

## Item 1 – Cover Page

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**JASPER CAPITAL**  
**HONG KONG**

### **Form ADV Part 2A: FIRM BROCHURE**

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This brochure provides information about the qualifications and business practices of Jasper Capital Hong Kong Limited. If you have any questions about the contents of this brochure, please contact us at (852) 2666-0857 or by email at [info@jasperhk.com](mailto:info@jasperhk.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Jasper Capital Hong Kong Limited is an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration of an investment adviser does not imply any level of skill or training.

Additional information about Jasper Capital Hong Kong Limited also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

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There have been no material changes to the business since the last Brochure was issued.

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## Item 4 – Advisory Business

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**A. Describe your advisory firm, including how long you have been in business. Identify your principal owner(s).**

Jasper Capital Hong Kong Limited (“JCHK”) is a wholly-owned subsidiary of Jasper Capital Cayman Limited and is a limited liability company incorporated in Hong Kong on 11 December 2017. JCHK is licensed by the Hong Kong Securities and Futures Commission (the “SFC”) to conduct “Type 4 – Advising on Securities” and “Type 9 – Asset Management” regulated activities. JCHK is beneficially owned by Mr. Wang Yiping, through his ownership of Jasper Capital Cayman Limited, which owns 100% of JCHK. Jasper Capital Cayman Limited is incorporated in the Cayman Islands as an exempted company with limited liability under the Cayman Companies Law.

**B. Describe the types of advisory services you offer. If you hold yourself out as specializing in a particular type of advisory service, such as financial planning, quantitative analysis, or market timing, explain the nature of that service in greater detail. If you provide investment advice only with respect to limited types of investments, explain the type of investment advice you offer, and disclose that your advice is limited to those types of investments.**

JCHK provides investment advisory services on a discretionary basis to clients that are pooled investment vehicles (each a “Fund” and, collectively, the “Funds”) intended for institutional investors and other sophisticated investors as well as separately managed client accounts. It provides advice to client accounts based on specific investment objectives and strategies as set forth in the applicable Fund’s offering documents, with an exclusive focus on China A-Class securities. JCHK also provides advice to registered investment company (RIC) clients in accordance with the prospectus of each fund.

**C. Explain whether (and, if so, how) you tailor your advisory services to the individual needs of clients. Explain whether clients may impose restrictions on investing in certain securities or types of securities.**

JCHK will tailor the advisory services to the needs of individual clients by allowing SMA clients to restrict securities, either by type or individually.

**D. If you participate in wrap fee programs by providing portfolio management services, (1) describe the differences, if any, between how you manage wrap fee accounts and how you manage other accounts, and (2) explain that you receive a portion of the wrap fee for your services.**

JCHK does not participate in wrap fee programs

**E. If you manage client assets, disclose the amount of client assets you manage on a discretionary basis and the amount of client assets you manage on a non-discretionary basis. Disclose the date “as of” which you calculated the amounts.**

As of June 30<sup>th</sup>, 2023, JCHK managed approximately US\$316,560,000, all of which being on a discretionary basis.

## **Item 5 – Fees and Compensation**

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**A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.**

For services provided to each Fund, the Fund pays us a management fee expressed as a percentage of the fund assets under management. JCHK currently manages one fund, for which the details are provided below:

- 1) Fees for Jasper China Tactical Opportunities SPC Mount Columbia SP “the Mt Columbia Fund”

Management Fee: Class A: 0.65% per annum

Performance Fee: Class A: 8% on distribution/redemption

Subscription Fee: 0% of the Subscription Price.

Redemption Fee: 0%

Please refer to the Mt. Columbia Fund offering documents for detailed description of the actual fees and expenses.

JCHK also manages 6 segregated accounts or SMA's. The fees for a separately managed account will range between 1-1.5% for management fees with a 20-30% for performance fees and are negotiated with each client separately. The fees for segregated account management will be negotiated based on account size, investment mandate, and whether the account is billed monthly or quarterly in arrears. If billed quarterly in arrears, the fee will typically be based on the value of the account as of the last day of the previous quarter. Although, under certain circumstances the fee may be based on an average of the month-end account values, if agreed to with the client. JCHK reserves the right, in its sole discretion, to agree to fees outside the ranges disclosed in this Brochure.

JCHK also receives compensation as a sub-adviser to the Blackstone Alternative Multi-Strategy Fund. The fees and compensation are described in the most recent Fund prospectus.

