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ALTER DOMUS

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Alter Domus is a leading independent provider of outsourced administration services for multinational corporations and alternative investment funds. Founded in Luxembourg with origins in a Big Four accountancy practice, we have offices across four continents from which our professionals provide the highly customized services our clients have come to rely upon.

Each of our three service lines – Corporate & Management, Fund Administration and Financial Reporting – is staffed by multi-disciplinary, industry-focused teams who specialize in handling our clients' local administrative and compliance issues so that they can focus on meeting their own objectives.

Our expertise in the unique tax and corporate structures in each of the jurisdictions in which we operate, and our commitment to establishing and maintaining a pro-active relationship with our clients have made us the professional services firm of choice for many of the world's largest multinationals, premier private equity firms, and real estate funds.

WHY HONG KONG?

Strategically located in the heart of the economically dynamic Asia-Pacific region, and at the gateway to Mainland China, Hong Kong is consistently ranked as one of the most attractive locations in the world to do business. Its political stability, independent legal system, pro-business governance, open communications systems, and free market principles make it an ideal place from which to capitalize on growth opportunities in the region's key markets. Its main benefits include:

- No foreign ownership restrictions
- One of the lowest tax rates in the world : Hong Kong operates a low and simple tax system
- Rule of law upheld by an independent judiciary, and high degree of autonomy from the Mainland China
- Free movement of capital, talent, goods and information and a fully convertible currency
- English and Chinese are the official languages of Hong Kong; business is conducted in English and business contracts are written, reviewed, and executed in English
- Double Tax Treaty Network of 25 countries
- Common Law System - English case law is closely followed
- Macroeconomic stability with successful economic performance
- Excellent infrastructure:
  - High standard of human resources and broad availability of skilled professionals
  - High quality banking system and professional services
  - Reliable telecommunication systems and global transportation connectivity

HONG KONG TAX SYSTEM

- Corporate income tax rate of 16.5%
- 0% withholding tax on dividends
- 0% capital gains tax
- Exemption of tax for foreign-sourced income
- No VAT
- Extensive network of double tax treaties with 25 countries:

Austria	Belgium	Brunei	China
Czech Republic	France	Hungary	Indonesia
Ireland	Japan	Jersey	Kuwait
Liechtenstein	Luxembourg	Malaysia	Malta
Mexico	The Netherlands	New Zealand	Portugal
Spain	Switzerland	Thailand	United Kingdom
Vietnam			

Our team in Hong Kong speaks English, Cantonese and Mandarin.

OUR RECURRING SERVICES

Corporate & Management Services

Domiciliation and Corporate Secretarial

Domiciliation and Legal Assistance

- Provision of registered address and management headquarters
- Responsible for Corporate legal compliance
- Organization and minutes of Board of Directors
- Organization and minutes of Annual General Meetings
- Filing of any corporate information with the Hong Kong Companies Registry
- Maintenance of electronic data and permanent corporate data
- Maintenance of Secretaries', Directors' and Shareholders' register

Director Mandate

- Permanent involvement in day-to-day management
- Representation of the entity in dealings with third parties
- Board meeting attendance

Corporate Treasury Management

Bank Account Management

- Assistance with opening bank account, internet access and full documentation
- Maintenance of signatory list
- Bank statement and cash reconciliation
- General contact with Hong Kong banks

Internal Financial Instruments

- Maintenance of financial instruments (loan and facility agreements)
- Interest calculation, invoicing and communication
- Financial receivable / payable control
- Distribution of investors' statement and payment

Cash Flow Reporting

- Hong Kong entity cash flow control and reporting
- Consolidated cash flow control and reporting

Accounting

- Maintenance of accounting file (document validation, filing...)
- Bookkeeping and maintenance of ledgers
- Period-end accounts closing
- Preparation of financial statements
- Entity budget control and follow-up
- Issuance and communication of inter-company statements during period-end closing
- Assistance dealing with auditors

Consolidation of Accounts

- Reconciliation of inter-company accounts
- Review of Special Purpose Vehicles ('SPV') accounts
- Review of SPV accounts formatted for consolidation
- Consolidation adjustments
- Consolidation of auxiliary schedules and consolidated fund structure
- Consolidation of trial balance
- Consolidated financial statements
- Assistance in dealing with auditors

