

WILLING CAPITAL MANAGEMENT LIMITED

UNIT 815 AND UNIT 819, LEVEL 8, CYBERPORT 1,
100 CYBERPORT ROAD,
HONG KONG

March, 2022

Firm Brochure – Form ADV Part 2A

This “**Brochure**” provides information about the qualifications and business practices of WILLING CAPITAL MANAGEMENT LIMITED (hereinafter “**Willing Capital**”, “**we**”, “**us**”, “**our**” or the “**Firm**”). If you have any questions about the contents of this Brochure, please contact us by email at IR@WILLINGCAP.COM. Information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

Willing Capital is registered as an Investment Adviser with the SEC. Registration as an investment adviser does not imply that Willing Capital or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Additional information about Willing Capital is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Brochure is dated March 2022 and is an annual update. We have updated the disclosure on the description on advisory business contained in our brochure as part of the annual update mandated by relevant rules.

Item 3: Table of Contents

Item 2: Material Changes	2
Item 3: Table of Contents	3
Item 4: Advisory Business.....	4
Item 5: Fees and Compensation.....	5
Item 6: Performance-Based Fees and Side-By-Side Management.....	7
Item 7: Types of Clients	8
Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss	9
Item 9: Disciplinary Information.....	13
Item 10: Other Financial Industry Activities and Affiliations.....	13
Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	13
Item 12: Brokerage Practices.....	14
Item 13: Review of Accounts.....	15
Item 14: Client Referrals and Other Compensation	16
Item 15: Custody	16
Item 16: Investment Discretion.....	16
Item 17: Voting Client Securities	16
Item 18: Financial Information	17

Item 4: Advisory Business

Willing Capital Management Limited (hereinafter “**Willing Capital**”, “**we**”, “**us**”, “**our**” or the “**Firm**”) is organized as a Hong Kong private company limited by shares, with a principal place of business in Hong Kong, People’s Republic of China.

The Firm was founded in September 2017 and is majority owned by Xiao Lin and Xinyue Liu. The registered address is at 9/F, Amtel Building, 148 Des Voeux Road Central, Central, Hong Kong. The principal place of business is at Unit 815 And Unit 819, Level 8, Cyberport 1, 100 Cyberport Road, Hong Kong.

Willing Capital serves as the investment manager, with discretionary trading authority, to private, pooled investment vehicles, the securities of which are offered through a private placement basis in accordance with Regulation D under the Securities Act of 1933. The Funds are exempt from registration as an investment company in accordance with Section 3(c)(7) of the Investment Company Act of 1940. Willing Capital also provides discretionary investment management services to qualified investors through separately managed accounts.

Willing Capital manages two private funds that are in master-feeder structure: (i) Willing Partners Master Fund and (ii) Willing Partners Plus Master Fund. The Funds are registered with the Cayman Island Monetary Authority. Currently there are a total number of four separately managed accounts tailored to specific needs of particular investors or follow investment strategies identical to the Funds with certain restrictions. As of 28 February 2022, we have approximately US\$1.16 billion regulatory assets under management.

Willing Capital manages the following private, pooled investment vehicles, together referred to as “Willing Partners Funds”:

- Willing Partners Master Fund - a Cayman Islands company with limited liability;
- Willing Partners Fund - a Cayman Islands company with limited liability;
- Willing Partners US Fund - a Cayman Islands company with limited liability;

Willing Capital also manages the following private, pooled investment vehicles, together referred to as “Willing Partners Plus Funds”:

- Willing Partners Plus Master Fund - a Cayman Islands company with limited liability;
- Willing Partners Plus Fund - a Cayman Islands company with limited liability;
- Willing Partners Plus US Fund - a Cayman Islands company with limited liability;

The master funds and the feeder funds are each referred to as a “**Fund**” or “**Client**”, and collectively referred to as the “**Funds**” or the “**Clients**”.

The Funds’ “**Shareholders**” are hereafter collectively referred to as the “**Investors**” where appropriate.

Our investment decisions and advice with respect to the Funds are subject to each Fund’s investment objectives and guidelines, as set forth in its respective “**Offering Documents**.”

We do not currently participate in any Wrap Fee Programs.

Item 5: Fees and Compensation

The fees applicable to each of the Funds are set forth in detail in the corresponding Offering Documents. A brief summary of such fees is provided below. Investors should refer to the relevant offering documents for a complete understanding of how the Firm is compensated for its advisory services.

