

# Aberdeen New Dawn Investment Trust PLC

Annual Report and Accounts  
30 April 2013



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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended by the Financial Services Act 2012) if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser.

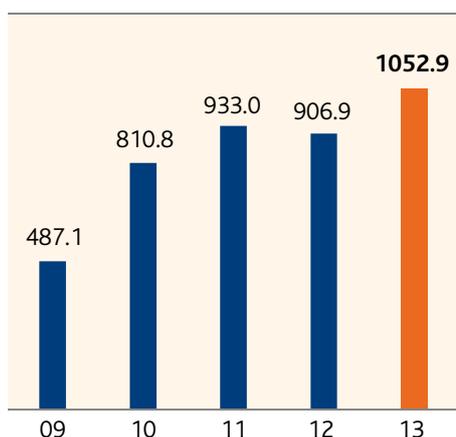
If you have sold or otherwise transferred all your Ordinary shares in Aberdeen New Dawn Investment Trust PLC, please forward this document, together with the accompanying documents immediately to the purchaser or transferee, or to the stockbroker, bank or agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## Financial Highlights

	2013	2012
Share price total return	<b>+26.1%</b>	-6.4%
Net asset value total return	<b>+18.8%</b>	-1.5%
Benchmark total return	<b>+18.3%</b>	-7.7%
Dividends per share	<b>17.00p</b>	16.50p

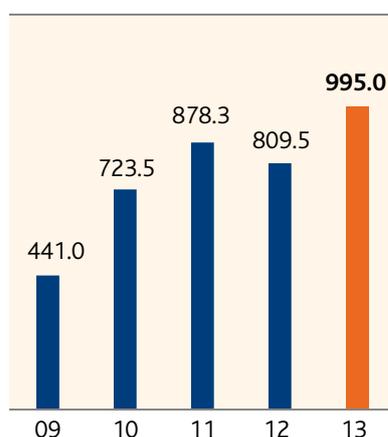
### Net asset value per share

At 30 April – pence



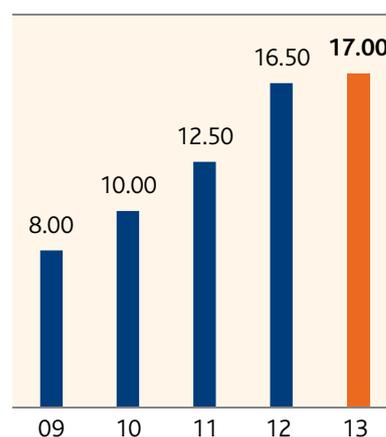
### Mid-market price per share

At 30 April - pence



### Dividends per share

pence



## Financial Calendar

<b>24 June 2013</b>	Announcement of results for year ended 30 April 2013
<b>21 August 2013</b>	Annual General Meeting in London (12 noon)
<b>23 August 2013</b>	Final dividend payable for year ended 30 April 2013
<b>December 2013</b>	Announcement of Half-Yearly Financial Report for the six months ending 31 October 2013

# Corporate Summary

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## The Company

Aberdeen New Dawn Investment Trust PLC (the "Company") is an investment trust and its shares are listed on the London Stock Exchange. The Company is a member of the Association of Investment Companies ("AIC").

## Investment Objective

The investment objective of the Company is to provide shareholders with a high level of capital growth through equity investment in the Asia Pacific countries ex Japan.

## Investment Policy

The Company's assets are invested in a diversified portfolio of securities in quoted companies spread across a range of industries and economies in the Asia Pacific region excluding Japan. Investments may also be made through collective investment schemes and in companies traded on stock markets outside the Asia Pacific investment region provided that over 75% of their consolidated revenue is earned from trading in the investment region or they hold more than 75% of their consolidated net assets in the Asia Pacific investment region.

The Board is responsible for determining the gearing strategy for the Company. Gearing is used selectively to leverage the Company's portfolio in order to enhance returns where and to the extent this is considered appropriate to do so. At the year end there was potential gearing of 8% which compares with a current maximum limit set by the Board of 25%. Borrowings are short term and particular care is taken to ensure that any bank covenants permit maximum flexibility of investment policy.

