

# **Principal Global Investors (Hong Kong) Limited**

## **Form ADV Part 2A**

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This brochure provides information about the qualifications and business practices of Principal Global Investors (Hong Kong) Limited (“PGIHK”). If you have any questions about the contents of this brochure, please contact us at 800-533-1390. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Additional information about PGIHK also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

PGIHK is a registered investment adviser. Registration of an investment adviser does not imply any certain level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

## **Item 2: Material Changes Summary**

This brochure is our initial brochure.

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## **ITEM 4 -- ADVISORY BUSINESS**

Principal Global Investors (Hong Kong) Limited (“PGIHK”) has been licensed by the Hong Kong Securities and Futures Commission to perform advising on securities, and asset management regulated activities since October, 2004. PGIHK is a private company which is 100% owned by Principal Global Investors Holding Company, LLC (the “Holding Company”). The Holding Company was established in 2017 and is an indirect wholly owned subsidiary of Principal Financial Services, Inc. (“PFSI”). PFSI is a wholly owned subsidiary of Principal Financial Group, Inc. (NASDAQ: PFG).

PGIHK targets institutional clients in its advisory and sales activities and also has the portfolio managers within the firm that have the skill sets to provide both equities and fixed income asset management services.

PGIHK provides investment advisory services to institutional investors. PGIHK has divided its investment management operations into several unique boutiques. The equities boutiques render advice primarily for equity securities. The asset allocation boutique renders advice primarily on asset allocation strategies, which would include fixed income and debt securities.

PGIHK works with clients to determine their investment needs. Individual portfolios can be tailored to the specific requirements of the client through an investment management agreement. Clients can direct PGIHK to impose restrictions on their investments.

### **Assets Under Management**

PGIHK managed \$7,089,131,567 in discretionary assets as of March 31, 2018.

## **ITEM 5 – FEES AND COMPENSATION**

PGIHK offers its services for compensation based primarily on a percentage of assets under management or on a fixed fee basis.

### **Equities Fee Schedules:**

PGIHK's standard annual fees for investment management services are based on the fair market value of assets under management as outlined in the table below. Published fee schedules are shown for unaffiliated client portfolios which are individually managed (segregated and discretionary) and subject to the stated minimum account sizes. Fees and minimum investment amounts in all categories and ranges can be subject to negotiation as appropriate, and be higher or lower than those described below.

<b>International Equity</b>	<b>Fee Schedule</b>
Global Small Cap Equity	0.85% on the first \$50 mm 0.80% on the next \$50 mm 0.70% on all thereafter Minimum separate account size: \$50 mm

Global All Country Equity	0.65% on the first \$50 mm 0.55% on the next \$50 mm 0.45% on all thereafter Minimum separate account size: \$50 mm
Asia Pacific Ex-Japan Asia Ex-Japan	0.75% on the first \$50 mm 0.70% on the next \$50 mm 0.60% on all thereafter Minimum separate account size: \$50 mm
Hong Kong & China Equity	0.55% on the first \$50 mm 0.50% on the next \$50mm 0.40% on all thereafter Minimum separate account size: \$50mm
European Equity Japanese Equity European Equity	0.50% on the first \$50 mm 0.40% on the next \$50 mm 0.30% on all thereafter Minimum separate account size: \$25 mm

US Equity	Fee Schedule
U.S. Small Cap Equity	0.75% on the first \$50 mm 0.70% on the next \$50 mm 0.60% on all thereafter Minimum separate account size: \$10 mm
U.S. Strategic Beta	0.25% on the first \$50mm 0.20% on the next \$50mm 0.15% on all thereafter Minimum separate account size: \$50mm

#### **Fixed Income Fee Schedules:**

PGIHK's standard annual fees for investment management services are based on the fair market value (unless book value is specified in the negotiated contract) of assets under management as outlined in the tables below. Published fee schedules are shown for unaffiliated client portfolios which are individually managed (segregated and discretionary) and subject to the stated minimum account sizes. Fees in all categories and ranges described below can be subject to negotiation as appropriate. Fees and minimum investment amounts in all categories and ranges can be subject to negotiation as appropriate, and be higher or lower than those described below.

Fixed Income	Fee Schedule
Global Bonds Global Corporate Plus Global Investment Grade Corporate Core Plus Universal	0.35% on the first \$50 mm 0.30% on the next \$50 mm 0.25% on the next \$50 mm 0.20% on all thereafter Minimum account size: \$50 mm

Global Credit Opportunities	0.45% on the first \$50 mm 0.40% on the next \$50 mm 0.35% on all thereafter Minimum account size: \$50 mm
Global Short Duration Credit Global Short Duration Fixed Income	0.35% on the first \$50 mm 0.30% on the next \$50 mm 0.25% on all thereafter Minimum account size: \$50 mm
Global Sovereign Bonds	0.40% on the first \$50 mm 0.35% on the next \$50 mm 0.30% on the next \$50 mm 0.25% on all thereafter Minimum account size: \$50 mm

High Yield	Fee Schedule
Global High Yield	0.50% on the first \$50 mm 0.45% on the next \$50 mm 0.40% on all thereafter Minimum account size: \$50 mm

**Asset Allocation Fee Schedule:**

PGIHK's standard annual fees for investment management services are based on the value of assets under management as outlined in the table below. Published fee schedules are shown for unaffiliated client portfolios and subject to the stated minimum account sizes. Fees and minimum investment amounts in all categories and ranges can be subject to negotiation as appropriate, and be higher or lower than those described below.

Asset Allocation Strategies	Fee Schedule
Lifetime 2010 Lifetime 2020 Lifetime 2030 Lifetime 2040 Lifetime 2050 Lifetime Strategic Income	0.60% on the first \$250 mm 0.55% on the next \$250 mm 0.50% on the next \$500 mm negotiable on all thereafter Minimum account size: \$100 mm
Asset Allocation Balanced Allocation Conservative Growth Asset Allocation Flexible Income Asset Allocation Strategic Growth Asset Allocation Multi-Asset High Income	0.60% on the first \$50 mm 0.50% on the next \$50 mm 0.40% on the next \$100 mm negotiable on all thereafter Minimum account size: \$25 mm

Global Income	0.65% on the first \$50 mm 0.60% on the next \$50 mm 0.55% on the next \$100 mm negotiable on all thereafter Minimum account size: \$25 mm
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Each institutional client has the ability to negotiate individual fee schedules based upon a number of factors which include, but are not limited to, specific asset classes, asset allocation models and the overall size of the relationship. The fees charged by PGIHK's fee schedule encompass the management fees that are charged on the underlying investment level as well as the services provided by PGIHK.

