



TOP CAPITAL PARTNERS
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BROKER DISCLOSURE STATEMENT

20 January 2017

Top Capital Partners Limited (TCPL) is a New Zealand Exchange (NZX) accredited NZX Participant Firm. Consequently, TCPL has entered into a contractual relationship with the NZX and has undertaken to abide by the NZX Participant Rules. The company accreditation can be confirmed at the NZX website at https://www.nzx.com/investing/find_a_participant.

TCPL is a New Zealand registered financial service provider. The company registration can be verified at the New Zealand Companies Office Website at <https://www.companiesoffice.govt.nz/fsp>.

For Anti-Money Laundering and Counter Financing of Terrorism purposes, TCPL is supervised by the New Zealand Financial Markets Authority (FMA). <https://fma.govt.nz/compliance/amlcft/>.

In this Broker Disclosure Statement you will find the following information: -

- (a) Contact details,
- (b) Fees,
- (c) Material interests, relationships or associations,
- (d) Remuneration,
- (e) Dispute resolution arrangements,
- (f) Criminal and civil litigation history,
- (g) Information relating to the broking service provided, and
- (h) Details of TCPL's indemnity insurance.

a) Contact Details

Top Capital Partners Limited is an incorporated New Zealand limited company and NZX Firm which can be contacted at the following address –

Level 4, 142 Broadway

Newmarket, Auckland 1023

New Zealand.

Email info@tigerfintech.com

Telephone +64 9 393 8128

b) Fees

The fees and charges applicable to the Services provided to you will be either:

- (a) the fees and charges agreed in writing in respect of any particular Services; or
- (b) in respect of any other Services, fees and charges which are not subject to any such written agreement, the fees and charges notified by us to you from time to time. We may notify you of our fees and charges by including those fees and charges in our Client Services Agreement, by posting



those fees and charges on our website or by notifying you otherwise in accordance with the Client Services Agreement General Terms and Conditions.

Our fees and charges include

- (a) brokerage and other fees, charges, duties and taxes at the rate or rates notified by us to you from time to time in a Schedule of fees and charges or Disclosure Statement, or in respect of a particular transaction via the Contract Note you receive;
- (b) any fees charged by an Agent and other charges incurred in effecting any transaction,
- (c) any charges or penalties imposed by another broker, Agent, or by NZX or other stock exchange including, without limitation, charges or penalties imposed as a result of late or non-delivery of scrip, holder identification particulars or any other information or requirements; and
- (d) any reasonable fees and charges we may impose for the purposes of complying with our obligations under the AML/CFT Act in relation to you or the Account.

We may debit our fees and charges either:

- (a) to the Account (including, without limitation, any of your Client Funds held in the TCPL Client Funds Account); or
- (b) to your Online Multi-Currency Account and, for this purpose, you irrevocably authorise us to instruct the Account Issuer to pay any such amount from your *Online Multi-Currency Account* when instructed to do so by us.

Currency Exchange Fees and transfer fees

Where a client deposits money to TCPL in a foreign currency or a currency other than the denominated currency, the bank may charge a fee on the inward payment or conversion, however, this fee is not charged by TCPL and is out of TCPL's control.

Default Interest

In an event of a failure to settle by you, Default interest (as defined in Chapter E: Interpretation of TCPL's Client Services Agreement), may be charged on any unpaid amount at the Default Rate. *Default Rate* means the interest rate selected by TCPL in its discretion, not being more than 10% per annum above the overdraft rate charged by the TCPL's bankers on the TCPL's current account overdraft facility at the relevant time.

c) Material Interests, Relationships and Associations

Top Capital Partners Limited (TCPL) is a New Zealand Exchange (NZX) accredited Market Participant. Consequently, TCPL has entered into a contractual relationship with the NZX and has undertaken to abide by the NZX Participant Rules. For Anti-Money Laundering and Counter Financing of Terrorism purposes, TCPL is supervised by the New Zealand Financial Markets Authority (FMA). Top Capital Partners Limited is 100% owned by Tiger Technology Corporation Limited, a company which is incorporated in Hong Kong.



d) Remuneration

The advisory services of TCPL are provided by authorised personnel and are provided only for clients of TCPL. TCPL advisers may benefit by providing client advice where such advice leads to the Client giving TCPL orders for execution for which TCPL charges the Client fees. Advisers are not authorised to advise on securities where they have personal investments or interests without disclosing this fact to clients before providing such service.