In addition, it is the investment policy of the Company to invest no more than 15% of its gross assets in other listed investment companies (including listed investment trusts). As at 30 April 2013, 2.7% of the Company's portfolio was invested in investment companies.

## Achieving the Investment Policy

The Directors are responsible for determining the investment policy and the investment objective of the Company. Day to day management of the Company's assets has been delegated to Aberdeen Asset Management Asia Limited ("AAM Asia", the "Investment Manager" or the "Manager"). The Manager invests in a diversified range of companies throughout the Asia Pacific investment region in accordance with the investment policy. The Manager follows a bottom-up investment process based on a disciplined evaluation of companies through direct visits by its fund managers. Stock selection is the major source of added value. No stock is bought without the fund managers having first met management. The Manager estimates a company's worth in two stages, quality then price. Quality is defined by reference to management, business focus, the balance sheet and

corporate governance. Price is calculated by reference to key financial ratios, the market, the peer group and business prospects. Top-down investment factors are secondary in the Manager's portfolio construction, with diversification rather than formal controls guiding stock and sector weights. Little attention is paid to market capitalisation. The Manager is authorised to invest up to 15% of the Company's gross assets in any single stock, calculated at the time an investment is made.

A detailed description of the investment process and risk controls employed by the Manager is disclosed on page 16. A comprehensive analysis of the Company's portfolio is disclosed on pages 10 to 12 including a description of the ten largest investments, the full investment portfolio by value, sector/geographical analysis and currency/market performance. At the year end the Company's portfolio consisted of 47 holdings.

## Benchmark

The Company compares its performance to the currency-adjusted MSCI All Countries Asia Pacific ex Japan Index.

## Investment Manager

The Company has an Investment Management Agreement (the "Agreement" with Aberdeen Asset Management Asia Limited ("AAM" or "AAM Asia") for the provision of management services, which is terminable by either party on 12 months' notice to the other.

Under the Agreement, the management fee is calculated monthly in arrears at 1% on an annual basis of the net asset value of the Company valued monthly, excluding funds managed by the Aberdeen group of companies. See note 3 to the Financial Statements on page 38 for further details.

The Directors review the terms of the Agreement on an annual basis and have confirmed that, due to the investment skills, experience of the Manager and its long-term relative performance, in their opinion the continuing appointment of AAM Asia, on the terms agreed, is in the interests of shareholders as a whole.

## Capital Structure

At 30 April 2013 the Company had a capital structure comprising 24,909,402 Ordinary shares of 25p (with a further 477,731 shares being held in treasury at that date).

The Company also had total bank borrowings, at 30 April 2013, equivalent to approximately £20,835,000, which rank for repayment ahead of any capital return to shareholders. These were drawn as follows: HKD154,100,000 (equivalent to approximately £12,758,000), USD8,680,000 (equivalent to approximately £5,577,000) and £2,500,000.

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## Total Assets and Net Asset Value

The Company had total assets\* of £283.1 million and a net asset value of 1,052.9p per Ordinary share at 30 April 2013.

\* see definition on page 52.

## Websites

[www.newdawn-trust.co.uk](http://www.newdawn-trust.co.uk)

[www.aberdeen-asset.com](http://www.aberdeen-asset.com)

## Company Secretary

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Bow Bells House  
1 Bread Street  
London  
EC4M 9HH

Email: [company.secretary@invtrusts.co.uk](mailto:company.secretary@invtrusts.co.uk)

## Customer Services

Freephone: 0500 00 00 40

(open Monday – Friday, 9am – 5pm)

Email: [inv.trusts@aberdeen-asset.com](mailto:inv.trusts@aberdeen-asset.com)

## Principal Risk Factors

Investment in Asia-Pacific securities or those of companies that derive significant revenue or profit from the Asia-Pacific region involves a greater degree of risk than that usually associated with investment in the securities in major securities markets, including the risk of social, economic or political instability, which may have an adverse effect on economic returns or restrict investment opportunities.