**Fee payment and termination:**

Generally, compensation is payable following provision of service. Fees are computed and billed to the client within the first 20 days of each quarter. The fee calculation generally is a two-step process. Step 1: Unless otherwise provided in a negotiated contract, the annual stated rate for investment advisory services is multiplied by the market value of the account on the last day of the previous quarter to calculate an annualized fee. Step 2: Unless otherwise provided, in a negotiated contract, the annualized fee is multiplied by the ratio of the number of days in the quarter over number of days in the year to determine the quarterly fee.

Fees are due upon receipt of invoice by the client. Electronic remittance of fees is encouraged.

Generally, contracts are terminable by any client upon not more than 30 day's notice unless otherwise specified in the negotiated contract.

For additional information regarding brokerage fees and other transaction costs, see Item 12.

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

PGIHK accounts can be charged performance fees and would be in compliance with Rule 205-3 of the Investment Advisers Act of 1940. Any such performance fees will be negotiated on an individual basis with the client. PGIHK is willing to consider incentive fees in appropriate circumstances. In measuring clients' assets for the calculation of performance-based fees, PGIHK realized and unrealized capital gains and losses are included dependent upon contractual provisions. Performance based fee arrangements can create an incentive for the adviser to recommend investments which could be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor performance based fee-paying accounts over other accounts in the allocation of investment opportunities.

PGIHK manages investments for a variety of clients including, but not limited to, pooled investment vehicles, pension and profit sharing plans, state or municipal government entities and large institutional clients. The potential for conflicts of interest can arise from the side-by-side management of these clients based on fees structures.

PGIHK has policies and procedures designed and implemented to ensure that all clients are treated fairly and to prevent this conflict from influencing the allocation of investment opportunities among clients.

## **ITEM 7 – TYPES OF CLIENTS**

PGIHK provides portfolio management services to pension and profit-sharing plans, government entities and other U.S. and international institutions. Some of PGIHK's clients are affiliates.

Generally, the minimum account size for opening and maintaining a separately managed equity portfolio/account is \$10-50 million and is based on the type of strategy used for the client's portfolio.

Generally, the minimum account size for opening and maintaining a separately managed fixed income portfolio/account is \$25-100 million and is based on the type of strategy used for the client's portfolio.

PGIHK reserves the right in its sole discretion to accept client accounts with fewer initial assets.

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

Investing in securities involves risk of loss that clients should be prepared to bear.

### **Equities**

PGIHK offers a number of actively managed strategies, enhanced index strategies as well as passively managed strategies, all utilizing equity securities to help meet its clients' investment objectives and goals. PGIHK is generally a long-only manager. The vast majority of the portfolios are discretionary. Please refer to Item 16 regarding discretion over client accounts.

PGIHK provides client-focused investment solutions spanning equity markets worldwide. This process generally utilizes internally generated fundamental research that focuses on bottom-up stock selection within a sophisticated comparative framework. The entire scope of research encompasses over 10,000 companies, large and small, in emerging and developed markets. The use of technical methods of analysis can also be used within the research. The proprietary systems include some data sourced from outside investment



research specialists. Research teams avail themselves of various approaches including meeting with senior management of companies whose stocks in which the boutiques have invested or being considered for investment in when deemed appropriate or as necessary, in the teams' judgement. The analysts will also research investment publications on general economic conditions, financial publications from the investment banking industry, corporate annual reports and regulatory filings.

The types of equity securities typically utilized for these strategies include common stock (exchange traded, over the counter and initial public offerings) issued by US and ex-US corporations or other issuers. PGIHK can utilize different instruments, at their preference, to fulfill their selection including but not limited to: 1) American Depositary Receipts and Global Depositary Receipts if liquidity is suitable; 2) Open end funds and Exchange Traded Funds (ETFs) for cash equitization purposes; 3) Although rare - closed-end funds, participation notes, private placement securities and rights and warrants on equity securities; 4) forward currency contracts to hedge the exposure of foreign currency fluctuations in the equity portfolios.

PGIHK offers a broad range of global and regional equity strategies across developed and emerging markets, specified market segments and style preferences which include, but not limited to:

### **Global Equity Strategies**

#### *Global All Country Equity*

This strategy is designed for investors seeking broad exposure to selected equity investment opportunities in developed markets based companies.

#### *Global Strategic Beta*

This strategy is actively managed with a quantitative approach, incorporating measures of variable risk premiums (i.e. multi-factor) for stock selection decisions. The objective is to provide stronger returns or minimize risk relative to a traditional market-capitalization-weighted benchmark.

#### *Global Small-Cap Equity*

The Global Small-Cap strategy invests in a broad-market of developed and emerging market economies. It is focused on investing in small-capitalization companies and managed to provide broadly diversified portfolios by region, country, and sector. This strategy has been further tailored to expand into mid-cap companies, with an overall portfolio income objective.

### **International Equity Strategies**

#### *European Equity, Japanese Equity*

The objective is to provide regional and country exposure tailored to investor's preferences.

#### *China & Hong Kong Equity*

The objective is to provide exposure to China related companies across the capitalization spectrum, utilizing a disciplined active approach.

#### *Asia ex Japan Equity*

The objective is to provide exposure to companies in the Asian region across the capitalization spectrum, utilizing a disciplined active approach.

#### *Asia Pacific ex Japan Equity*

The objective is to provide exposure to companies in the Asian Pacific region (including Australia) across the capitalization spectrum, utilizing a disciplined active approach

Each of the above strategies can be tailored to include emerging market country exposure upon request.

### **US Equity Strategies**

#### *U.S. Small Cap*

The objectives of this strategy is to provide a diversified exposure among selected smaller capitalization U.S. companies. This portfolio has no particular style bias and invests in companies with both growth and value oriented characteristics.

#### *U.S. Strategic Beta*

This strategy is actively managed with a quantitative approach, incorporating measures of variable risk premiums (i.e. multi-factor) for stock selection decisions. The objective is to provide stronger returns or minimize risk relative to a traditional market-capitalization-weighted benchmark.

### **Philosophy and Risk Management**

PGIHK's philosophy is that equity markets are not perfectly efficient, and therefore provide opportunities to add value through fundamental research and active risk management. The strategies are built on the belief that bottom-up stock selection is the most reliable and repeatable source of consistent competitive performance over time. To that end, the lead portfolio manager for each strategy collaborates directly with the investment analysts regarding the output of their analysis, and is ultimately responsible for security selection and for the individual weighting of each portfolio holding.

