



## Supplemental Offering Memorandum

**Opportunities Plus Fund**

# Supplemental Offering Memorandum

## Opportunities Plus Fund

A separate Fund of

### **Dominion Global Opportunities Fund PCC Limited**

(An authorised Class B open ended collective investment scheme incorporated as a protected cell company limited by shares under the laws of Guernsey with registration number 54967)

Dated 10 May 2021

This Supplemental Offering Memorandum contains information relating to Opportunities Plus Fund (the “**Supplemental Offering Memorandum**”) and should be read and construed in conjunction with the Offering Memorandum relating to Dominion Global Opportunities Fund PCC Limited dated 27 April 2021 (the “**Offering Memorandum**”). This Supplemental Offering Memorandum is deemed to be incorporated in and to form part of the Offering Memorandum and may not be distributed unless both documents are made available.

PLEASE READ CAREFULLY the section headed “Notice to Investors” which explains the basis on which these documents are issued.

# Table of Contents

Table of Contents	3
Important Notice to Investors	4
Definitions	5
The Fund	6
Introduction	6
Base currency	6
Investment objectives of the company	6
Investment policy	6
Investment restrictions	6
Borrowing, leverage and hedging	7
Amendments to investment objectives and restrictions	7
Risk profile	7
Dividend and distribution policy	7
No listing	7
Subscription and Redemption of Shares	8
Minimum subscription and minimum holding amounts	8
Initial charge	8
Application procedure	8
Redemption procedure and notice	9
Compulsory redemption	9
Publication of prices	9
Fees and Expenses	10
Establishment costs	10
Management fee	10
Other fees and expenses	10

# Important Notice to Investors

This Supplemental Offering Memorandum is submitted to you on a confidential basis solely in connection with your consideration of an investment in shares (the “**Shares**”) of the **Opportunities Plus Fund** (the “**Fund**”), a cell of Dominion Global Opportunities Fund PCC Limited (the “**Company**”).

Prospective investors whose investment authority is subject to legal restrictions should consult their own legal advisors to determine whether and to what extent the shares constitute legal investments for them.

This Supplemental Offering Memorandum may not be reproduced in whole or in part, or delivered without the Offering Memorandum nor disclosed to any person (save for your advisers) without the prior written consent of the Company.

In any case of conflict or inconsistency between statements in this Supplemental Offering Memorandum and the Offering Memorandum, this Supplemental Offering Memorandum will, as to the Shares, supersede and prevail over the Offering Memorandum.

In making an investment decision, prospective investors must rely on their own examination of the Fund and the terms of the offering, including the merits and risks involved. No representations or warranties of any kind are intended or should be inferred with respect to the economic return or the tax consequences from an investment in the Fund. No assurance can be given that existing laws will not be changed or interpreted adversely. Prospective investors are not to construe this Supplemental Offering Memorandum as legal or tax advice. Each prospective investor should consult its own counsel and accountant for advice concerning the various legal, tax and economic considerations relating to its investment in the Shares.

No offering literature or advertising in any form may be relied upon by any prospective investor in relation to the offering of the Shares other than this Supplemental Offering Memorandum and the Offering Memorandum. No person other than the Company has been authorised to make representations, with respect to the Shares, except the information contained herein, and any information or representation not contained herein or otherwise supplied in writing by the Company must not be relied upon as having been authorised by the Company.

Investment in the Fund will involve significant risks due to, among other things, the nature of the Fund’s Investment Assets and actual and potential conflicts of interest, and there can be no assurance as to the returns on any of the Fund’s Investment Assets or that there will be any return of capital. See “Risk Factors” and “Conflicts of Interest” in the Offering Memorandum.

Prospective investors should have the financial ability and willingness to accept the risks (including, among other things, the risk of loss of investment and lack of liquidity) that are characteristic of the investment assets described herein and should consult their financial or investment advisors regarding the appropriateness of making an investment in the Fund. Although Shares are redeemable as described herein, there will be no public market for the Shares and transfers of Shares will be subject to significant restrictions.

Statements and information contained in this Supplemental Offering Memorandum are made as of the date hereof and are subject to change.

# Definitions

Save as provided below, words and expressions defined in the Offering Memorandum shall have the same meanings herein. In this Supplemental Offering Memorandum, the following words shall have the meanings opposite them unless the context in which they appear requires otherwise.

<b>Company</b>	Dominion Global Opportunities Fund PCC Limited;
<b>Fund</b>	Opportunities Plus Fund, the cell to which this Supplemental Offering Memorandum relates;
<b>Redemption Day</b>	Each Business Day; and
<b>Subscription Day</b>	Each Business Day.

# The Fund

## Introduction

The Fund is a cell of the Company, a Guernsey incorporated open-ended collective investment scheme established as a protected cell company in accordance with the Companies Law on 16 April 2012 and authorised by the Guernsey Financial Services Commission as a Class B collective investment scheme under the 1987 Law.

## Base currency

The Base Currency of the Fund, being the currency in which the Fund will price and report its results, is US Dollars. Shares will be issued and redeemed in the Base Currency.