Tax Compliance

Corporate Tax

- Preparing the profits tax computation
- Compilation of data for yearly profit tax returns
- Filing yearly tax returns
- Organization and follow-up tax prepayments and payments
- Maintain contact with the Hong Kong Tax Authority
- Answering client questions in terms of tax related questions in close collaboration with external tax advisors
- Follow-up and control of tax statements

OUR NON-RECURRING SERVICES

Corporate & Management Services

New Development Project / Development Progress / Development Delivery / Project Exit

Company Formation Services

- Setting up local companies, branches, partnerships
- Implementing complex international structures as part of restructuring plans and M&A
- Selecting and coordinating with independent tax specialists and lawyers in Hong Kong in setting up these structures

Initial and Preparatory Work

Issue of transaction file:

- Collection and analysis of financial statements (asset deals)
- Scheduling of transaction structure through SPV
- Transaction step plan
- Cash draw calculations
- Cash flow structuring (asset deals)
- Control of legal and tax compliance for proposed transaction structure

Decision Making Process

Board of Directors meeting and / or Investors Committee meeting organization:

- Setup of meeting with required quorum
- Issuing of agenda > collection of proxies from absent invitees
- Collection of acquisition and financing report
- Attendance at the meeting and drafting of the minutes

Execution of Decisions Taken by Management Board

- Execution of loan agreement or any other financial agreements
- Proxy and certificate organization with notarized signatures and Apostil
- Execution of drawdown from and repayment of bank credit facility
- Capital call for payment by investors (calculation / notice / collection)
- Capital increase subsequent to capital call
- Organization of money transfers in creditor settlement / of currency conversion (forex, ...)
- Assistance with data room organization

Entity Set up and Liquidation

- Preparation and review of incorporation / liquidation legal documents - Liquidator mandate
- Opening / closing bank account and capital collection / repayment
- Proxies and ultimate shareholder certificate (UBO) organization
- Deed of incorporation / liquidation in front of Notary
- Follow-up on deed registration and filing (companies register certificates ...)

Process Finalization

- Communication of all documentation to third parties
- Collection or compiling of transaction processes and procedures
- Participation in the administrative organization of the SPV

PRIVATE EQUITY FUNDS

Alternative Asset Fund Administration Services

Fund Launch

- Assistance with fund launch, including coordination with advisers and services providers (banks, brokers, custodians)
- Review prospectus, SLA, Operating Memorandum and other relevant documents as it relates to administration of the fund
- Complete Due Diligence and Anti-Money Laundering Checks
- Implementation of systems and processes

Net Asset Value Calculation

- NAV will be calculated by as mandated by the offering document, partnership agreement, SLA and the respective fee letter on each valuation point
- NAV result will be provided per agreed timeline

Carried interest

- Calculation of carried interest and arranging the settlement in accordance with the relevant offering documents / agreement
- Maintenance of records

Administration Services

- Conduct of all appropriate investor identification checks, including KYC/AML
- Comprehensive administration services including maintenance of investor register, managing capital calls, coordinating administration of investment process etc.
- Transfer of LP interests
- Management of distributions
- Coordination of cash management and treasury services
- Ensure proper completion of subscription forms and determine eligibility
- Send drawdown/distribution notices, acknowledgement and statements to investors and copy Investment Manager if necessary
- Follow-up outstanding KYC items with investors if necessary
- Handle enquiries and phone calls from investors
- Customized investor reporting and mailing

Accounting and Bookkeeping

- Portfolio Accounting
- Fund Accounting, production of financial statements and fund reporting
- General ledger and bookkeeping
- Supervision of audit process
- Partnership accounting

Reporting

- Generation of various reports for fund managers / general partner and investors, including, but not limited to:
  - Account Statement
  - Statement of change of partnership interest
  - NAV Statement and other reports per agreed valuation package
  - Carried Interest Statement