Risk management is embedded in the boutiques' investment process. The portfolio managers have a number of risk management systems/tools at their disposal, each serving a different purpose within the portfolio construction process. These systems monitor risk and guidelines (in terms of region, country, currency, sector, industry, market capitalization distribution, style factor distribution, beta sensitivity and individual position weights) in each client's portfolio. Generally, the portfolio management teams monitor portfolio risk exposures through a series of weighting constraints relative to each portfolio's benchmark and each portfolio's overall characteristics and individual security holdings.

Furthermore, the risk management tools allow for Senior Management of the boutiques to view portfolio positioning for their respective strategies at any time. The Chief Investment Officers for equity are charged with supporting risk management efforts that quantify the portfolio managers' success in achieving risk and return objectives for the accounts they manage. There is a monthly peer review meeting to discuss risks across all strategies. These meetings focus on a review of all strategies and use detailed reports of absolute and relative portfolio weightings in sectors, companies, industries and market capitalization as well as a wide range of portfolio level systematic risk metrics.

Prospective clients should be aware that no risk management system is fail-safe, and no assurance can be given that risk frameworks employed by the boutiques will achieve their objectives and prevent or otherwise limit substantial losses. There is also the risk that the investment approach taken will be out of favor at times, causing strategies to underperform other strategies or funds that also seek capital appreciation but use different approaches to the stock selection and portfolio construction process.

The Global and International Equity strategies utilize non-US investments. Non-US investments are subject to special risks not typically associated with U.S. stocks. Investing in issuers headquartered or otherwise located in non-US countries poses additional risks since political and economic events unique to a country or region will affect those markets and their issuers.

### **Fixed Income**

PGIHK manages strategies covering a full range of global fixed income securities including products that integrate multiple fixed income sectors (multi-strategy) as well as products that emphasize a single fixed income sector.

The fixed income multi-strategy services focus on U.S. dollar-denominated securities as well as fixed income securities issued outside the United States and denominated in multiple currencies benchmarked to a range of short, intermediate and long duration strategies. Within the single sector focused strategies these include global and U.S. dollar-denominated strategies focused on investment grade corporate credit, high yield securities, emerging market debt or government and government related bonds.

PGIHK believes attractive returns are best achieved through the integration of rigorous fundamental research, a global perspective and disciplined risk management.

These common threads serve as the three cornerstones of the fixed income process:

#### *Macro/Risk Perspective*

A broad approach to identifying macro trends and inconsistencies.

### *Investment Research Framework*

A consistent comparative framework based on fundamentals, technicals, valuations and independent internal research, which is used throughout the investment process and facilitates communication as well as portfolio positioning.

### *Risk Management*

A comprehensive, multi-dimensional approach to risk management at each stage of the investment process.

## **Fixed Income Strategies**

### *Global Bonds*

The Global Bonds strategy aims to exploit global bond market opportunities through assessment of the global business/growth cycle and the relative position of individual countries within the cycle. The goal of the strategy is to add value to an actively managed global bond portfolio. The strategy includes: Global Bonds, Global Corporate Plus, Global Investment Grade Corporate, Global Sovereign Bonds, Global Credit Opportunities, Global Short Duration Credit and Global Short Duration Fixed Income.

### *High Yield*

The high yield strategy tactically allocates across the high yield spectrum, focusing on the individual ratings of securities. The goal of the strategy is outperformance of the benchmark over a three to five-year period with a below market level of volatility. High yield strategies include: Global High Yield.

### *Risks of the Fixed Income Strategies*

Structured products are complex credit instruments involving a series of CDS or CDOs as an example. The instruments typically have several tranches and the investing party is potentially exposed to one or several levels of payment risk. The instrument will have provisions which spell out participation in revenue and loss or repayment of principal when certain conditions are experienced by the underlying assets.

PGIHK does not primarily recommend a particular type of fixed income security. However, within the fixed income team, the firm manages strategies requested by institutional investors seeking fixed income solutions to their investment objectives.

There are a number of risks which affect fixed income investments which include but are not limited to: interest rate, credit, volatility, liquidity, duration, prepayment, derivative, optionality, inflation, reinvestment, event, sector, disclosure, foreign exchange, legal, economic, geopolitical, and systemic.

All fixed income securities are subject to interest rate and credit quality risk. The market value of fixed income securities generally declines when interest rates rise and an issuer of fixed income securities could default on its payment obligations.

Concentration Risk: a strategy that concentrates investments in a particular industry or group has greater exposure than other strategies to market, economic and other factors affecting the industry or group.

Duration Risk: duration is a measure of the expected life of a fixed income security and its sensitivity to changes in interest rates. The longer a portfolio's average duration, the more sensitive the fund will be to changes in interest rates.

Prepayment Risk: unscheduled prepayments on mortgage-backed and asset-backed securities reinvested at lower rates. A reduction in prepayments resulting in increase in the effective maturities of these securities, exposing them to the risk of decline in market value over time.

The High Yield strategy is also subject to greater credit quality risk than higher rated fixed income securities and should be considered speculative.

The Global Bonds strategies are also subject to Foreign Securities Risk, which includes the loss of value as a result of: political or economic instability; nationalization, expropriation or confiscatory taxation; changes in foreign exchange rates and restrictions; settlement delays and limited government regulation.

State and Political Subdivisions Risk: subject to credit, transparency/disclosure, political, and other similar risks.

Changes to tax laws can result in various risks with regards to bonds.

### **Asset Allocation**

PGIHK provides asset allocation services, which includes recommendations relating to overall asset class selection, risk management, asset class rebalancing and manager selection within asset classes, both within and outside of PGIHK. PGIHK can utilize asset classes in their modeling such as U.S. and non-US equity, U.S. and non-US fixed income, cash equivalents, and real estate with further differentiation based on market capitalization (as an example, large-cap vs. small-cap) and/or investment style (as an example, value vs. growth) as well as other asset subclasses. PGIHK also makes recommendations and allocations to underlying investment strategies as detailed below.

PGIHK conducts detailed analyses and review of the appropriateness of the exposure and weightings of each asset class within a specific client's portfolio or mandate based upon the agreed upon parameters of each individual investment management agreement. PGIHK will assess current asset class weightings based upon any number of individual factors and makes adjustments to those allocations over time. In identifying potential areas of investment, PGIHK takes into consideration the ability of an asset class to provide capital appreciation, the ability to generate current income, certain diversification characteristics of the asset class, the potential need for capital preservation and/or certain risk hedging characteristics when making its allocation recommendations.