## Investment objectives of the company

The Company is an investment vehicle designed specifically to achieve medium to long-term growth through any combination of capital appreciation and accrued income. The Company will seek to achieve this investment objective through investment in a diversified portfolio of Investment Assets and Cash Instruments aimed at achieving medium to long-term appreciation in a way that aims to control volatility and risk.

The subscription for Shares in a Fund should be part of a medium term investment strategy implying an investment period of at least five years.

## Investment policy

Subject to the investment restrictions described below, the investment policy of the Fund will be to invest the net proceeds raised from subscriptions into the Fund in:

- (i) collective investment schemes managed by or associated with the Manager, with characteristics which in the opinion of the Manager are consistent with the investment objectives of the Fund; and
- (ii) fixed income securities and/or cash and near cash instruments specifically including exchange traded notes and cash and all other assets which the Directors in their discretion consider to be of a similar nature.

together the “**Investment Assets**”.

In pursuing a global investment strategy the Investment Assets will not be limited to the Fund’s Base Currency.

## Investment restrictions

The Manager will invest and manage the Fund’s assets in accordance with the Investment Policy as described above, spreading risk in accordance with the following investment restrictions:

- (i) The Fund may invest up to 100% of its assets in Cash Instruments;
- (ii) The Fund may invest up to 100% of the Net Asset Value of the Fund in collective investment schemes managed by the Manager and/or a Dominion Associate but restricted to a maximum of 25% of the Net Asset Value of the Fund in any one collective investment scheme save in the case of cash funds managed by the Manager and/or a Dominion Associate where the Fund may invest up to 100% of the Net Asset Value of the Fund into any collective investment schemes which are cash funds;
- (iii) The Fund will aim at matching assets and liabilities in the same currency and will avoid, where reasonably practicable, any direct exposure to currency risk; and
- (iv) The Fund may not sell Investment Assets short, including through the use of derivative instruments, for speculative purposes or otherwise use derivative instruments for speculative purposes.

The above investment restrictions will not apply to an investment by the Fund in a company the whole of the share capital (or relevant class of share capital) of which is owned by the Fund and which is bound in turn by the same investment restrictions.

The above investment restrictions apply as at the date of the relevant transaction or commitment to invest. Changes in the Fund do not have to be effected merely because, owing to or in any way connected with appreciations or depreciations in value, redemptions or by reason of the receipt of, or subscription for, any rights, bonuses or benefits in the nature of capital or of any acquisition or merger or scheme or arrangement for amalgamation, reconstruction, conversion or exchange or of any redemption, any of the restrictions would thereby be breached, but regard shall be had to these restrictions when considering changes or additions to the Fund. If any of the above investment restrictions are breached, the Manager shall take as a priority objective all steps as are necessary within a reasonable time to remedy the situation, taking due account of the interests of the Shareholders.

## The Fund (continued)

### Borrowing, leverage and hedging

For the purposes of efficient portfolio management, primarily for liquidity management, the Fund may also borrow up to 20% of its Net Asset Value. The Fund may not leverage or hedge.

### Amendments to investment objectives and restrictions

The Directors are permitted to amend the preceding investment objectives, policy and restrictions (including any borrowing and hedging powers) applicable to the Fund provided that no material changes shall be made without providing Shareholders with sufficient notice to enable them to redeem their Shares before the amendment takes effect. Shareholders are not required to approve the amendment of the preceding investment objectives, policy and restrictions (including any borrowing and hedging powers) applicable to the Fund although the Directors reserve the right to seek approval if they consider it appropriate to do so.

### Risk profile

The Fund is a medium risk Fund.

### Dividend and distribution policy

The Directors do not anticipate that any dividends or distributions (other than redemptions) will be paid.

### No listing

No application has been made for the Shares to be admitted to listing on any stock exchange.

# Subscription and Redemption of Shares

## Minimum subscription and minimum holding amounts

The minimum initial subscription amount for Shares in the Fund that will be accepted is US\$10,000. The minimum holding amount for Shares in the Fund is US\$10,000. Additional subscriptions may be made in any amounts subject to a minimum of US\$250. The Manager (under delegated authority of the Directors) may, in its absolute discretion, waive or vary the abovementioned minimum amounts from time to time and generally or in any particular case.

## Initial charge

There is no initial charge on the issue of Shares in the Fund.

## Application procedure

The Shares will initially be available for subscription by prospective investors during the Initial Offer Period at an initial subscription price of USD100.00 per Share. All subscriptions for Shares during the relevant Initial Offer Period will be subject to the minimum initial subscription amount (which amount may be waived at the absolute discretion of the Manager (under delegated authority of the Directors)).

Following the close of the Initial Offer Period, applications may be made by prospective investors to subscribe, as of the relevant Subscription Day, for Shares subject to compliance with any notice period, the minimum initial subscription amount (which amount may be waived at the absolute discretion of the Manager (under delegated authority of the Directors)) at the relevant Subscription Price.