- B. Describe whether you deduct fees from clients' assets or bill clients for fees incurred. If clients may select either method, disclose this fact. Explain how often you bill clients or deduct your fees.**

JCHK will bill the client and the management fee will be paid within 15 days after the end of each quarter.

- C. Describe any other types of fees or expenses clients may pay in connection with your advisory services, such as custodian fees or mutual fund expenses. Disclose that clients will incur brokerage and other transaction costs, and direct clients to the section(s) of your brochure that discuss brokerage.**

JCHK is entitled to be reimbursed for out of pocket expenses incurred in the course of its duties. These are aggregated with the management fee and billed on a quarterly basis.

- D. If your clients either may or must pay your fees in advance, disclose this fact. Explain how a client may obtain a refund of a pre-paid fee if the advisory contract is terminated before the end of the billing period. Explain how you will determine the amount of the refund.**

JCHK does not require clients to pay any advance fees.

- E. If you or any of your supervised persons accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, disclose this fact and respond to Items 5.E.1, 5.E.2, 5.E.3 and 5.E.4.**

Neither JCHK nor any supervised person accepts compensation for the sale of securities or other products, other than as described in this Item 5 and in Item 6 below and related references throughout this brochure.

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

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**If you or any of your supervised persons accepts performance-based fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client (such as a Client that is a hedge fund or other pooled investment vehicle) – disclose this fact. If you or any of your supervised persons manage both accounts that are charged a performance-based fee and accounts that are charged another type of fee, such as an hourly or flat fee or an asset-based fee, disclose this fact. Explain the conflicts of interest that you or your supervised persons face by managing these accounts at the same time, including that you or your supervised persons have an incentive to favor accounts for which you or your supervised persons receive a performance-based fee, and describe generally how you address these conflicts.**

JCHK charges performance fees at the fund level as described in Item 5. In addition, it may also enter into performance fee arrangements with segregated account clients which provide compensation to JCHK on the basis of a share of the capital gains upon, or the capital appreciation of, the assets, or any portion of the assets, of a client. These performance-based fees are negotiated on a client-by-client

basis provided the client is a “qualified client” as defined by Rule 205-3 of the Investment Advisers of 1940.

Performance-based compensation may create an incentive for JCHK to make investments which may be riskier or more speculative than those which would be made under a different fee arrangement. The potential conflicts of interest arising from these fee arrangements are addressed by JCHK’s internal procedures, see Item 11 “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading”. JCHK has adopted policies and procedures and maintains a compliance program designed to help manage such potential conflicts, including trade allocation policies. These trade allocation policies and procedures ensure that JCHK is not favoring one client over another and that trading for all client accounts is conducted in a fair and equitable manner.

## **Item 7 – Types of Clients**

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**Describe the types of clients to whom you generally provide investment advice, such as individuals, trusts, investment companies, or pension plans. If you have any requirements for opening or maintaining an account, such as a minimum account size, disclose the requirements.**

JCHK provides investment advisory services to the Funds and to the separately managed accounts of institutional clients including financial services firms and pooled investment vehicles as well as a Registered Investment Company (collectively “Clients”). JCHK may also provide services to family offices or high net worth individuals. For segregated accounts, an initial amount of US\$25M will generally be required. JCHK may accept a lower minimum in its exclusive discretion.

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

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**A. Describe the methods of analysis and investment strategies you use in formulating investment advice or managing assets. Explain that investing in securities involves risk of loss that clients should be prepared to bear.**

JCHK uses sophisticated quantitative techniques of analyzing price, volume, event and fundamental data to ascertain information about future price movement to direct a proprietary quantitative algorithmic and machine learning integrated model that is trained for China A-share securities. As a general matter, implementation of the strategy entails the use of proprietary computer software systems and technology in making and managing investments across a range of equity securities, involving both long and short investment holdings, within a short-term investment time frame, ranging from duration of several seconds to several days. The particular strategies deployed by JCHK on behalf of a Client are all specified pursuant to each agreement or otherwise specifically agreed to by such Client. JCHK is constantly working to identify new strategies that are consistent with the investment objectives.