PGIHK also evaluates the risk premium associated with each asset class or sector in an effort to determine the appropriateness of the allocations related to the overall intended risk profile and strategy of the client. PGIHK employs a fund of funds approach to portfolio construction as client assets are allocated across one or any number of predetermined commingled funds. PGIHK primarily utilizes mutual funds, unit investment trusts, separate accounts, ETFs and/or other commingled funds that are typically sub-advised by affiliated managers. The portfolio construction process includes a comprehensive analysis of manager style for each of the asset classes employed in the asset allocation strategy, based on their portfolio returns and holdings.

PGIHK conducts a rigorous investment due diligence process on each affiliated manager, and on other managers who might be specified by the client. This due diligence takes into account qualitative factors; quantitative factors; an assessment of each manager's style against our medium-term view on markets; and finally, an assessment of their ability to manage the investment risk in their holdings.

After a portfolio is initially constructed, PGIHK monitors the aggregate portfolio as well as the underlying managers for each asset class on an ongoing basis to determine that the asset allocation model continues to operate within each client's stated investment guidelines. The asset class selection and risk management analyses are used to determine both the timing of portfolio rebalancing and the magnitude by which allocations are allowed to drift away from neutral target allocations. Portfolio rebalancing recommendations typically rely on a combination of fundamental and quantitative inputs within pre-established risk parameters and rebalancing is employed generally as a risk reduction measure rather than a tactical measure.

Underlying portfolio risks include, but are not limited to, size/style drift and earnings quality for equities; credit quality and interest rate sensitivity for fixed income portfolios; specific sectors and countries for real estate portfolios. There is also a risk that one, some or all of the underlying portfolios selected for inclusion in the asset allocation models do not meet their stated investment objective or that the overall asset allocation recommendations that are made by PGIHK do not perform as expected. As with every investment, there is also the risk that the investment decisions made result in the loss of principal and that the investment could be worth less money at the time of redemption than the investor contributed to the portfolio.

PGIHK monitors portfolio risk in a number of ways, including the processes detailed above relating to portfolio construction and the ongoing monitoring of the portfolios. PGIHK monitors the performance of each underlying manager for the portfolio relative to the benchmark established for each asset class as well as relative to a peer group.

PGIHK continually monitors the macro-economic environment to which the asset classes are exposed. The economic environment is a factor in the risk analysis allocation and portfolio rebalancing decisions discussed above.

A variety of software applications are used to monitor the current asset allocation mix in the client's portfolio to identify the principal sources of portfolio risk, and to verify that the risk/return profile for the portfolio is in agreement with the client's stated investment objective and applicable guidelines.

#### All Strategy Risks:

With the increased use of technologies such as the Internet to conduct business and the sensitivity of client information, investment strategy and holdings, a portfolio is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate internal or external attacks or unintentional events and are not limited to gaining unauthorized access to digital systems, and misappropriating assets or sensitive information, corrupting data, or causing operational disruption, including the denial-of-service attacks on websites. Cyber security failures or breaches either internally at PGIHK or externally by a third-party service provider or at or against issuers of securities in which the portfolio invests have the ability to cause disruptions and impact business operations. Such events could potentially result in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, including the cost to prevent cyber incidents.

### **ITEM 9 – DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of PGIHK or the integrity of PGIHK's management. PGIHK has no information applicable to this item.

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

PGIHK is an affiliate of Principal Securities, Inc. ("PSI"), a retail investment adviser registered with the SEC and a broker-dealer which is a FINRA member firm that markets a variety of proprietary and non-proprietary mutual funds, unit investment trusts and limited partnerships. PGIHK currently does not execute security transactions with PSI. PSI is an introducing broker-dealer for retail funds business.

PGIHK is under common control with Principal Funds Distributor, Inc. ("PFD"), a registered broker-dealer and a FINRA member. PFD serves as a principal underwriter for Principal Funds, Inc. and Principal Variable Contracts, Inc. PGIHK does not currently execute security transactions with PFD.

PGIHK is under common control with Spectrum Asset Management, Inc. ("Spectrum"), a registered broker-dealer and an investment adviser registered with the SEC. PGIHK

executes securities transactions for clients through Spectrum in certain circumstances, but only in compliance with applicable rules. Spectrum is also a member of the National Futures Association (“NFA”) and registered with the Commodity Futures Trading Commission (“CFTC”).

PGIHK is under common control with Principal Global Investors, LLC (“PGI”), an investment adviser registered with the SEC. PGI offers portfolio management services for fixed income, equities and commercial real estate products. PGIHK has arrangements with PGI which provide that PGI will furnish certain personnel, services, and facilities used by PGIHK. PGIHK utilizes certain PGI personnel, resources, and services in fulfilling its contractual obligations to its clients. PGI employees maintain portfolio accounting records and provide support for the marketing and client services activities of PGIHK. PGIHK and PGI have certain common officers. PGI is a member of the NFA and registered as a commodity trading advisor and commodity pool operator with the CFTC.

PGIHK is under common control with Principal Real Estate Investors, LLC (“PrinREI”), an investment adviser registered with the SEC. PrinREI offers portfolio management and investment advisory and subadvisory services concerning primarily equity real estate and commercial mortgage investments to affiliated and non-affiliated persons. PGIHK and PrinREI have other common directors and officers.

Principal International, Inc. (“Principal International”) is an affiliate of PGIHK, as both Principal International and PGIHK are direct or indirect wholly owned subsidiaries of PFSI. PGIHK manages certain portfolios of Principal International and of Principal International’s insurance subsidiaries.

PGIHK is part of a diversified, global financial services organization with many types of affiliated financial services providers, including but not limited to broker-dealers, insurance companies and other investment advisers. PGIHK enters into arrangements, as needed, to provide services or otherwise enter into some form of business relationship with these foreign and/or domestic affiliates. Additional disclosure of these relationships will be provided upon request.