Applications for an initial and additional subscriptions for Shares in the Fund must be made by completing and sending to the Administrator the Application Form in accordance with the Application Procedure set out in the Offering Memorandum and so that it is received by the Administrator before 23:59 Guernsey time on the Business Day immediately preceding the relevant Subscription Day and must allow sufficient time if sending any application by post. The Application Form is found on the Manager's website [www.dominion-funds.com](http://www.dominion-funds.com) or is available upon request from the Manager or the Administrator.

No applications may be withdrawn once received by the Administrator and interest accruing upon monies (if any) received by the Administrator prior thereto will be for the account of the Fund.

Applications for additional subscriptions may be submitted using the Application Form either found on the Manager's website [www.dominion-funds.com](http://www.dominion-funds.com) or is available upon request from the Manager or the Administrator.

Unless the Manager has agreed to accept an in specie subscription, all payments for Shares in the Fund must be made in US Dollars and be received in cleared funds by the Administrator not later than 5 (five) Business Days after the relevant Subscription Day. Investors must pay by telegraphic transfer and not by cheque due to delays in clearing cheques in US Dollars.

If the Application Form is not received as required, then the application may be rejected or held over until the next Subscription Day, at the discretion of the Manager. If an application is rejected, application monies (if received) will be returned without interest by bank transfer or telegraphic transfer at the discretion of the Directors at the risk and expense of the person(s) entitled thereto.

If cleared funds are not received as required, the Directors may serve notice requiring payment together with any interest which may have accrued and any expenses which may have been incurred by the Fund by reason of non-payment. The notice shall state a further date (not being less than 14 clear days from the date of the notice) on or before which the payment is to be made and the place where the payment is to be made and, in the event of non-payment, the Shares will be liable to be forfeited. Such forfeiture shall include all dividends and distributions declared in respect of the forfeited Share and not actually paid before the forfeiture. A forfeited Share shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms as the Directors shall think fit and at any time before a sale or disposition the forfeiture may be cancelled. A person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all monies which at the date of forfeiture were presently payable by him to the Company in respect of such Shares with interest thereon from the date of forfeiture until payment at such rate (not exceeding 15 per cent. per annum) as the Directors may determine and the Directors may enforce payment without any allowance for the value of the Shares at the time of forfeiture.

Further information in respect of the application procedure and terms relating to the subscription of Shares are described in the Offering Memorandum.

# Subscription and Redemption of Shares (continued)

## Redemption procedure and notice

Shareholders will have the right to redeem the whole or part of their holdings of Shares on any Redemption Day. Partial redemptions of a value of less than US\$250 will not be accepted, but may be waived at the Directors' absolute discretion.

A Shareholder who wishes to redeem all or any part of his holding must submit his request to the Administrator prior to 23:59 Guernsey time on the Business Day prior to the relevant Redemption Day and sufficient time should be allowed if sending any redemption requests by post. Requests received after this time will, unless the Manager otherwise agrees, be held over and dealt with on the following Redemption Day.

Notice of redemption may be given using the Redemption Form found on the Manager's website [www.dominion-funds.com](http://www.dominion-funds.com) or is available upon request from the Manager or the Administrator or in writing in a form acceptable to the Manager and the Administrator and specifying the details described in the Offering Memorandum.

The redemption proceeds will normally be paid to a Shareholder in US Dollars within four Business Days after the relevant Redemption Day or as soon as the proceeds are received by the Fund from the sale of any underlying Investment Assets made to meet the redemption. Shareholders may make partial redemption of their shareholding subject to the minimum indicated herein.

Payment will be rounded down to the nearest unit of currency and the Fund will retain the benefit of any such rounding.

Further information in respect of the redemption procedure and terms relating to the redemption of Shares are described in the Offering Memorandum.

## Compulsory redemption

In addition to the powers of compulsory redemption described in the Offering Memorandum, the Manager may, in its absolute discretion, compulsorily redeem at any time the Shares of any Shareholder which, as a result of a redemption of any part of the Shareholder's holding, have a value of less than US\$10,000 or in such other circumstance as described in the Offering Memorandum.

## Publication of prices

The Subscription Prices and Redemption Prices will be published on the Manager's website [www.dominion-funds.com](http://www.dominion-funds.com) and on Bloomberg and will be available from the Manager and the Administrator as soon as possible following the relevant Subscription Day or Redemption Day.

# Fees and Expenses

## Establishment costs

The costs and expenses associated with the initial organisation and the initial offering of Shares of the Fund, including a setup fee of \$50,000 (of which \$40,000 is payable to the Manager and \$10,000 is payable to the Administrator), will be charged to the Fund and will be amortised over the Fund's first five annual accounting periods.

## Management fee

The Manager is entitled to receive a Management Fee at the rate of 0.5% per annum of the Net Asset Value of the Fund which is payable pro rata monthly in arrears on the last Business Day of each calendar month.

The Manager shall also be entitled to additional remuneration for its responsibilities as Company Secretary, Investor Services Manager and the performance of any extraordinary duties, as well as reimbursement for any reasonable out of pocket expenses incurred in carrying out its responsibilities to the Fund as described in the Offering Memorandum.

## Other fees and expenses

Details in respect of the Custodian Fee, the Administration Fee, the Registrar Fee, the Investor Services Fee and other operating expenses are described in the Offering Memorandum.