Management Fee

Private Funds

Willing Capital is paid an investment management fee ("**Management Fee**") per annum of the net asset value of the Funds.

The Management Fee is up to 2% per annum of assets under management, depending on the participating share classes of each of the Funds.

The Funds may issue different classes of participating shares and may permit certain shareholders to participate in the funds on different terms.

The Management Fees will be payable from the Funds and will be payable monthly in arrears on the last day of each calendar month.

Separately Managed Accounts

The Clients will pay the Firm a management fee of 1% to 1.5% per annum of the account net asset value, payable in monthly in arrears on the last business day of each month.

Other Types of Fees or Expenses

Private Funds

In addition to the Management Fees mentioned above, and the Performance Fees mentioned below, the following fees are also applicable to each of the Funds: (i) Redemption Fees; (ii) Administration Fees; (iii) Audit Fees; (iv) Director Fees; (v) Establishment Expenses; and (vi) other operating expenses, all better described below.

Redemption Fees

Certain classes of shares in the Funds are subject to a redemption charge of 3% of the amount of the redemption proceeds redeemed within the period of 12 months (the "Soft Lock-up Period") commencing from the relevant subscription day as of which the relevant participating share was issued by the respective Fund. The Directors reserve the right to waive or reduce, from time to time, the redemption charge, either in whole or in part of a shareholder's participating shares. The redemption charge shall be retained by the Funds for the benefit of the remaining shareholders. No redemption charge shall be payable with respect to a redemption of participating shares effected pursuant to a compulsory redemption of participating shares by the Funds.

Administration Fees

The administrator will receive a monthly fee from each master fund, subject to a monthly minimum fee. Certain other out-of-pocket expenses of the administrator, as well as applicable data, communication and technology-related charges may also be charged to each master fund in accordance with the administration agreement. The administrator is also entitled to additional remuneration in respect of other services outside the scope of services agreed in the administration agreement in such amount as may be agreed among the respective fund, the master fund and the administrator.

Audit Fees

The auditor will be paid an annual service fee at the rates that are agreed from time to time with each fund and master fund on normal commercial terms.

Director Fees

The directors are entitled to remuneration as approved by the respective Funds on normal commercial terms. The directors of the funds and the master funds may also be paid all reasonable travelling, hotel and other related expenses properly incurred by them in attending meetings of the directors, any committee of the directors, any general meeting or any other meeting held in connection with the business of each fund and master fund.

Establishment Expenses

The master funds will pay expenses for the establishment of the master funds and the feeder funds, including, without limitation: expenses relating to the establishment of the funds in the Cayman Islands, the registration of the funds as regulated mutual funds in the Cayman Islands, the negotiation and preparation of the contracts to which the funds are a party, the costs of preparing, translating and printing all the documentation required and the fees and expenses of its professional advisers. The master funds anticipate expenses of approximately US\$150,000 for the establishment of the funds (master and feeder funds).

The funds' and the master funds' financial statements will be prepared in accordance with US GAAP (although they may elect to modify its treatment of such costs and expenses to accommodate its practical needs). For the purpose of calculating the net asset value for subscription and redemption purposes, the directors of the Funds have decided to amortize such expenses over a period of sixty (60) months because the Funds believe that such treatment is more equitable than expensing the entire amount during the first year of operations, as is required by US GAAP. The directors may make necessary adjustments in the annual financial statements in order for the financial statements to be in compliance with US GAAP. If any of the Funds is terminated within sixty (60) months of its commencement, any unamortized expenses will be recognized. If a Shareholder redeems all or a portion of its investment prior to the end of the sixty (60) month period during which the Fund is amortizing expenses, the directors may, but are not required to, accelerate a proportionate share of the unamortized expenses based upon the amount being redeemed and reduce the redemption proceeds by the amount of such accelerated expenses.