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

PGIHK has adopted a Code of Ethics (the “Code”). The principal purposes of the Code are to provide policies and procedures consistent with applicable laws and regulations, including Rule 204A-1 under the Investment Advisers Act of 1940, to prevent conflicts of interests or the appearance of such conflicts when PGIHK’s officers, directors, employees and certain non-employees of PGIHK with access to client and trading information of PGIHK (“Access Persons”) own or engage in their own personal transactions involving securities. The Code requires all Access Persons to adhere to high standards of honest and ethical conduct, and the interests of our advisory clients must be



placed first at all times. All Access Persons of the firm are required to certify upon association/employment and annually thereafter that they have read, understood and complied with the Code. This includes that they have complied with the requirements and disclosed covered accounts, reportable securities and pre-cleared transactions as required by the Code. Access Persons are permitted to personally buy and sell securities of issuers that PGIHK also trades for its clients, so long as those buy and sell transactions are conducted in accordance with the Code. As such, there are procedures in place to prevent instances where potential conflicts of interest arise between the personal securities transactions of the Access Persons and the securities transactions that PGIHK conducts for the accounts of clients. Compliance monitors personal trading via the on-line pre-clearance system, FIS Personal Trading Assistant. The procedures provide for the maintenance of a master securities list that includes all securities traded by PGIHK for purchase or sale on behalf of clients. All Access Persons are required to obtain pre-clearance approval to buy and sell reportable securities (excluding exempt securities and transactions) through the online monitoring system, FIS Personal Trading Assistant, before executing a personal security transaction to make sure the proposed transaction conforms to our Code provisions. There is also quarterly review of reportable transactions, as well as annual certification of accounts and holdings by Access Persons. Please refer to the Code for a detailed overview of provisions.

Clients of PGIHK can obtain a copy of the Code of Ethics by contacting the Chief Compliance Officer at 800-533-1390.

From time to time, PGIHK advises clients to purchase securities which could coincide with other client purchases, one or more affiliates of PGIHK could also (1) be purchasing or selling and/or (2) holding. Such situations will be subject to procedures designed to assure fair allocation of available transactions. PGIHK recommends to its clients the purchase, sale or holding of shares of affiliated mutual funds and/or ETFs for which PGIHK and its affiliates also provide advisory services while considering suitability. PGIHK has policies and procedures that address trading and potential conflicts of interest. These conflicts, along with all potential conflicts of interest, are overseen according to our relevant policies and procedures.

## **ITEM 12 – BROKERAGE PRACTICES**

As a discretionary adviser, PGIHK determines which securities or other instruments are bought or sold for an account, the amount of such securities or other instruments and the timing of the purchases and sales, the broker, dealer, underwriter through which transactions are effected and the commission rates or spreads paid, except as specifically directed by the client. Our discretion in those matters, however, is limited by our responsibility to act in the best interest of our clients in fulfilling their investment objectives. PGIHK does not engage in principal trading with client accounts.

## **Equities**

### **Selection of Brokers and Dealers**

PGIHK seeks to obtain the best overall execution when selecting a broker or dealer for client portfolio transactions. In selecting brokers and dealers, PGIHK considers a variety of factors including, but not limited to:

- Their financial strength and stability;
- Best price for the trade;
- Reasonableness of their commission, spreads or markups;
- Their ability to execute and clear the trade in a prompt, orderly and satisfactory manner;
- Quality of their executions in the past and existing relationship to date;
- The confidentiality they provide as to the trades placed through them by PGIHK;
- Their execution capabilities and any related risks in trading a particular block of securities;
- Their broad market coverage resulting in a continuous flow of information concerning bids and offerings;
- The consistent quality of their services, including the quality of any investment-related services provided (e.g. a first call on the release of influential securities reports);
- Their record keeping practices (e.g. timely and accurate confirmations); and
- Their cooperation in resolving differences.

PGIHK may also use the above factors to establish generally the proportion of the overall commissions to be allocated to each broker or dealer used in effecting equity trades on behalf of its clients. There is a broker voting process that includes research analysts, portfolio managers and traders. The broker vote is designed to rank brokers based on the quality of research and trading services provided. Recommendations are made for commission allocation based on the results of the vote. These factors and the results of the broker vote are used as general guidelines by the equity trading desk in deciding which broker-dealer to use for specific securities transactions. Because of the variety of factors used to select brokers or dealers, the determining factor in seeking best execution is not the lowest possible commission, but whether the transaction represents the best overall execution for the client. In some instances, PGIHK will pay a broker commissions that are higher than the commissions another broker might have charged for the same transaction. Further, in the case where a firm bundles research services with its execution services, PGIHK may consider the receipt of research services provided (including soft dollar services) if it does not compromise the selection of best overall execution. Please see the section on Soft Dollar Practices below for additional information about brokerage and research services received by PGIHK.

PGIHK maintains an approved list of brokers and dealers. New counterparty arrangements must be reviewed and approved by the Counterparty Team before trading can begin through the new counterparty. Alternative trading systems that meet the guidelines are also eligible for consideration. The traders are required to direct trades

only through approved counterparties. Counterparties are regularly monitored by the Counterparty Team for signs of deterioration in business operations, creditworthiness and rating changes.

PGIHK does not use affiliated broker-dealers to place client trades for equity securities.

#### Brokerage Commissions

Transactions on stock exchanges and other agency transactions involve the payment by the client of negotiated brokerage commissions. Such commissions vary among different brokers and dealers and a particular broker or dealer often charges different commissions according to such factors as the difficulty and size of the transaction or the means of execution (i.e. program, algorithmic or sales trader). Although commission rates are considered in our brokerage selection process and are reasonable in relation to the value of the services provided, our clients may not realize the lowest possible commission rates as our determination process considers the additional factors outlined above.

#### Client Directed Brokerage

If PGIHK agrees, a client can instruct the firm to direct trading for their account to a particular broker. If a client directs PGIHK to use a particular broker or dealer, it is possible the firm will be unable to negotiate commissions, obtain volume discounts, ensure best execution, and to batch trades on the client's behalf. Consequently, clients who direct the firm to use a particular broker could possibly pay more in commissions than those who do not. No assurance can be given that transactions executed in accordance with such directed brokerage arrangements result in the best execution available to the client. In addition, client directed brokerage on behalf of employee benefit plan clients might be subject to special requirements under the Employee Retirement Income Security Act of 1974 ("ERISA").

#### Trade Order Aggregation and Allocation for Equity Accounts

In carrying out the investment objectives of its clients, occasions arise in which PGIHK deems it advisable to purchase or sell the same equity securities for two or more client accounts at the same or approximately the same time. In those cases, PGIHK could submit the orders to purchase or sell to a broker or dealer for execution on an aggregate or "bunched" basis. PGIHK expects aggregation or "bunching" of orders, on average, to reduce the cost of execution. PGIHK, generally, will not aggregate a client's order if, in a particular instance, it believes that aggregation will increase the client's cost of execution. In some cases, aggregation or "bunching" of orders could increase the price a client pays or receives for a security or reduce the amount of securities purchased or sold for a client account.