Details of the risks associated with the Company are disclosed in the Business Review contained within the Directors' Report on pages 19 and 20.

The Company currently utilises gearing in the form of bank borrowings (see 'Capital Structure' above and note 11 to the Financial Statements on page 42). Gearing magnifies the effect of market movements on the net asset value of the Company.

## Duration

The Company does not have a fixed life. However, under the Articles of Association, if in the 90 days preceding the Company's financial year end (30 April) the Ordinary shares have been trading, on average, at a discount in excess of 15% to the underlying net asset value over the same period, notice will be given of an ordinary resolution to be proposed at the following Annual General Meeting ("AGM") to approve the continuation of the Company. If the resolution for the continuation of the Company is not passed at that AGM or any adjournment thereof, the Directors shall convene a general meeting to be held not more than three months after

the AGM at which a special resolution for the winding-up of the Company shall be proposed. In the 90 days to 30 April 2013 the average discount to underlying net asset value of the Ordinary shares was 5.3%, therefore no ordinary resolution will be put to the Company's shareholders.

## Share Dealing/ISA Status

Shares in Aberdeen New Dawn Investment Trust PLC can be bought in the open market through a stockbroker. They can also be purchased through the Aberdeen savings scheme and are fully qualifying for inclusion within tax efficient ISA wrappers (see page 50).

# Chairman's Statement

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**David Shearer**  
Chairman

## Background

I am pleased to report that your Company has delivered a good result in both absolute terms and relative to the benchmark, the MSCI All Countries Asia Pacific (ex Japan) Index. For the year ended 30 April 2013, net asset value per Ordinary share (NAV) rose by 18.8% in sterling terms on a total return basis, outperforming the 18.3% gain posted by the benchmark. Over the last five years, your Company's NAV total return was 75.2% versus the benchmark return of 46.9%. This performance reflects your Manager's ability to add value across Asian markets through investing in companies with strong financials and commitment to shareholder value and good governance. This achievement is noteworthy against the backdrop of slowing growth across the region.

Your Company's share price gained 26.1% to 995p, reflecting the excellent performance and a narrowing of the discount to NAV to 5.5% from 10.7% at the start of the period.

## Revenue and Dividend

Revenue returns from the portfolio remained strong. As a result of this, and in compliance with investment trust rules which require the Company to distribute at least 85% of its income from securities, we are proposing to pay a final dividend of 12.0p, which combined with the interim dividend of 5.0p will make a total dividend of 17.0p, an increase of 3% on last year's level. If approved by shareholders at the Annual General Meeting ("AGM"), the final dividend will be paid on 23 August 2013 to Ordinary shareholders on the register on 2 August 2013. Shareholders should be aware that, as in previous years, the level of future dividends will depend on future receipts from the portfolio.

## Overview

The performance of Asian stock markets was marked by contrasting halves during the year under review. In the first six months, sentiment was dented by Europe's ongoing political and economic woes, and uncertainty prior to the US election. Meanwhile in Asia, growth in China and India moderated sharply. Even though macroeconomic fundamentals remained largely unchanged, global stock markets rose strongly in the latter half of the year, following

significant amounts of liquidity injections from Western central banks. Towards the end of the period, Japan's decision to implement quantitative easing caused the yen to weaken, which led investors to seek higher yields elsewhere.

China, meanwhile, is in transition on several fronts – political, economic and structural. The new leadership is seeking to establish itself while attempting to ensure long-term sustainable growth – that which is more consumption-led and entails a fairer distribution of wealth. Led by President Xi Jinping, the government has indicated that it will shift its focus to the quality of growth and will tolerate a slower pace of economic expansion in the years ahead.

China's deceleration, in turn, has had a knock-on impact on the rest of the region, particularly the export-oriented nations which had grown increasingly reliant on demand from the mainland. These trade-dependent economies also bore the brunt of the decline in Western demand, which hampered industrial output. Conversely, the more consumption-based economies, particularly those in Southeast Asia, continued to do well. This was largely thanks to government pump-priming, which supported consumption and infrastructure development to compensate for falling export demand. India was an exception. Although its economy is geared towards domestic consumption, it suffered from internal political challenges, which hurt investor sentiment.