Operating Expenses

The Funds will bear the costs of the following (attributable to the funds from the master funds or incurred on its own behalf): (i) the costs and expenses of all transactions carried out by each master fund or on its behalf; (ii) the charges and expenses of legal advisers, the administrator and auditor; (iii) brokers' commissions (if any), borrowing charges on securities sold short and any issue or transfer taxes or stamp duties chargeable in connection with any securities transactions; (iv) all taxes and corporate fees payable to governments or agencies; (v) directors' fees and expenses (including the fees of the authority for registration of the directors (where applicable)); (vi) interest on borrowings, including borrowings from the prime brokers; (vii) communication expenses with respect to investor services including periodic investor meetings and all expenses of meetings of Shareholders and of preparing, printing and distributing financial and other reports, proxy forms, prospectuses and similar documents; (viii) the cost of insurance (if any) for the benefit of the directors; (ix) litigation and indemnification expenses and extraordinary expenses not incurred in the ordinary course of business; (x) fees and expenses relating to software systems, tools, programs, or other technology utilized for fund accounting purposes with respect to each fund and the corresponding master fund (including third party software licensing, implementation, data management and recovery services and custom development costs); (xi) the cost of obtaining and maintaining any future listing of the Shares on any stock exchange; and (xii) all other fund organisational and operating expenses and/or master fund organisational and operating expenses attributable to the Funds.

Separately Managed Accounts

The Separately Managed Accounts shall bear all the account related expenses, including trading expenses, custody fees, accounting fees, brokerage fees and commissions, transactions costs and taxes, that are incurred during management of the managed accounts.

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

Willing Capital is entitled to a performance-based compensation in accordance with the relevant offering documents and investment management agreements with the Clients for the Funds and separately managed accounts. The fee structures potentially including payment of a performance-based fee creates conflicts of interests.

Performance-based allocation arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which we would recommend under a different arrangement.

The Funds shall pay the Firm a performance fee with respect to each series and/or class of participating shares.

For each calculation period the performance fee, with respect to each series and/or class of participating shares, will be equal to the performance fee percentage relative to the class of shares for each fund. The fee may be up to 20% for any realised or unrealised appreciation of the net value per participating share (or series of that class, as the case requires) above the base net asset value per participating share or benchmark performance (adjusted for any redemptions of participating shares in the series or class made during the respective financial

year) during that calculation period). For Willing Partners Plus Fund, the performance benchmark is relevant to the total return of MSCI China Index (USD) during the calculation period.

The Firm may, in its sole discretion, waive rebate or decrease the performance fee that is payable, in whole or in part, in respect of each, or any one or more class and/or series, or for certain shareholders within each class and/or series at any time, including in particular during any wind down of the funds business.

The performance fee in respect of each calculation period will be calculated by reference to the class/series of the net asset value of the fund before deduction for any accrued performance fee, but after deduction of the management fee.

The Firm will only be entitled to be paid a performance fee from the Funds. The master funds will not bear a performance fee, but will bear instead its pro rata share of the performance fees charged to the Funds.

In order to ensure that shareholders bear the performance fee according to the actual performance of their participating shares, having regard to the different times and prices at which such participating shares were acquired, a new series of participating shares for each class in the fund will be issued at the subscription price on each subscription day.

Separately managed accounts should refer to their investment management agreement with the Firm for complete information on the corresponding fees charged by the Firm.

We may enter into side letters with prospective investors. These arrangements allow for different terms than the terms applicable to other fund investors, side-by-side vehicles, or separately managed accounts that invested alongside the flagship fund.

In view of the potential conflict of interest, the Firm has adopted a Code of Ethics (described in Item 11 below) that addresses potential conflicts of interests and requires, in any situation where the interests of the Firm's clients are at stake, the clients should be treated fairly and have priority over the economic interests of employees or the Firm.

Item 7: Types of Clients

Our clients are the Funds, as described in Item 4 above, and the Funds are open to the eligible investors, depending on the terms of each PPM:

- Permitted U.S. Persons, who must be Accredited Investors, Qualified Purchasers and Qualified Eligible Persons;
- Non-U.S. Persons who must be a Qualified Eligible Person.

The prospective investors in each of the Funds and separately managed accounts include but are not limited to financial institutions, endowments, foundations, charitable organisations, fund of funds, pension plans, high net worth individual, trusts, and investment companies. The Firm only provides investment advice to Professional Investors, under the definition of the Code of Conduct for Persons Licensed or Registered with the Hong Kong Securities and Futures Commission (the "SFC").

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

The descriptions of specific advisory services that we offer to Clients, and investment strategies pursued, and investments made by us on behalf of our Clients, should not be understood to limit in any way our investment activities. We may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that we consider appropriate, subject to each Client's investment objectives and guidelines as set forth in the Offering Documents. The investment strategies we pursue are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved.

