. Neither SCM, nor any of its advisory persons, has been subject to a bankruptcy or financial compromise. SCM is not required to deliver a balance sheet along with this Disclosure Brochure as the Advisor does not collect fees advance fees.