Reports can be customized per client's preferences

Transactions

- Subscriptions / Contributions
  - Applications processed in accordance with the relevant offering documents / agreement
  - Provide investors with required fund documents and remittance information
  - Send drawdown notice and acknowledgement to investors
  - Perform AML checking
  - Communicate with Investment Manager / General Partner on contribution status via the provision of contribution summary
- Distributions
  - Distribution processed in accordance with the relevant offering documents / agreement and agreed procedures
  - Send distribution notice to the investor
  - Perform AML checking
  - Arrange the payment of proceeds to investor via checks or wire transfers
- Transfers
  - Transfer of interest processed in accordance with the relevant offering documents / agreement
  - Perform the necessary KYC checking
  - Printing and sending of confirmation advices to transferor and transferee
  - Update the register record

Corporate Action, Corporate Secretarial and Infrastructure Support

- Allocation of dividend payment in the event a dividend is paid
- Assist in handling other corporate action events as appropriate
- Provision of registered office space and assist funds with setting up physical infrastructure
- Statutory filings as mandated by relevant regulations
- Assistance with board meetings and coordination with various parties as needed
- Coordination of various activities for start up funds, i.e. setting up phone lines, network connections, disaster recovery infrastructure, etc.

Alternative Asset Fund Administration Services

Fund Launch

- Assistance with fund launch, including coordination with advisers and services providers (banks, brokers, executing brokers, prime brokers and custodians)
- Review prospectuses, SLA, Operating Memorandum and other relevant documents as it relates to administration of the fund
- Complete Due Diligence and Anti-Money Laundering Checks on Investors and Funds
- Implementation of systems and processes

Net Asset Value Calculation

- NAV will be calculated by as mandated by the offering document, partnership agreement, SLA and the respective fee letter on each valuation point
- NAV result will be provided per agreed timeline
- Coordination with annual audit

Transfer Agency Services and Investors Communications

- Conduct all appropriate investor identification checks, including KYC/AML
- Set up and maintain investor register with contact information; attach relevant documents to investor records
- Ensure proper completion of subscription forms and determine eligibility
- Process performance equalization
- Send acknowledgement, contract notes and statements to investors and copy Investment Manager if necessary
- Follow-up on outstanding KYC items with investors
- Handle enquiries and phone calls from investors
- Provide customized investor reporting and mailing

Reporting

- Generation of various reports for fund managers and investors, including, but not limited to:
  - Account Statement
  - NAV Statement and other reports per agreed valuation package
  - Contract Notes
  - Income Equalization Statements
  - Multi-series Statement
  - Directors List
  - Trailer Fees
  - Custody Fees Statement

Reports can be customized to reflect preference of the manager

Performance Fee

- Equalization performed using one of the following methods:
  - Equalization per share basis
  - Equalization absolute basis
- Multi-series

Transactions

- Subscriptions
  - Applications processed in accordance with the relevant offering documents
  - Provide investors with required fund documents
  - Coordination for transfer of funds / stocks into custody account
  - Send confirmation advices to the investor for:
    - order acknowledgment, and
    - order acceptance upon the receipt of the signed dealing summary from Investment Manager
  - Communicate with Investment Manager on subscription status via provision of dealing summary
- Redemptions
  - Receive redemption requests from investors
  - Acknowledge redemption requests to investors
  - Redemptions processed in accordance with the relevant offering document and agreed procedures
  - Perform AML checking
  - Payment of proceeds to investors via checks or wire transfers
- Transfers
  - Transfers of units processed in accordance with relevant offering documents and investment vehicle guidelines
  - Printing and sending of confirmation advices to transferor and transferee
  - Update registers

Corporate Action, Corporate Secretarial and Infrastructure Support

- Allocation of dividend payment in the event a dividend is paid
- Handle other corporate action events as appropriate
- Provision of registered office space and assist funds with setting up physical infrastructure
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BUSINESS PARTNERS

Business Office Services

www.bos-international.com

- High-quality furnishings, including desk, desk trolley, office chair, filing cabinet and telephone
- Company name at office entry door
- Broadband internet access and WiFi
- Allocation of a telephone line
- Personalized telephone answering services
- Mail and courier services
- Reception of visitors from 8am to 6pm, Monday to Friday
- 24-hour access with your personal access card
- Daily cleaning of the premises
- Electricity, heating and air conditioning
- Organization of board meetings
- Facilities and administrative services

CONTACTS

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