Investment Objective

Willing Partners Funds

The investment objective of the funds (through its investment in the corresponding master fund) is to achieve long-term and superior absolute risk-adjusted returns, by primarily investing in a portfolio of financial instruments, including, without limitation, equities, swaps, convertible bonds and derivatives, utilizing thorough bottom-up fundamental research, and complemented by top-down industry analysis.

The funds will normally invest in high conviction stocks which offer sustainable growth at a reasonable price. Fundamental analysis and in-depth research will form the basis of a strong and disciplined approach to stock selection. Short-term volatility will be tolerated or taken advantage of when the fundamentals and valuations of those companies remain attractive.

Willing Partners Plus Funds

The investment objective of the funds (through its investment in the corresponding master fund) is to achieve long-term capital appreciation by primarily investing in equities with a Greater China focus and deliver consistent outperformance over the related market index, utilizing thorough bottom-up fundamental research, and complemented by top-down industry analysis.

The funds will normally invest in high conviction stocks which offer sustainable growth at a reasonable price. Fundamental analysis and in-depth research will form the basis of a strong and disciplined approach to stock selection. Short-term volatility will be tolerated or taken advantage of when the fundamentals and valuations of those companies remain attractive.

Separately Managed Accounts

The investment objectives of the separately managed account are tailored to fit particular investors' investment needs. Willing Capital may utilize a range of different investment strategies depending on the risk/return profile of the client or it may follow the investment objectives of the certain fund managed by the firm, with any additional requirements of the client and specific restrictions.

Risk Management

The Firm intends to apply a risk management approach that it believes is appropriate for the master funds. The application of any risk management approach involves numerous judgments and qualitative assessments. No risk management system is fail-safe, and no assurance can be given that the risk control frameworks of the master funds will achieve their objectives. From time to time, without notice to the Participating Shareholders the Firm may modify or change the risk management system and procedures of the master funds.

Risk of Loss Factors

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients advised by us. These risk factors include only those risks we believe to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by us.

An investment involves significant risks, and is suitable only for those persons who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investment, and who have met the conditions set forth in the Offering Documents. There can be no assurances that we will achieve our investment objectives. An investment carries with it the inherent risks associated with investments in publicly-traded stocks and bonds, options, and related instruments, including, without limitation, the risks described below. Each prospective investor should carefully review the Offering Documents and the documents referred to herein before deciding to invest with Willing Capital.

Private Funds

In addition to the normal risks, Prospective Investors should consider the following risk factors. These risk factors may not be a complete list of all risk factors associated with an investment in the fund:

Risks associated with management

In addition to the other risks normally associated with investment management, the Firm has a limited operating history, and therefore there is no certainty that the investment team or strategies will be successful. The performance fee payable to the Firm may create an incentive for the Firm to make investments that are riskier and more speculative than would be the case in the absence of a performance fee. The decisions relating to the investment of the master funds have been delegated to the Firm, and therefore the trading expertise of the master funds is largely dependent on the continuation of the agreement with the Firm and the services and the skills of its employees, and the funds may be materially and negatively impacted in case of loss of the services of the Firm.

Risks associated with the investment strategies of the master funds

Investment strategies implementation – The master funds have broad investment strategies and the Firm has broad discretion when selecting, acquiring and disposing of investments. While the boards will periodically review the Firm's compliance with the investment strategies and guidelines of the master funds, they will not review or approve individual investment decisions. Therefore, it may be difficult or impossible to identify investment that are not consistent with the investment strategy and there is no guarantee that the Firm will be successful in implementing the investment strategies of the master funds.

Leverage and Financing Risks – The master funds may leverage their capital because the Firm believes that the use of leverage may enable the master funds to achieve a higher rate of return. Accordingly, the master funds may pledge their securities in order to borrow additional funds for investment purposes and may also leverage its investment returns with options, short sales, swaps, forwards and other derivative instruments. While the leverage presents opportunities for increasing the total returns of the market funds, it has the effect of potentially increasing losses and as well. Accordingly, any event which adversely affects the value of an investment by the master funds will be magnified to the extent the master funds are leveraged and could result in a substantial loss to the master funds which is greater than if the master funds were not leveraged.

Limited Diversification - The Firm may select investments that potentially could be concentrated, for example, in a limited number or type of financial instruments, or in any one asset class, issuer, industry, sector, strategy, emerging market or geographic region. Such concentration of risk may expose the master funds to losses disproportionate to those incurred by the market in general if the areas in which the investments of the master funds are concentrated are disproportionately adversely affected by price movements. Also, the use of single Firm applying generally similar trading programs could mean lack of diversification and, consequentially, higher risk.