PGIHK will not aggregate orders unless it believes that aggregation is consistent with (1) its duty to seek best execution and (2) the terms of its investment advisory agreements with its clients. Aggregated orders will be executed only after order tickets have been received by the trading desk specifying the participating accounts and the number or percentage of shares to be allocated among the various accounts ("allocation statement"); each client portfolio that participates in an aggregated order will generally participate at

the average share price for the securities in the same aggregate transaction on a given business day, with all transaction costs shared pro rata based on each client's participation in the transaction; and if an aggregated order cannot be filled completely, allocation among orders will be made pro rata based on the allocation statement.

However, the order may be allocated on a basis different from that specified in the allocation statement if all accounts of clients whose orders are allocated receive fair and equitable treatment. PGIHK's equity trading desk, at times, will depart from the above procedures if, in the exercise of its reasonable judgment, it determines that such a departure is in the clients' interests taken as a whole. As a result of such allocations, there will be instances when a client's account does not participate in a transaction that is allocated among other clients. As an example, there can be de minimis deviation from that stated in the Allocation Statement when necessary to correct a pro rata distribution that results in a participating account holding (1) too small a number of shares in relation to the size of the participating account or its investment strategy or (2) an odd-lot.

PGIHK enters aggregated orders to participate in initial public equity offerings (IPOs). In determining whether to enter an order for an IPO for any client account, PGIHK considers the account's investment restrictions, risk profile, asset composition and cash level. Accordingly, it is unlikely that every client account will participate in every available IPO order. Partially filled aggregated IPO orders will be allocated pro rata across participating accounts in accordance with the procedures set out above. It is possible, therefore, that some accounts participating in the aggregated order will receive no shares in the allocation.

#### Cross Trades

PGIHK generally will not arrange for one client to purchase or sell securities to another client (a "cross trade") unless the clients in question have adopted a policy that permits cross trades and the regulatory authority governing the client accounts clearly permits the cross trade to occur. However, policies and procedures exist for those situations where cross trades are appropriate and permitted by applicable law. Cross trades are only considered in isolated instances when it is determined that there are two or more parties; at least one of which wishes to dispose of a particular security while the other(s) wishes to add it to its portfolio. Steps are taken to ensure that the transaction is in the best interests of both parties, the purchase and sale of the security satisfy the investment guidelines for each of the portfolios involved and the applicable regulatory requirements are satisfied, (as an example for mutual funds, consistent with the funds' Rule 17a-7 procedures).

When entering into cross trades, PGIHK takes steps to obtain a price it has determined by reference to independent market indicators, and which PGIHK believes is consistent with its duty to seek "best execution" for each party and all parties are informed of all relevant details of the transaction and have consented. For all cross trades that are executed, a form must be completed and signed by the Portfolio Managers assigned to the portfolios and submitted to Compliance for review. The form requires that the Portfolio Managers provide written statements explaining why they believe the transaction is beneficial for

both parties involved. The form also asks about any commissions or fees to be paid, if any, and how the market price was determined.

Transactions involving the purchase and sale of a security that involves an ERISA plan have additional requirements that are outlined in the policies and procedures.

Because PGIHK manages different styles of accounts with different portfolio managers, it sometimes happens that two or more portfolio managers initiate orders to buy or sell the same equity security at the same time. If one portfolio manager has entered a buy order for a stock while another portfolio manager has a sell order, the orders will be worked separately to ensure that one account does not buy from the other.

### Trade Errors

PGIHK maintains a system of checks and balances designed to limit the errors it makes in placing trades for client accounts. Nonetheless, PGIHK will, from time to time, make such errors. It is PGIHK's policy to absorb all losses on trades it places in error. In rectifying erroneous trades, PGIHK distinguishes between errors it identifies prior to the time a client's custodian settles the erroneous trade and posts it to the client's custodial statement ("Time of Settlement") and those it identifies after the Time of Settlement. PGIHK maintains an error account and settles into it all erroneous trades it identifies prior to the Time of Settlement. Any profits from erroneous trades identified before settlement are retained in the error account and can only be used to offset losses caused by subsequent errors. It is PGIHK's policy to accord clients any profitable erroneous trades it identifies after the Time of Settlement.

PGIHK's policy covering the correction of trading errors generally applies only to the extent that PGIHK has control of resolving errors for client accounts. Because of the actions or omissions by a broker-dealer, a trade executed in the market may materially differ from the instructions or order given by the Adviser's Portfolio Manager or the trading desk personnel for that trade. Errors attributable to brokers are not considered trade errors but PGIHK will oversee the resolution of a broker's error.

### **Fixed Income**

PGIHK's principal objective in selecting broker-dealers and entering client trades is to seek best execution for clients' transactions. In general, best execution means executing trades at the best net price considering all relevant circumstances. While best execution is the objective for all transactions, it can be evaluated over time through several transactions rather than through a single transaction. In seeking best execution, the key factor is not necessarily the highest bid or the lowest offers, but whether the transaction represents the best qualitative execution.

PGIHK takes into account the following considerations in its attempt to seek best execution:

- Best price for the trade;
- The broker or dealer's ability to execute and clear the trade in a prompt, orderly and satisfactory manner;
- Quality of executions in the past and existing relationship to date;
- Confidentiality provided by the broker or dealer;
- The broker or dealer's execution capabilities and any related risks in trading a block of securities;
- The broker or dealer's broad market coverage resulting in a continuous flow of information concerning bids and offerings;
- The broker or dealer's consistent quality of service, including the quality of any investment-related services provided;
- The broker or dealer's record keeping practices (e.g. timely and accurate confirmations); and
- Cooperation in resolving differences.

PGIHK reviews a variety of internal and external trading reports and forensic tests to evaluate best execution with its fixed income trades.

PGIHK only executes fixed income trades through brokers or dealers that are approved by its Counterparty Team. Brokers and dealers are evaluated internally by the Counterparty Team credit analyst to determine the financial capability and stability of the counterparty. Once a broker or dealer is approved, it is added to the Counterparty Authorization List and communicated to Traders.

PGIHK conducts an annual fixed income broker review that gathers input from key investment staff. Portfolio managers, research analysts and traders rate brokers and dealers based on the value they believe they receive from the broker or dealer through reports, meetings, conference calls, management visits and other research. Traders rate brokers and dealers based on factors that includes, but are not limited to, execution quality, information flow, volume of trading in PGIHK's orders, willingness to take the other side of the trade in a principal transaction, bids and offers and the broker's execution cost history.