**B. For each significant investment strategy or method of analysis you use, explain the material risks involved. If the method of analysis or strategy involves significant or**

**unusual risks, discuss these risks in detail. If your primary strategy involves frequent trading of securities, explain how frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.**

*Reliance on the General Partners and JCHK.* JCHK has exclusive responsibility for the Client account activities or management of an account, and, other than as expressly set forth in the applicable agreement, investors have no rights or powers to take part in the management of the Funds or to make investment or other decisions, including disposition decisions, and will not receive the level of financial information relating to portfolio companies that will be available to JCHK. The success of our clients depends on our skill and ability to identify and consummate suitable investments, to improve the operating performance of investments and to dispose of such investments at a profit. The loss of the services of one or more of our investment professionals could have an adverse impact on a Client's ability to realize its investment objectives. There can be no assurance that an investment professional will continue to be affiliated with JCHK throughout its term. In addition, investment professionals will have other competing interests for their time.

*Inflation.* Inflation and rapid fluctuations in inflation rates have had in the past, and may in the future have, negative effects on the economies and financial markets, particularly in emerging economies. For example, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. In an attempt to stabilize inflation, countries may impose wage and price controls or otherwise intervene in the economy. Governmental efforts to curb inflation often have negative effects on the level of economic activity. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on the Clients and their investments.

*Economic Disruptions Due to Pandemics.* Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could negatively impact the Funds and their portfolio companies and could meaningfully affect the Clients' ability to fulfill their investment objectives. The nature of that impact will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on demand for travel and leisure activities, consumer confidence and spending levels, and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. For this reason, the effects of a public health emergency may negatively impact the value and performance of the portfolio companies and the Funds' ability to source, manage and divest their respective investments, all of which could result in significant losses to the Clients. Any such disruptions may continue for an extended period of time. In addition, the operations of the Funds, the portfolio companies and JCHK may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including its potential adverse impact on the health of JCHK personnel.

In addition, any public health emergency's impact on the credit markets may also delay or restrict a Client's ability to obtain a subscription line of credit or make the terms of any such line of credit less favorable than those in place for other Clients. Similarly, COVID-19's impact on the credit markets may similarly delay or restrict a portfolio company's ability to obtain a credit facility (or other form of



debt financing) on favorable terms, which could materially impact its operations and accordingly result in losses with respect to a Client's investment therein.

In addition, the any public health emergency can also have specific implications for the firm's operations and activities of its personnel, which can range from employees needing to work from home to more significant impacts such as illness, restrictions on non-essential travel, difficulty hosting meetings and absence from portfolio company board meetings. The firm expects to institute procedures, as it deems appropriate, to deal with operational impacts from a pandemic. Many of these procedures are expected to mirror procedures currently contained in the firm's Business Continuity Plan for dealing with other significant business disruption events. The firm may consider additional or modified safeguards in the event employees choose or are required to work from home for an extended period of time, such as if any changes are required to be instituted for remote login and/or to protect the privacy of firm, Client and investor data.

The potential effects of the COVID-19 pandemic or another public health emergency also could intensify or otherwise affect many of our other risk factors described herein, including, but not limited to, risks inherent to the travel and leisure industry, macroeconomic factors beyond our control, competition for guests and management contracts, risks related to doing business with third-parties and risks related to indebtedness.

*Legal, Tax and Regulatory Risks.* JCHK must comply with various legal and regulatory requirements, including those imposed by securities laws, tax laws and pension laws. Should any of such laws or regulations change during the investment period, the legal and/or regulatory requirements to which clients may be subject could differ materially from the current requirements and adversely affect a Client's investment.

*Russian Invasion of Ukraine.* Commencing in 2021, Russian President Vladimir Putin ordered the Russian military to begin massing thousands of military personnel and equipment near its border with Ukraine and in Crimea, representing the largest mobilization since the illegal annexation of Crimea in 2014. President Putin has initiated troop movements into the eastern portion of Ukraine and continues to threaten an all-out invasion of Ukraine. On February 22, 2022, the United States and several European nations announced sanctions against Russia in response to Russia's actions. On February 24, 2022, President Putin commenced a full-scale invasion of Russia's pre-positioned forces into Ukraine, which could have a negative impact on the economy and business activity globally (including in the country in where JCHK invests), and therefore could adversely affect the performance of the Clients' investments. Furthermore, the conflict between the two nations and the varying involvement of the United States and other NATO countries could preclude prediction as to their ultimate adverse impact on global economic and market conditions, and, as a result, presents material uncertainty and risk with respect to the ability of the Client to achieve its investment objectives. Additionally, to the extent that third parties, investors, or related customer bases have material operations or assets in Russia or Ukraine, they may have adverse consequences related to the ongoing conflict.