Speculative Nature of Certain Investments – Certain investments by the Fund may be regarded as speculative in nature and involve increased levels of investment risk.

Hedging transactions – The master funds may employ hedging strategies, including the use of options and other derivatives, interest rate instruments and arbitrage positions, in order to mitigate various risks, such as market and interest rate risks related to specific securities, issuers, sectors or markets. However, neither the master funds or the Manager is obligated, and will not attempt to hedge all market and or other risks inherent in the positions of the master funds.

Value Driven Investing - The master funds will seek to invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

Event Driven Investing - Event driven investing requires the funds to make predictions about: (i) the likelihood that an event will occur; and (ii) the impact such event will have on the value of a company's securities. If the event fails to occur or it does not have the effect foreseen, losses can result. Because of the inherently speculative nature of event driven investing, the results of the funds' operations may be expected to fluctuate from period to period. Accordingly, investors should understand that the results of a particular period will not necessarily be indicative of results that may be expected in future periods.

Futures and Commodities - The trading of commodities and commodity interests (e.g., futures contracts on commodities, securities indices or currencies) is highly speculative and may entail risks that are greater than the risks associated with investing in securities.

Other Securities – The master funds may invest in other instruments such as: (i) convertible securities; (ii) fixed income securities; (iii) forwards contracts, each of which carrying specific risks which may result in losses for the fund and are subject to several adverse events.

Derivatives – The master funds may use derivative instruments (not limited to swaps). The use of these instruments presents various specific risks, including but not limited to:

- Liquidity – Derivative instruments, especially when traded in large amounts, may not be liquid in all circumstances, so that in volatile markets the master funds may not be able to close out a position without incurring a loss. In addition, daily limits on price fluctuations and speculative position limits on exchanges on which funds may conduct their transactions in derivative instruments may prevent prompt liquidation of positions, subjecting the master funds to the potential of greater losses.
- Leverage – Trading in derivative instruments can result in large amounts of leverage. Thus, the leverage offered by trading in derivative instruments will magnify the gains and losses experienced by the master funds and could cause the net asset value of the master funds to be subject to wider fluctuations than would be the case if the master funds did not use the leverage feature in derivative instruments. Leverage increases the risk of loss.
- Over-the-Counter Trading – Derivative instruments that may be purchased or sold by the master funds may include instruments not traded on an exchange. Over-the-counter ("OTC") derivatives, unlike exchanged-listed securities, are two-party contracts with price and other terms negotiated by the buyer and seller. The risk of non-performance by the obligor on such an instrument may be greater and the ease with which the master funds can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange traded instrument. In addition, significant disparities may exist between "bid" and "asked" prices for derivative instruments that are not traded on an exchange. Derivative instruments not traded on exchanges are also not subject to the same type of government regulation as exchange traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions.

Short Selling – The master funds may engage in short selling of securities, upon the decision of the Firm. Short selling creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the master funds of buying those securities to cover a short position.

Lending of Portfolio Instruments - The master funds may lend instruments on a collateralized and an uncollateralized basis, from their portfolios to creditworthy securities firms and financial institutions. While a loan of instruments is outstanding, the master funds will continue to receive the equivalent of the interest, dividends or return paid by the issuer on the instruments, as well as interest on the investment of the collateral or a fee from the borrower. The risks in lending instruments, as with other extensions of secured credit, if any, consist of possible delay in receiving additional collateral, if any, or in recovery of the instruments or possible loss of rights in the collateral, if any, should the borrower fail financially.

Fundamental and Technical Analysis - Fundamental and technical analysis are subject to the risk that technical or unexpected fundamental or other factors may dominate the market during certain periods. The influx of different market participants, structural changes in the

markets, the introduction of new financial products and other developments could materially and adversely affect the profitability of investments made based upon technical analysis.

Difficulty in translating macro-economic conclusions into trading positions – The Firm may not necessarily be able to correctly identify a macro opportunity. Even though the Firm may be able to correctly do so, it is not necessarily the case that the Firm will be able to capitalize on the opportunity, and, may in fact, incur material and or additional losses, due to the Investment chosen in an attempt to exploit such opportunity due to: (a) difficulty of identifying an efficient means of acquiring market exposure so as to profit from this conclusion and/or; (b) Factors extraneous to that conclusion may influence the pricing of the chosen medium.

