

OVERVIEW

S2 Compliance Limited (“S2 Compliance”) was established in 1999 to provide bespoke compliance, regulatory, and legal advisory services to Asian hedge fund and private equity fund managers and securities brokers. S2 Compliance provides professional and cost-effective support to firms which seek to outsource their compliance function, enhance the capabilities of existing in-house legal, compliance, and operational personnel, or which have a centralized overseas compliance function and merely require Hong Kong expertise.

S2 Compliance’s principal is a US-trained capital markets lawyer who has worked establishing and providing on-going compliance and regulatory advisory services, and legal and structuring advice to fund managers, corporate finance advisers, and stockbroker firms since 1996.

OUR CLIENTS

Clients of S2 Compliance include some of the industry’s largest multi-jurisdiction fund managers. S2 Compliance specialises in servicing overseas fund managers with a presence in Hong Kong and is well positioned to manage and advise on Hong Kong compliance and regulatory matters while providing timely reporting to their overseas-based General Counsel, Head of Compliance or Chief Operating Officer.

OUR SERVICES

Compliance – Structure, implement and manage periodic control and compliance procedures to provide fund managers’ conformity with applicable regulatory requirements, *inter alia*, preparation of firm compliance manual, oversight of employee continuous professional training and personal account trading activities, stock exchange disclosure, regulatory capital reporting and account reconciliation, client and beneficiary identification, and know-your-client and anti-money laundering procedures.

Hong Kong Regulatory – Advise on communications and registrations with Hong Kong Securities and Futures Commission (“SFC”) in connection with licensing of company and its staff; management of preparation and filing of SFC annual returns and renewals of staff licenses, support in connection with SFC inspections, provision of mock audits.

S2 COMPLIANCE LIMITED

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U.S. Regulatory –

- (1) U.S. Securities and Exchange Commission registration (“SEC”) as Investment Adviser or Exempt Reporting Adviser under the U.S. Investment Company Act of 1940; annual filing of Form ADV and Brochure Parts 2A and 2B; renewal of quarterly/annual filing of Form PF.
- (2) U.S. SEC EDGAR submissions of Form D, Schedule 13D and Schedule 13G (Significant Acquisition and Ownership Position), Form 13F (Quarterly Position), and Form 13H (Large Trader ID).
- (3) U.S. Blue Sky submissions.
- (4) U.S. Commodities Futures Trading 4.13(a)(3) *de minimis* registration; application as Commodity Pool Operator (“CPO”) or Commodity Trading Advisor (“CTA”) and review of quarterly/annual Forms CPO-PQR and CTA-PR, respectively; and filing annual affirmations and exemptions.
- (5) U.S. Internal Revenue Service application as Foreign Financial Institution and deemed complaint Foreign Financial Institution; obtain Global Intermediary Identification Number.

Funds Due Diligence (for fund of funds clients) – Review prospectus, subscription application and related documentation governing proposed investments, including fees, liquidity provisions and risk factors; as required, negotiate with fund manager and fund’s counsel regarding subscription, liquidity, fee sharing, rebates, and settlement; review of relevant taxation and legal implications of undertaking specific investments.

General Corporate Support – Assist and advise clients in connection with all general corporate matters; corporate secretarial services, including preparation of all Directors resolutions; conduct Directors’ and shareholder meetings; supervise communications with fund shareholders; liaison with and reporting to third parties as required.

Feeder Funds – Advise and assist in connection with establishment of jurisdiction or investor specific feeder funds, including preparation of all necessary documentation and liaison with local custodians, trustees, counsel and regulatory agencies; amendment of client fund documentation as required.

Other Special Projects – Advise and assist in connection with other matters.

S2 COMPLIANCE PROFESSIONAL STAFF

Stuart Somer, Director – has 20 years of experience in the finance and securities industries in capital markets law and regulation, operations, and regulatory compliance. Founder and Director of S2 Compliance Ltd (2004 – present). Formerly General Counsel and Head of Compliance with ADM Capital (1999-2003), a Hong Kong based investment advisor. Formerly Vice President and Counsel with the Investment Banking Department at Credit Agricole Indosuez, Hong Kong and the Equity Capital Markets Department of Indosuez W.I Carr, Hong Kong (1996-1998) and Merrill Lynch (Hong Kong) (1994-1995) where he provided legal advice, oversight and implementation of firm compliance policies, and supported the origination, management, structuring, documentation and execution of debt restructuring, financial advisory mandates, offerings of country funds and equity and equity-linked securities in Hong Kong, Singapore, China, and Thailand. Summer Student with Milbank Tweed in Singapore (1989) and DentonWildeSapte in London (1988). He is guest lecturer for the course “Compliance in the Hong Kong Securities Industry” given at the Hong Kong University School of Law. He attended Vanderbilt University in the U.S., has a Juris Doctorate and Masters degrees in Business Administration, and is a qualified lawyer.

Ellen Lee, Consultant - has over 16 years of experience in the financial services industry. She is a CPA and a CFA Charterholder with extensive experience in compliance and risk management. Her career commenced as an auditor with PricewaterhouseCoopers before joining the Market Regulation branch of the Ontario Securities Commission in Toronto, Canada. Her career in financial services institutions also include roles as Vice President of Regulatory Relations at Merrill Lynch New York, Vice President of Regulatory Risk Management at TD Asset Management, and Senior Manager of Enterprise Risk and Operational Risk at the TD Bank in Toronto. She completed her Master of Laws degree from the Osgoode LL.M. program at York University, and obtained her Master of Accounting degree from the University of Waterloo in Canada. She completed the FT Non-Executive Director Diploma (London) in 2020, and the CFA Institute Certificate in ESG Investing in 2021. She currently serves as a Finance Committee member of the CFA Society of the UK, and volunteers for the CFA program with the CFA Institute. She previously served as a Board member of the CFA Society Toronto and the Toronto Chapter of Risk Management Association and taught risk management courses at the HKU SPACE College of Business and Finance as a part-time lecturer.

Tonia Tang, Paralegal – has over 22 years of experience in the finance industry, including 15 years in Hong Kong and 8 years in United States regulatory compliance. Her career experience includes reviewing loan credit facility documentation and loan drawdown applications, instructing and overseeing solicitors in Hong Kong and China. She has a Diploma in Business Management from the Vancouver School Board and studied at the British Columbia Institute of Technology.

SUPPORT STAFF

Florence Wu – has over 16 years of experience in regulatory and compliance operations management, including 11 years in Hong Kong regulatory compliance. She is licensed as an Individual Intermediary with the Hong Kong Mandatory Provident Fund Schemes Authority. She has a Bachelors Degree in Business Administration from Hong Kong Baptist University and studied at Manchester Metropolitan University.

Stella Lam – has 10 years in regulatory and compliance operations management, with 8 years in Hong Kong regulatory compliance. She has a Bachelors Degree of Science in Physics from the Hong Kong University of Science and Technology.

Eunice Chan – has 2 years in Hong Kong regulatory and compliance operations management. She has a Bachelors Degree of Science in Biology from the Hong Kong University of Science and Technology.

Crystal Chan – has 5 years of experience in operations management, including 2 years in Hong Kong regulatory compliance. She studied for a Bachelors Degree of Education (Honours) (Early Childhood Education) from The Education University of Hong Kong (formerly The Hong Kong Institute of Education).

Yan Yeung – has 15 years of experience in management accounting, including 12 years of experience as a company secretary and administrative officer. She has a Diploma in International Accounting from Hong Kong School of Commerce.