*Trade Policy Uncertainty.* Political leaders in the U.S. and certain other nations have recently been elected on protectionist platforms, fueling doubts about the future of global free trade. The U.S. government has indicated its intent to alter its approach to international trade policy and in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements and treaties with foreign countries, and has made proposals and taken actions related thereto. In addition, the U.S. government has imposed tariffs on certain foreign goods, including steel and aluminum, and

has indicated a willingness to impose tariffs on imports of other products. Some foreign governments, including China, have instituted retaliatory tariffs on certain U.S. goods and have indicated a willingness to impose additional tariffs on U.S. products. In April 2018, the U.S. government began imposing tariffs on Chinese imports. China, in turn, retaliated with its own tariffs on United States imports. The trade dispute is still developing, and the United States and China—although reaching a preliminary agreement on narrow aspects of trade relations—have yet to reach a compromise. While this dispute has already had negative economic consequences on the U.S. and Chinese markets, to the extent that this trade dispute escalates into a “trade war” between the U.S. and China, there could be additional significant impacts on the industries in which the client participates and other adverse impacts on investments. Moreover, the U.S. government has imposed limitations on whether and how U.S. companies and, under certain circumstances, non-U.S. companies may interact with certain Chinese companies that are potentially important suppliers to, or customers for, U.S. companies, and further such limitations are possible via the addition of such companies to U.S. restricted parties lists, the imposition of licensing requirements for certain emerging and foundational technologies, and changes to the export controls regulations to capture a greater number of items, which could have a materially adverse impact on the Clients portfolio companies. In addition, on June 3, 2021, President Biden issued an Executive Order on Addressing the Threat from Securities Investments that Finance Certain Companies of the People’s Republic of China, which amends Executive Order 13959 issued by former President Trump and prohibits the purchase or sale of any publicly traded securities, or any publicly traded securities that are derivative of such securities or are designed to provide investment exposure to such securities, of identified Chinese companies.

*Cybersecurity Risk and Identity Theft.* The Clients, their portfolio companies, their service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These information and technology systems are subject to a number of different threats or risks that could adversely affect the Clients, despite the efforts of JCHK and its service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Clients. For example, these systems may be subject to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of such systems to disclose sensitive information in order to gain access to JCHK’s data or that of Clients.

To the extent that a portfolio company is subject to cyber-attack or other unauthorized access is gained to a portfolio company’s systems, such portfolio company has the potential to be subject to substantial losses in the form of stolen, lost or corrupted: (i) customer data or payment information; (ii) customer or portfolio company financial information; (iii) portfolio company software, contact lists or other databases; (iv) portfolio company proprietary information or trade secrets; or (v) other items. In certain events, a portfolio company’s failure or deemed failure to address and mitigate cybersecurity risks could be the subject of civil litigation or regulatory or other action. Any of such circumstances has the potential to subject a portfolio company, or the Clients, to substantial losses. In addition, in the event that such a cyber-attack or other unauthorized access is directed at JCHK or one of its Affiliates or service providers holding its financial or investor data, JCHK, its Affiliates or a Client may also be at risk of loss.

Although JCHK has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, JCHK and/or a service provider thereof may have to make a significant investment to fix or replace system components. The successful penetration or circumvention of the security of these systems, or a failure of these service provider's systems and/or of disaster recovery plans for any reason could cause significant interruptions in JCHK's, Client services and/or a service provider's operations. This could result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to investors (and the beneficial owners of investors) and proprietary and/or confidential information relating to portfolio companies, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system and costs associated with system repairs. Such a failure could harm JCHK's and/or a service provider's reputation, subject any such entity and their respective affiliates to legal claims, compliance costs and otherwise affect their business and financial performance. In addition, JCHK may incur substantial costs related to forensic analysis of the origin and scope of a cybersecurity breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, adverse investor reaction or litigation.

*Investment Allocations.* JCHK Advisors and/or its Affiliates currently manage, and will likely in the future manage, a number of Funds and client accounts requiring it to address potential conflicts of interest involving potentially overlapping investments. While JCHK will seek to manage such potential conflicts of interest in good faith, it is possible that there will be situations in which the interests of one Fund or client with respect to a particular investment or other matter conflict with the interests of one or more other Clients or JCHK. Subject to the provisions of the governing documents of the affected Funds, on any matter involving a potential conflict of interest, JCHK will be guided by its fiduciary duties to its clients and will seek to resolve such conflict in good faith.