Based on their responses, an aggregate score will be calculated for each broker and dealer and a relative ranking determined. In addition to ratings, feedback is gathered on the strengths and weaknesses of each broker and dealer (e.g. research sales, strategy and trading).

PGIHK acts as investment adviser for a variety of accounts and will place orders to trade securities for each of those accounts from time to time. If, in carrying out the investment objectives of the accounts, occasions arise when purchases or sales of the same securities are to be made for two or more of the accounts at the same time, PGIHK may submit the orders to purchase or sell to a broker or dealer for execution on an aggregate or "bunched" basis (including orders for accounts in which PGIHK, its affiliates and/or its personnel have beneficial interests). In aggregating trade orders and allocating available

securities, PGIHK must provide fair and equitable treatment to all clients participating in the “bunched order”. It is important to recognize, however, that all clients cannot be treated exactly alike. The fairness of a given allocation depends on the facts and circumstances involved, including the client’s investment criteria and account size and the size of the order. PGIHK aggregates trades to give clients the benefits of efficient and cost-effective delivery of investment management services. By aggregating trades, it is possible for PGIHK to also obtain more favorable execution. PGIHK may create several aggregate or “bunched” orders relating to a single security at different times during the same day. On such occasions, when not restricted by the client’s investment management agreement, PGIHK generally prepares, before entering an aggregated order, a written allocation statement as to how the order will be allocated among the various accounts. Securities purchased or proceeds of sales received on each trading day with respect to each such aggregate or “bunched” order shall be allocated to the various accounts whose individual orders for purchase or sale make up the aggregate or “bunched” order by filling each account’s order in accordance with the allocation statement. In the event that the aggregated order cannot be completely filled, the securities purchased or sold will generally be allocated among the various accounts on a pro rata basis, subject to rounding to avoid less easily traded lots and individual issuer de minimis limits. Securities purchased for client accounts participating in an aggregate or “bunched” order will be placed into those accounts at a price equal to the average of the weighted prices achieved in the course of filling that aggregate or “bunched” order.

Although, PGIHK generally follows a pro rata allocation method, various judgmental and other factors could support non-pro rata allocations. Judgmental factors (e.g. changes in the availability of cash or liquidity needs subsequent to the initial order, a de minimis holding resulting from such an allocation, a change in the client’s needs subsequent to an initial allocation or other such judgmental factors) could form the basis of a decision for a non-pro rata allocation. In these cases, a portfolio manager must use reasonable business judgment in making a non-pro rata allocation that he or she believes is in the best interest of the affected clients.

PGIHK expects aggregation or “bunching” of orders, on average, to reduce the cost of execution. PGIHK, generally, will not aggregate a client’s order if, in a particular instance, it believes that aggregation will increase the client’s cost of execution. In some cases, aggregation or “bunching” of orders could increase the price a client pays or receives for a security or reduce the amount of securities purchased or sold for a client account.

PGIHK generally does not engage in cross trades. However, PGIHK has procedures in place to effect cross trades when permitted by the clients and if permissible under applicable regulations applicable to both accounts. In all situations that involve a cross trade, the portfolio manager will be required to provide a statement that explains why the transaction is in the best interest of both parties. Under no circumstances an ERISA account will be permitted to participate in a cross trade without prior approval of the management of PGIHK and Compliance.

PGIHK generally does not intend to place portfolio trades for any of its fixed income clients with an affiliated broker-dealer.

It is PGIHK's policy that the utmost care to be taken in making and implementing investment decisions on behalf our client accounts. Nonetheless, PGIHK will, from time to time, make such errors. It is PGIHK's policy to absorb all losses on trades it places in error. In rectifying erroneous trades, PGIHK distinguishes between errors it identifies prior to the time a client's custodian settles the erroneous trade and posts it to the client's custodial statement ("Time of Settlement") and those it identifies after the Time of Settlement.

PGIHK policy covering the correction of trading errors generally applies only to the extent that the firm has control of resolving errors for client accounts.

Because of the actions or omissions by a broker-dealer, a trade executed in the market could materially differ from the instructions or order given by the adviser's portfolio manager or the trading desk personnel for that trade. Errors attributable to brokers are not trade errors but PGIHK will oversee the resolution of a broker's error.

PGIHK does not generally engage in principal transactions, as defined by Section 206-3 under the Advisers Act, as part of its trading processes for clients. In the event the firm should endeavor to engage in a principal transaction, the firm will take action to ensure compliance with the relevant requirements of the Advisers Act. Section 206(3) prohibits any investment adviser from engaging in or effecting a transaction on behalf of a client while acting either as principal for its own account, or as broker for a person other than the client, without disclosing in writing to the client, before the completion of the transaction, the adviser's role in the transaction and obtaining the client's consent. An investment adviser is not "acting as broker" if the adviser receives no compensation (other than its advisory fee) for effecting a particular agency transaction between advisory clients.

New issue portfolio securities (including new securities sold in reliance on Securities and Exchange Commission Rule 144A) will normally be purchased directly from the issuer or from an underwriter for the securities. Such transactions involve no brokerage commissions. Purchases from underwriters will include a commission or concession paid by the issuer (and not by clients of PGIHK) to the underwriter. In some new issue transactions, there is only one underwriter and, accordingly, any orders for that new issue security will be placed with that underwriter. In other new issue transactions in which an underwriting group is involved, pricing should be uniform among the underwriters and PGIHK will normally place its orders with the lead manager, in an effort to maximize the prospects for getting the orders filled. Secondary purchases from and sales to dealers will include the spread between the bid and asked prices. In general, PGIHK's primary objective in exercising any available authority concerning the selection of an underwriter, broker, or dealer is to obtain the best overall terms for the firm's clients. In pursuing this objective, PGIHK considers all matters it deems relevant (both for the specific transaction and on a continuing basis), including the breadth of the market in the security, the price of the security, the financial condition and executing capability of the broker or dealer and the reasonableness of the compensation, if any, received by the underwriter, broker or dealer.