In addition to the risks described above, Prospective Investors should also refer to the private placement memorandums of each fund to assess legal, tax and regulatory risks, as well as all the risks related with counterparties and other risks.

Separately Managed Accounts

The risks listed above also pertain to those of the separately managed account. Please refer to the offering documents for more detail on these risks.

Item 9: Disciplinary Information

To the best of our knowledge, there are no legal or disciplinary events that are material to an Investor's or prospective investor's evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

Neither we nor our management persons are registered as broker-dealers, and neither of us has any application pending to register as a broker-dealer or registered representative of a broker-dealer, futures commission merchant, commodity pool operator ("CPO"), a commodity trading advisor ("CTA"), or an associated person of the foregoing entities with the relevant regulatory authorities. However, Willing Capital claims a 4.13(a)(3) exemption from CPO registration with the Commodity Futures Trading Commission and National Futures Association.

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

Code of Ethics

Willing Capital has adopted a Code of Ethics (together with the Compliance Manual) that establishes the ethical and business conduct that we expect of our employees and sets procedures regarding our employees' personal trading of securities. Our employees are required to certify their adherence to the terms set forth in the Code of Ethics upon commencement of employment and annually thereafter. Employees also are required to provide quarterly certifications of compliance with certain Code of Ethics provisions.

The foundation of our Code of Ethics is based upon the following underlying fiduciary principles:

- Employees must at all times place the interests of the Funds and Investors first;

- Employees must ensure that all personal securities transactions are conducted consistent with the Code of Ethics' Employee Personal Investment Policy (described below); and
- Employees should not take inappropriate advantage of their position at the Firm.

Employees must obtain pre-approval from the Firm's Compliance Officer before: (i) engaging in any outside business activities; (ii) making any private investments; (iii) trading in any securities or instruments other than shares of money market funds, ETFs, instruments issued by national government, units of a unit investment trust and debt instruments issued by a banking institution, and bank certificates of deposit.

Employees are permitted to maintain external brokerage accounts for the purpose of trading in securities. Employees must disclose all personal accounts (including the accounts of connected persons) when they join the Firm and on a quarterly basis, certify to securities transactions of a previously reported and approved Brokerage Account. In addition, employees must provide, or arrange to have their broker provide, copies of their brokerage statements quarterly. New personal accounts are subject to written pre-approval from the Firm's Compliance Officer.

Employees are permitted to participate in Initial Public Offerings ("IPO") where there are different tranches of the IPO specified for different types of investors (e.g. private and institutional), subject to the approval of the manager-in-charge of compliance.

Employees are prohibited from personally, or on behalf of a Client, purchasing or selling securities that appear on the Firm's Restricted List.

We will provide a copy of our Code of Ethics (together with the Compliance Manual) to our Investors, or any prospective investor, upon request, to be viewed on the premises.

Item 12: Brokerage Practices

Willing Capital is authorized to determine the broker-dealer to be used for executing securities transaction for the Funds. In selecting broker-dealers to execute transactions, we do not need to solicit competitive bids and do not have an obligation to seek the lowest available commission cost. We may select broker-dealers that furnish brokerage and research services that provide appropriate assistance in the investment decision-making process. Accordingly the Fund may deem to be paying for research, brokerage or other services provided by the broker which are included in the commission rate.

Willing Capital has adopted broker onboarding guidelines and maintains Approved Broker List based on an evaluation of several quantitative and qualitative factors. We will determine in good faith whether the amount of commission paid is reasonable in light of the value of products or services provided by the broker-dealer.

Willing Capital also acts as investment adviser for clients that have accounts domiciled with other broker-deals and banks, where the client may direct Willing Capital to use a particular broker-dealer to execute all transactions for their investment advisory account, under such terms and conditions negotiated with the particular broker-dealer by the client.

Order aggregation and Best Execution

The Firm maintains trade aggregation and allocation policies, which requires all clients are treated in a fair and equitable manner. The Firm will not aggregate transactions unless it believes that aggregation is consistent with its duty to seek best execution for its clients and consistent with the terms of the adviser's investment advisory agreement with each client involved. There is no assurance that a particular order or investment opportunity will be allocated in a particular manner due to different objectives, risk restrictions and/or cash limitation of the accounts.