*Operational Risk Management.* As an algorithmic and quantitative model based investment firm, JCHK is highly dependent upon technology, including computer hardware and proprietary software systems it has developed, for insuring both the formulation and execution of its investment strategies. Further, successful implementation of JCHK's strategies is dependent on maintaining uninterrupted access to real-time market data. JCHK has implemented monitoring and reporting routines that provide JCHK's management with tools to monitor overall system performance, including latencies on access to market data and order execution. However, as with any business highly dependent on technology, there is a risk that these technologies and reporting systems will not perform as intended resulting in faulty execution and potential loss of investment value in a Client's portfolio.

*Systems and Operational Risks Generally.* JCHK must develop and implement appropriate systems for the Client activities. In addition, despite the security measures established by JCHK and third parties to safeguard the information in these systems, such systems may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise these systems and result in the theft, loss or public dissemination of the information stored therein. Disruptions in JCHK's operations or breach of JCHK's information systems may cause a Client to suffer, among other things, financial loss, the disruption of businesses, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing failures or disruptions could have a material adverse effect on a Client.

*Reliance on Technical Trading Systems.* JCHK may allocate Client capital to investment strategies that are based on technical trading systems. Although JCHK retains all discretion with respect to the manner

in which a trading system's output is interpreted and applied, there can be no assurance that JCHK's trading systems and its interpretation and application of the trading systems' output will take into account all relevant factors. Technical trading systems can also be ineffective when fundamental factors drive securities prices.

*Use of Systems.* JCHK relies extensively on the use of computer systems, hardware, software, and telecommunications equipment. JCHK makes use of its own models as well as systems which are publicly available or provided by third parties. Accordingly, Clients are exposed to the risk that computer hardware, software, electronic equipment and other services used by JCHK may cease to be available, for example, due to the insolvency of the provider or the discontinuation of services or software updates. In such circumstances, JCHK would seek to obtain equivalent hardware, software and services from an alternative supplier.

*System Failure.* As JCHK makes extensive use of computer hardware, systems and software, Clients are exposed to risks caused by failures of IT infrastructure and data. In addition, outright failure of the underlying hardware, operating system, software or network may leave a Client unable to trade either generally or in certain of its strategies, and this may expose it to risk should the outage coincide with turbulent market conditions. To ameliorate this risk, backup and failover plans have been put in place by JCHK. Nevertheless, in the worst case, JCHK may have to liquidate a Client's entire portfolio as the only safe way to proceed should a crippling system outage occur.

*Cybersecurity.* The computer systems, networks and devices used by the Firm and its service providers to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. As a result, Clients and investors could be negatively impacted as a result of a cybersecurity breach. Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability of the Firm and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

*Data Feed Failure.* JCHK's models utilize data feeds from a number of sources. If these data feeds were to be compromised or discontinued in any material manner, or not delivered or accessible in a timely manner, the models may not be properly formulated. This failure to receive the data feeds or receive the data feeds in a timely manner may leave a Client unable to trade, and this may expose a Client to risk of loss or loss of opportunities, in particular if the loss of the data feed coincides with turbulent market conditions. If the data feeds are compromised or discontinued in any material manner or if the data feeds are not delivered or accessible in a timely manner, it may result in a loss to a Client, which could be material.

*Risk of Programming Implementation Error or Logical Error.* Given the reliance of JCHK upon the operation of its models and other software trading and analysis systems, it follows that Clients are therefore at risk of errors of implementation (colloquially known as "bugs") and errors of design that may have

found their way into the software or models, and which may cause inappropriate or aberrant behavior under certain or all market conditions. While reasonable steps have been taken to ensure that the software is adequate in design and free from manifest bugs, formal proof of bug-free code has not been undertaken and nor can the underlying logical and/or mathematical models be certified as free from error. Furthermore, without limitation, while the software has been tested, no guarantee can be given that a unique combination of input conditions experienced when running the system “live” and which has not been encountered during development, will not cause the system to fail, perform aberrantly, or take positions that are (under some reasonable criteria) judged to be inappropriate. As with any software, upgrades, “bug fixes” and various other improvements may be introduced over time and the risk therefore exists that such changes may detrimentally affect a Client’s performance, rather than improve it.

*Risks Inherent in Computer-Driven and Intellectual Property Based Systems.* JCHK relies to a material extent on a wide range of intellectual property systems, including computer hardware and software systems and telecommunications systems, in substantially all phases of its operations, including research, valuation, trade identification and construction, trade execution, clearing, risk management, back office functions and reporting. Intellectual property systems are subject to a number of inherent and unpredictable risks. For example, there may be material undiscovered errors in software programs; software and/or hardware may malfunction and/or degrade; electronic and telecommunications delivery may fail; security breaches may lead to unauthorized trades or stolen intellectual property; services provided by third-party vendors to support the intellectual property systems may be interrupted; and computer-driven trading errors may occur.