It is the responsibility of a client's custodian to handle foreign exchange transactions ("FX Transactions") for client accounts to settle trades and to repatriate dividends, interest and other income payments received into the client account to the account's base currency when necessary. However, PGIHK will, when requested by the client and the firm determined that it is cost effective or efficient, arrange for its trade desk to handle trade settlement related FX transactions in unrestricted currencies. Under this type of arrangement, should a client so request, the trade desk is responsible for seeking best execution of FX transactions, either with the client's custodian or with third parties. Unless otherwise agreed to, PGIHK will continue to issue standing instructions to each client's custodian for all other types of FX transactions in unrestricted currencies, such as those related to dividend and interest repatriation. Because of various limitations regarding transactions in restricted currencies, (generally in jurisdictions where all FX Transactions must be done by the client's custodian) all FX Transactions in restricted currencies will continue to be effected by each client's custodian pursuant to standing instructions and PGIHK will not seek best execution.

In cases where a client has not requested that PGIHK handle arrangements for trade settlement related FX transactions in non-U.S. securities, and/or the firm has deemed that it is not cost effective to do so, PGIHK will instruct the client's custodian to effect the necessary FX transactions. This is done either through standing instructions communicated to the custodian when the account is established, or at the time settlement instructions are sent to the custodian for a particular transaction. The custodian is responsible for executing FX transactions, including the timing and applicable rate, of such execution pursuant to its own internal processes. As clients generally have arrangements with their custodian regarding the execution of FX transactions, such arrangements impact the fees and expenses charged to the client by the custodian.

## **ITEM 13 – REVIEW OF ACCOUNTS**

### **Review of All Accounts**

PGIHK reviews each client account to monitor portfolio performance and to ensure that each portfolio conforms to guidelines established by PGIHK and the client. Separately negotiated contracts with each client contain the precise nature of the advisory services to be furnished to that client. These contracts can specify the criteria and process for the account review furnished by the client. In addition, PGIHK uses its own review processes and procedures during the ongoing management of the client's portfolio. PGIHK generally sends reports to clients on the investment status of their portfolios quarterly, or more frequently if required under the terms of the client contract.

### **Reviews by Strategy**

#### **Equities:**

Equity portfolios receive ongoing review during the trading process. PGIHK utilizes a compliance system to assist in the automated review and monitoring of portfolios. Many

client account investment guidelines can be input into this compliance system. Each equity trade order is submitted into the system and reviewed electronically for compliance with the account's investment guidelines. This is done prior to the trade order being submitted to PGIHK's trade desk. The system blocks trades that would cause an explicit breach of client guidelines. PGIHK generates daily reports identifying exceptions for further analysis.

The portfolio managers utilize proprietary and third-party portfolio construction tools to monitor pre-trade and post-trade risks before trade orders are ever sent to the trading desk. These systems allow the team to evaluate the impact of potential trades on the overall portfolio exposures which cannot be monitored through automated compliance system, yet are a client objective or guideline.

Authorized members of the equity boutiques can monitor portfolios on an ongoing basis and allow for senior management to view portfolio positioning for all strategies at any time. Daily performance reports on representative samples of client portfolios are compared to relative benchmarks. PGIHK runs monthly risk analysis and exception reports on a representative sample of portfolios relative to benchmarks, and in addition, portfolio managers formally review a representative group of client portfolios each month.

#### **Fixed Income:**

Each fixed income portfolio is reviewed daily by its portfolio manager and team members assigned to that portfolio. PGIHK runs daily reports on a sampling of accounts indicating performance of each portfolio, market value and cash for each account included in the sampling. PGIHK has an oversight process to monitor portfolios. The firm runs monthly performance reports on all accounts, which are provided to the members who have oversight authority. Risk management reports showing tracking error and characteristics are run at least quarterly. Each portfolio manager meets quarterly to review the activity in the portfolio(s) for which the portfolio manager is responsible.

#### **Reviewers**

PGIHK has several committees that review all client portfolios falling within their respective equities or fixed income area of focus. All committee members are officers of PGIHK and generally hold the title of Director, Managing Director or Executive Director. The appropriate committee assists the portfolio manager in reviewing objectives and constraints of the client, investment activity, operational activity, and client relations at least quarterly. The number of accounts each committee reviews varies by committee.

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

PGIHK enters into compensation arrangements with certain related persons who act as solicitors of clients for the firm. In addition, PGI has from time to time entered into arrangements with other persons who act as solicitors of clients when it appears to the firm that a solicitor could provide access to clients PGIHK might not otherwise have.

Such arrangements will, at all times, be maintained in compliance with Rule 206(4)-3 of the Investment Advisers Act of 1940. PGIHK may pay any such solicitor (a) a salary, or (b) a percentage of the management fee PGIHK earns from the account a solicitor has introduced, or (c) a one-time fee, or (d) any combination of (a), (b), or (c). In the event PGIHK utilizes unaffiliated solicitors to procure clients for investment pools they manage, the payments will not be treated as cash solicitation fees per Rule 206(4)-3. The SEC in an Interpretive Letter dated July 28, 2008 to Mayer Brown LLP indicated that Rule 206(4)-3 does not apply to an investment adviser's cash payment to a person solely to compensate that person for soliciting investments in investment pools managed by the investment adviser.

## **ITEM 15 – CUSTODY**

PGIHK does not custody client assets. Client assets are held by qualified custodians as chosen and by the terms negotiated by the client. Account statements will be provided to the client directly from the custodian. Clients should review these statements carefully.

## **ITEM 16 – INVESTMENT DISCRETION**

PGIHK generally receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, PGIHK observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to PGIHK in writing.

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

PGIHK has adopted and implemented written Proxy Voting Policies and Procedures which are designed to reasonably ensure that the Firm votes proxies in the best interests of its advisory clients who have authorized the PGIHK to address these matters on their behalf. PGIHK's guiding principles in performing proxy voting are to make decisions that (i) favor proposals that tend to maximize a company's shareholder value and (ii) are not influenced by conflicts of interest.

The principles and positions in the Policy are designed to guide the firm in voting proxies, and not necessarily in making investment decisions. Portfolio Management Teams base their determinations of whether to invest in a particular company on a variety of factors.

The client can authorize PGIHK to vote proxies or chose to retain that right. Clients can obtain a summary report relating to their account by contacting their representative. PGIHK has established a general Proxy Voting Policy using the Institutional Shareholder Services, Inc. (ISS) Standard Proxy Voting Guidelines (the Guidelines) except where a portfolio management team decides to diverge from the Guidelines. In this case, the policy requires certain procedures and documentation to be met.

Clients can obtain a copy of PGIHK's complete proxy voting policies and procedures upon request.

In the rare event that a proxy ballot is received for a fixed income account, the relevant portfolio manager will be responsible for voting the ballot.

## **ITEM 18 – FINANCIAL INFORMATION**

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about the firm's financial condition. PGIHK has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.