Where the Firm believes aggregation is appropriate and in the best interest of clients, the Firm may aggregate orders with determined allocation to relevant accounts to facilitate best execution among those accounts. Orders partially filled will generally be allocated on a pro rata basis and transaction price will be averaged. Any exceptions will be explained on the trade order (e.g., taking into account of separately managed accounts specific limitations; undesirable or impractical allocation of a small position size from partial fills).

In selecting an appropriate broker-dealer to effect a client trade, we seek to obtain "**Best Execution**," meaning generally the execution of a securities transaction for a client in such a manner that a client's total costs or proceeds in the transaction are most favorable under the circumstances. Accordingly, in seeking Best Execution, we will take into consideration the price of a security offered by the broker-dealer, as well as a broker-dealers' full range and quality of their services including, among other things, their facilities, reliability and financial responsibility, execution capability, commission rates, responsiveness to us, brokerage and research services provided to us (for example, research ideas, analysis, and investment strategies), special execution and block positioning capabilities, clearance, and settlement and custodial services.

Soft Dollars

The Firm currently does not engage in any soft dollar arrangements for its Funds or Separately Managed Accounts to pay third-party relationships other than its broker-dealers.

Item 13: Review of Accounts

Our Portfolio Manager and investment professionals continuously monitor and analyze the transactions, positions, and investment levels of the Fund to ensure that they conform with the investment objectives and guidelines that are stated in the Fund's Offering Documents. In these reviews, the Firm pays particular attention to any changes in the investment's fundamentals, overall risk management and changes in the markets that may affect price levels.

Account Reporting

We perform various periodic reviews of each client's portfolio. The frequency, level, and triggering factors of an account review will depend on the arrangements made with clients based on their investment strategy, portfolio holdings and other matters discussed with the client. We may also distribute or delegate fund administrator to distribute quarterly unaudited net asset value statements, quarter-end performance reports, and a quarterly investor letter to all Investors.

Investors in the Funds receive reports as described in the offering documents of the respective Fund. Generally they receive monthly newsletters, which may include investment summaries as well as the performance of the respective Fund against a particular benchmark. We will distribute an audited financial report with respect to the previous fiscal year to all Investors within 120 days of fiscal year end. Tax reports are available upon request for U.S. investors. Reports may be sent by fund administrator on behalf of Willing Capital.

Willing Capital generally conducts quarterly performance review with Clients of separately managed accounts. At least annually conducts review of investment strategy, performance and any administrative matters for such period.

Item 14: Client Referrals and Other Compensation

We do not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither we nor any of our related persons, directly or indirectly, compensate any person who is not a supervised person for client referrals.

Item 15: Custody

We do not maintain custody of the assets of our Clients or undertake any form of custody services. Client funds and securities are held by qualified custodians such as unaffiliated broker-dealer or custodian banks. Willing Capital is authorised to instruct custodians to move and transfer Funds assets to facilitate portfolio management trading, payment of fees, etc.

The fund administrator for each Fund provides access to the investors electronically that permits the investors to review the account status and monthly statements to each investor directly. An audit is conducted annually by an independent accounting firm with copies of the audited accounts provided to each investor.

Item 16: Investment Discretion

We will have full discretionary investment authority with respect to the Funds, including authority to make decisions with respect to which securities to be bought and sold, as well as the amount and price of those securities. We manage the separately managed account with investment authority.

Item 17: Voting Client Securities

In compliance with Rule 206(4)-6 of the Advisers Act (i.e., the “proxy voting rule”), we have adopted proxy voting policies and procedures. The general policy is to vote all proxy proposals, amendments, consents or resolutions (collectively, “**Proxies**”) in a prudent and diligent manner that will serve the applicable Client’s best interests and is in line with the Client’s investment objectives.

We may take into account all relevant factors, as determined by us in our discretion, including, without limitation:

- the impact on the value of the securities or instruments owned by the relevant client and the returns on those securities;
- the anticipated associated costs and benefits;
- the continued or increased availability of portfolio information; and
- industry and business practices.

Generally, clients may not direct our vote in a particular solicitation.

Clients may obtain a copy of our Proxy voting policies and our Proxy voting record upon request.

Item 18: Financial Information

We are not required to include a balance sheet for our most recent fiscal year, are not aware of any financial condition reasonably likely to impair our ability to meet contractual commitments to Clients, and have not been the subject of a bankruptcy petition at any time during the past ten years.