*Model and Data Risk.* Given the complexity of the investments and strategies of each Client, JCHK must rely heavily on quantitative models (both proprietary models developed by JCHK, and/or its affiliates) and information and data supplied by third parties (“Models and Data”) rather than granting trade-by-trade discretion to JCHK’s investment professionals. Models and Data are used to construct sets of transactions and investments, to value investments or potential investments (whether for trading purposes, or for the purpose of determining the net asset value of a Client’s account), to provide risk management insights, and to assist in hedging a Client’s investments. When Models and Data prove to be incorrect, misleading or incomplete, any decisions made in reliance thereon expose a Client to potential risks. For example, by relying on Models and Data, JCHK may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favorable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful. Furthermore, when determining the net asset value of a Client’s account, any valuations of such Client’s investments that are based on valuation models may prove to be incorrect. Some of the models used by JCHK are predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behavior, leading to potential losses on a cash flow and/or a mark-to-market basis. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), such models may produce unexpected results, which can result in losses for a Client. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the supplied historical data. All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting valuations will be incorrect. However, even if market data is input correctly, “model prices” will often differ substantially from market prices, especially for securities with complex characteristics, such as derivative securities.

*Quantitative Model Risks.* There can be no assurance that the models used by JCHK will continue to be viable. The use of a model that is not viable or not completely viable could, at any time, have a material adverse effect on the performance of a Client. There can be no assurance that JCHK will achieve the Clients' investment objectives or that the models (even if completely or partially viable) will continue to further or ultimately be capable of furthering a Client's investment objectives.

*Obsolescence Risk.* Clients are unlikely to be successful unless the assumptions underlying JCHK's models are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that profitable trading signals will not be generated. If and to the extent that the models do not reflect certain factors, and JCHK does not successfully address such omission through its testing and evaluation and modify the models accordingly, major losses may result. JCHK will continue to test, evaluate and add new models, as a result of which the existing models may be modified from time to time. Any modification of the models or strategies will not be subject to any requirement that investors in the Clients receive notice of the change or that they consent to it. There can be no assurance as to the effects (positive or negative) of any modification on a Client's performance.

*Crowding or Convergence.* There is significant competition among quantitatively focused managers and the ability of JCHK to deliver returns that have a low correlation with the broader global markets and other hedge funds is dependent on its ability to employ models that are simultaneously profitable and differentiated from those employed by other managers. To the extent that JCHK is not able to develop sufficiently differentiated models, the Clients' investment objectives may not be met, irrespective of whether the models are profitable in an absolute sense. In addition, to the extent that JCHK's model comes to resemble those employed by other managers, the risk that a market disruption that negatively affects predictive models will adversely affect a Client is increased, as such a disruption could accelerate reductions in liquidity or rapid repricing due to simultaneous trading across a number of funds in the marketplace.

*Risk of Programming and Modeling Errors.* The research and modeling process engaged in by JCHK is extremely complex and involves financial, economic, econometric and statistical theories, research and modeling; the results of that process must then be translated into computer code. Although JCHK seeks to hire individuals skilled in each of these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform "real world" testing of the end product raises the chances that the finished model may contain an error; one or more of such errors could adversely affect a Client's performance and likely would not constitute a trade error under JCHK's policies or a Client's governing documents.

*Involuntary Disclosure Risk.* The ability of JCHK to achieve its investment goals for the Clients is dependent in large part on its ability to develop and protect its models and proprietary research. The models and proprietary research and the Models and Data are largely protected by JCHK through the use of policies, procedures, agreements, and similar measures designed to create and enforce robust confidentiality, non-disclosure, and similar safeguards. However, aggressive position-level public disclosure obligations (or disclosure obligations to exchanges or regulators with insufficient privacy safeguards) could lead to opportunities for competitors to reverse-engineer JCHK's models, and thereby impair the relative or absolute performance of a Client's account.

*Proprietary Trading Methods.* Because the trading methods employed by JCHK on behalf of the Clients are proprietary to JCHK, the Clients may not be able to determine any details of such methods or whether they are being followed.