In the course of transactions, TCPL may receive or earn: fees and brokerage, including brokerage and trail commission from third parties and/or margin on exchange rates in respect of transactions involving foreign exchange (as described below); and in respect of new issues of securities, brokerage, placement and firm allocation fees from issuers of securities. Fees, brokerage and trail commission paid to TCPL by third parties will vary by product provider and product type. The level and/or amount of such fees, brokerage and trail commissions will typically be set out in any associated product offer documentation.

e) Dispute Resolution Arrangements

If you have a complaint, you should contact TCPL. TCPL will endeavour to quickly and satisfactorily resolve the complaint. In the event that you are not satisfied, you are invited to put your complaint in writing to:

The Compliance Manager
Top Capital Partners Limited
Level 4, 142 Broadway
Newmarket 1023
Auckland, New Zealand
complaints@tigerfintech.com

TCPL is a member of an independent dispute resolution scheme operated by Financial Dispute Resolution Service (“FDRS”). If we cannot agree on how to resolve the issue, or if you decide not to use the internal complaints scheme, you can contact FDRS. FDRS is an independent approved dispute resolution scheme for settling disputes between people and businesses, and the organisations that provide them with financial services and advice. This service will cost you nothing, and will help us resolve any disagreements. You can contact Financial Dispute Resolution Service at:

Financial Dispute Resolution Service
Freepost 231075
P.O. Box 2272
Wellington 6145

Level 9, 109 Featherston Street
Wellington 6011
Telephone: 0508 337 337
International calls: +64 4 910 9952
Web: www.fdr.org.nz
Email enquiries@fdr.org.nz



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If you are not satisfied with our response to your complaint, as an alternative to FDRS you may contact either of these regulators directly at the following telephone numbers and email addresses:

Financial Markets Authority

Telephone: 0800 434 567

International calls: +64 3 962 2698

Website: www.fma.govt.nz/contact/make-a-complaint/

Email: questions@fma.govt.nz

NZX

Telephone: +64 4 472 7599

Website: www.nzx.com/contact

Email: compliance@nzx.com

(f) Criminal Convictions and Related Matters

Neither TCPL, its directors, principal officers, nor investment advisers have been:

- i) convicted of a crime involving dishonesty (as defined in Section 2(1) of the New Zealand Crimes Act 1961);
or
- ii) subject to disciplinary proceedings
- iii) the subject of an adverse finding by a court or the FMA in any proceeding that has been taken against them in their professional capacity; or
- iv) adjudicated bankrupt.

(g) Information relating to the Broking Service Provided by TCPL

Top Capital Partners Limited is a boutique equities brokerage with a focus to providing clients with best broking service and global capital markets information and research. Established in October 2015 the Company is determined to help shape the new era for share broking. We have defined our purpose as helping people, whether they are clients or those in the investment communities we operate our business in, to achieve their financial ambitions in the most direct, effective and proper way.

TCPL has been accredited and approved by NZX as an NZX Market Participant with the ability to provide investment advice and/or Securities recommendations to clients. The Services which TCPL currently provides to Clients include, without limitation:

- (a) general investment advice;
- (b) arranging for buying and selling Securities on your behalf;
- (c) the investment of deposits (secured and unsecured) with financial institutions; and



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(d) arranging for investments into Initial Public Offerings (“IPOs”) including equity, debt and quasi- debt Securities.

Top Capital Partners believe that the needs of our clients are paramount and we recognize that equity markets around the globe form an important element in assisting our clients to achieve their investment goals; we have built on our strength in financial technology and client dedication to deliver an integrated service to meet our clients’ needs.

The Company is determined to build long-lasting relationships with our clients and stakeholders. This means we must always strive to exceed their expectations and incorporate core values into the day-to-day operation of the business: Respect, Excellence, Integrity and Responsibility.

(h) Professional Indemnity Insurance

TCPL maintains insurance cover at a level that it considers appropriate for the nature and risks of its business. The interests insured are Professional Indemnity insurance (PI), Directors and Officers Liability insurance (D&O), and Statutory Liability Insurance. These policies are provided by QBE Insurance Group Limited. The policies are current for the period from 24 November 2016 to 24 November 2017 and are renewed annually. The cover extends to all business activities. As with all insurance, these covers have limitations and are subject to certain exclusions.

If you have a question about anything in this disclosure document or you would like to know anything more about Top Capital Partners Limited, please ask your adviser or our Compliance Manager. If you have a question about financial advisers generally, you can contact FMA.