The weakening of the yen had a significant impact on the region as well, as it posed a new threat to the competitiveness of Asian exporters. It was also a key factor behind regional central banks' most recent round of interest rate cuts, aside from concerns about decelerating economic activity. Elsewhere, China and India surprised investors with a series of market-friendly reforms to revitalise their economies. China is aiming to cut red tape and unveil a market-oriented interest rate policy, while India has sought to liberalise the retail, insurance and airline sectors by opening them up to greater foreign investment. While these policies bode positively for investors, their successful implementation remains to be seen.

## Annual General Meeting

As special business at the AGM we are proposing to renew the authority to allot up to 10% of the Company's issued share capital without pre-emption rights applying, and the authority to buy in shares, and either hold them in treasury for future resale (at a premium to net asset value) or cancel them. We have not bought back any shares or issued any new shares during the year under review, however, your Board believes that it is appropriate to retain maximum flexibility in this regard. Accordingly the Board encourages shareholders to vote in favour of these resolutions.

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The tax laws relating to investment trusts were amended last year to modernise the investment trust regime. In particular, new conditions for a company being approved as an investment trust came into effect for accounting periods beginning on or after 1 January 2012. As a result of such changes, there is no longer a requirement for a company's articles of association to prohibit the distribution as a dividend of surpluses arising from the realisation of investments. In addition, the definition of "investment company" under the Companies Act 2006 has been amended with effect from 6 April 2012 to remove the requirement that the distribution of a company's capital profits be prohibited by its articles of association.

As a result of these changes, the Board is now seeking shareholder approval at the AGM to amend the Company's Articles of Association, to bring them into line with the new investment trust regime by removing the relevant provisions prohibiting the distribution of capital profits by the Company, which will have the effect of permitting the Company to distribute capital profits by way of dividend.

Your Board is also proposing to sub-divide the existing Ordinary shares (currently with a nominal value of 25p each) into new Ordinary shares of 5p each and an ordinary resolution to this effect will be proposed at the AGM. We have a large number of private investors who invest through regular savings plans and this split, which will result in a lower price per share, will enable small sums to be invested regularly and enhance the appeal of the Company's shares to small investors generally. Further details of this resolution as well as the resolutions above are provided in the Directors' Report on pages 21 to 23.

The AGM of the Company will be held on Wednesday 21 August 2013 at 12.00 noon in London, and your Board looks forward to meeting as many shareholders as possible at both the AGM and the subsequent lunch.

## Board

I took over as Chairman from Alan Henderson on conclusion of the AGM last year and Alan retired from the Board on 31 December 2012 after serving 21 years. Richard Hills, who has served on this Board for 14 years, is retiring from the Board and is therefore not offering himself for re-appointment at the AGM. I would like to take this opportunity to thank both Alan and Richard for their considerable and wide-ranging contributions over the years and wish them well for the future.

## Outlook

Persistent signs of financial and macroeconomic uncertainty present a risk to financial markets. At the time of writing, stock markets were hit by speculation over a possible end of

the US Federal Reserve's quantitative easing. That could portend negatively for the US economy, as its health has remained fragile. Compounding investor worries are still high public debt levels across much of the Eurozone, while severe austerity is hindering chances of a recovery. The flood of liquidity could create a bifurcated result of higher asset prices and poor quality growth. In view of that, your Manager remains cautious over consensus earnings forecasts, which appear overly optimistic, and expects muted growth for the year ahead.

However, the fundamental and diverse strengths of Asia's economy provide the basis for continued long-term investment performance, notwithstanding any short-term market movements. At present, we are seeing growing intra-regional trade and investment in Asia. The key message is that this is happening without the traditional leadership of the US and Europe. In this regard, Asia continues to evolve into an economic force to be reckoned with.