*Fundamental Analysis.* Certain trading decisions made by JCHK may be based on fundamental analysis. Data on which fundamental analysis relies may be inaccurate or may be generally available to other market participants. To the extent that any such data are inaccurate or that other market participants have developed, based on such data, trading strategies similar to JCHK's trading strategies, a Client may not be able to realize its investment goals. In addition, fundamental market information is subject to interpretation. To the extent that JCHK misinterprets the meaning of certain data, a Client may incur losses.

**C. If you recommend primarily a particular type of security, explain the material risks involved. If the type of security involves significant or unusual risks, discuss these risks in detail.**

JCHK limits its investment exclusively to the China A-Share securities market. Geo-political and social changes may strongly affect the market for these securities.

## **Item 9 – Disciplinary Information**

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**If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.**

JCHK has no pending disciplinary issues to disclose.

## **Item 10 – Other Financial Industry Activities and Affiliations**

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Jasper Capital International (JCI), is an affiliate of JCHK and a Shenzhen China based investment advisor. JCHK has entered into a Participating Affiliate Services Agreement (PAA) with JCI in reliance on the Unibanco no-action letter. The PAA satisfies the conditions set out in the Unibanco guidance, including but not limited to designating associated persons and appointing a process agent.

JCHK outsources investment analysis, valuation support, and certain investment administrative services to JCI, an affiliate of the Adviser with the right to further outsource to other affiliates.

Within the guidance set forth under applicable law, the relevant no-action letter(s) and related SEC staff guidance, registered investment advisers are permitted to access the services of unregistered affiliates under prescribed conditions (“participating affiliates”). JCI is a participating affiliate of the Adviser. The prescribed conditions include, but are not limited to, the participating affiliate providing the SEC access to trading and other records, observing specific recordkeeping rules, submitting to jurisdiction of US courts and cooperating with the SEC as it relates to accounts advised by the JCHK

where the participating affiliates provide advisory services to the Adviser pursuant to the relevant PAA between the JCHK and JCI.

## **Item 11 – Code of Ethics, Interest in Client Transactions and Personal Trading**

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- A. If you are an SEC-registered adviser, briefly describe your Code of Ethics adopted pursuant to SEC Rule 204A-1 or similar state rules. Explain that you will provide a copy of your Code of Ethics to any client or prospective client upon request.**

Pursuant to Rule 204A-1 of the Advisers Act, JCHK has adopted a written Code of Ethics predicated on the principle that JCHK owes a fiduciary duty to the Fund and its investors. The Code of Ethics is designed to address and avoid potential conflicts of interest and is applicable to all Employees. JCHK requires its Employees to act in the Fund's best interests, abide by all applicable regulations and avoid any action that is, or could even appear to be, legally or ethically improper. JCHK will provide a copy of its Code of Ethics upon request.

- B. If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

JCHK does not recommend, or buy or sell securities that it has a material financial interest.

- C. If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.**

JCHK does not invest in the same or related securities that it recommends to clients.

- D. If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.**

JCHK does not invest in the same or related securities that it recommends to clients.

## **Item 12 – Brokerage Practices**

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**Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).**

JCHK separately managed account clients direct their brokerage activity as more fully described below.



Additionally, JCHK private funds may purchase or sell securities in privately negotiated transactions, or, at the recommendation of JCHK from time to time, may use specific brokers and dealers to execute, settle and clear transactions.

**A.**

1. ***Research and Other Soft Dollar Benefits.*** If you receive research or other products or services other than execution from a broker-dealer or a third-party in connection with client securities transactions (“soft dollar benefits”), disclose your practices and discuss the conflicts of interest they create.

JCHK currently does not have any soft dollar arrangements.

2. ***Brokerage for Client Referrals.*** If you consider, in selecting or recommending broker-dealers, whether you or a related person receives client referrals from a broker-dealer or third-party, disclose this practice and discuss the conflicts of interest it creates.

Neither JCHK nor its affiliates receive any client referrals from broker-dealers.

3. ***Directed Brokerage.***

JCHK separately managed account clients designate a broker where the trades are executed. JCHK does not have any relationships with brokers and has no conflicts of interest. As clients are directing the brokerage, JCHK may not be able to achieve most favorable execution and this may increase the cost to the client.

- B. Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.**

JCHK may make group orders to obtain efficiencies that may be available on larger transactions when it determines that investment decisions are appropriate for each participating account and consistent with the terms of the investment management agreement with each client.

When an investment opportunity, in the opinion of the responsible portfolio manager, is suitable for two or more portfolios, the allocations must be consistent with weighting within each portfolio. Where orders are partially filled, orders are allocated on a pro-rata basis, unless there are good reasons not to allocate, for example, where using a pro-rata basis may result in an uneconomic allocation or an odd-lot. In these cases, the proposed allocation, and the rationale for it must be recorded, and these allocations are subject to internal compliance review.

JCHK’s differing fee arrangements with clients creates a conflict of interest by virtue of the incentive to favour higher fee-paying accounts over other accounts in the allocation of investment opportunities. The allocation of investment opportunities may, among other reasons, impact the relative performance of client investments. Therefore, JCHK has developed policies and procedures that will allocate investment opportunities and make purchase and sale decisions among client

accounts in a manner that JCHK considers, in its sole discretion and consistent with its fiduciary obligation to the clients, to be reasonable. In many cases, these policies may result in the pro rata allocation of limited opportunities across client accounts.

### **Item 13 – Review of Accounts**

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- A. Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review.**

All client accounts managed by JCHK are reviewed on a regular basis by the investment management team, which is comprised of the CIO and the portfolio managers. Each portfolio manager is responsible for reviewing the portfolio holdings and monitoring the performance and risk exposures. JCHK maintains a clear segregation of duties between the investment, operations and risk management functions.

- B. If you review client accounts on other than a periodic basis, describe the factors that trigger a review.**

JCHK reviews accounts on a continuous basis.

- C. Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.**

Clients and Fund investors receive periodic communications, including but not limited to account statements, monthly factsheets, quarterly commentaries and annual audited financial statements (if applicable), subject to a particular client's IMA or pursuant to the offering materials of a Fund.

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

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- A. If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.**

- B. If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.**

JCHK currently does not receive client referrals from broker-dealers. JCHK does not currently compensate anyone for client referrals.

## Item 15 – Custody

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**If you have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to your clients, explain that clients will receive account statements from the broker-dealer, bank or other qualified custodian and that clients should carefully review those statements. If your clients also receive account statements from you, your explanation must include a statement urging clients to compare the account statements they receive from the qualified custodian with those they receive from you.**

All Clients assets will be held in custody by unaffiliated broker-dealers, prime brokers or custodian banks, but JCHK is deemed to have custody of private fund assets under Rule 206(4)-2 of the Advisers Act. Clients will receive monthly statements from their account custodian directly reflecting the current value of the account and any transactions that have occurred during the period.

With respect to private funds, in order to comply with Rule 206(4)-2, and to provide meaningful protection to investors, the private funds are subject to an annual financial statement audit by independent public accountants registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board. The audited financial statements are prepared in accordance with generally accepted accounting principles in the U.S. (“GAAP”) and are distributed to investors within the timeframe required by Rule 206(4)-2, as detailed in the fund offering memoranda. JCHK urges investors to carefully review these statements.

## Item 16 – Investment Discretion

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**If you accept discretionary authority to manage securities accounts on behalf of clients, disclose this fact and describe any limitations clients may (or customarily do) place on this authority. Describe the procedures you follow before you assume this authority (e.g., execution of a power of attorney).**

JCHK obtains discretionary authority to manage the portfolios of its clients pursuant to investment management agreements with such clients. JCHK’s discretionary authority is generally subject to such restrictions as set forth in each client’s IMA and/or the rules and regulations of any exchange or market on which JCHK trades securities on behalf of clients. Within these restrictions, JCHK may purchase or sell assets for client accounts without further consultation with the client.

## Item 17 – Voting Client Securities

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- A. If you have, or will accept, authority to vote client securities, briefly describe your voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6. Describe whether (and, if so, how) your clients can direct your vote in a particular solicitation. Describe how you address conflicts of interest between you and your clients with respect to voting their securities. Describe how clients may obtain information from**

you about how you voted their securities. Explain to clients that they may obtain a copy of your proxy voting policies and procedures upon request.

- B. If you do not have authority to vote client securities, disclose this fact. Explain whether clients will receive their proxies or other solicitations directly from their custodian or a transfer agent or from you, and discuss whether (and, if so, how) clients can contact you with questions about a particular solicitation.**

JCHK does not have the authority to vote on any proxies. All strategies operate through total return swaps, which delegate proxy voting discretion to the prime brokers.

## **Item 18 – Financial Information**

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- A. If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.**

JCHK does not require prepayment of any fees.

- B. If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.**

JCHK is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time.

- C. If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.**

JCHK has not been the petition of any bankruptcy petition.