**David Shearer**  
Chairman  
21 June 2013

# Manager's Review

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Asian equities did well in the year to end April, as an influx of liquidity from developed market central banks supported asset prices globally. In the beginning of the period, speculation over Greece's potential exit from the Eurozone and concerns about China's slowing growth weighed on markets. However, losses were later reversed by aggressive central bank action. This included the European Central Bank's pledge to save the euro at all costs with a bond-buying plan, and the US Federal Reserve's third round of quantitative easing, coupled with a promise that interest rates would stay at record lows until unemployment fell below 6.5%. Later, Japan also embarked on an asset purchase programme in an attempt to bolster its economy. Regional stock markets continued their upward trend after the new year, although volatility persisted. Benchmarks were dragged to a seven-month low in March as the banking crisis in Cyprus brought investor attention back to Europe.

However, the regional benchmark's rise glossed over the differing fortunes of individual markets. On one hand, the markets that did very well, posting between 20% and 50% gains, included the Philippines, Thailand, Australia and Singapore. The Philippine stock market led the region, as confidence grew on the back of the country's healthy economic fundamentals and improving fiscal management, which led Fitch to promote its debt to investment grade. Thailand, another star performer, also earned a rating upgrade due to the recent political stability under the Yingluck administration. Australia and Singapore did well as investors, faced with record-low interest rates, sought out companies with good yields.

On the other hand, markets that lagged the benchmark included Korea and China, which posted single-digit gains. Both markets were hampered by weak demand for their exports. In addition, Korea was affected by geopolitical tensions and a loss of export competitiveness because of the depreciating yen, while the mainland was weighed down by increased policy tightening owing to property and credit bubbles. Another notable underperformer was India. Its GDP growth for the fiscal year to end March was predicted to reach its lowest in a decade, as soft external demand contributed to widening current account and fiscal deficits. However, sentiment was boosted by P Chidambaram's reappointment as finance minister. The veteran politician pledged to limit government expenditure and reduce the budget deficit, and began pushing through policies such as a reduction in diesel subsidies.

## Portfolio Review

Over the 12 months to 30 April 2013, the portfolio outperformed the benchmark MSCI AC Asia Pacific ex Japan index.

At the stock level, the Company's sole Philippine holding, Ayala Land, was a key contributor to performance. The property developer rose in tandem with the strong local market, as the demand for housing continued to be robust. The company posted record annual results with solid earnings across all its business units. Management is upbeat on the business's growth prospects, and is launching more projects this year to capitalise on the domestic property boom.

Our holdings in Singapore also did well. As previously mentioned, investors' hunt for yield resulted in a penchant for defensive stocks with healthy dividend payouts, which benefited holdings such as ST Engineering and Singapore Telecommunications. Defence and aerospace group ST Engineering delivered double-digit profit growth and enjoyed a good flow of new orders. Our bank holdings, UOB and OCBC, gained from decent results as non-interest income growth mitigated the pressure on margins from the low interest rate environment.

In Hong Kong, HSBC was lifted by reduced costs brought about by its restructuring plan, and Jardine Strategic was buoyed by contributions from its holdings Dairy Farm and Astra International. Conversely, ASM Pacific and Li & Fung underperformed. As the global semiconductor equipment market continued to be tough, ASM Pacific posted weak results due to a fall in assembly and packaging revenue. However, the company's balance sheet remains robust. Li & Fung was hit by rising costs in China, where it sourced its goods; and lower spending power in the US and Europe, where it sold its products.

Our Australian holdings also detracted from performance. Miner Rio Tinto was weighed down by the decline in commodity prices and impairment charges arising from earlier acquisitions. That said, we continue to like the company for its ownership of world-class mines and its focus on cost control. Its healthy balance sheet should allow it to weather any cyclical challenges. In addition, not holding any Australian banks hurt relative returns, as the lenders consistently delivered good results and paid attractive dividends. We continue to favour our existing financial holdings, such as OCBC, that provide us with better regional growth prospects. In other news, QBE Insurance was buffeted by higher catastrophe claims resulting from a series of natural disasters over the year, notably Hurricane Sandy in the US. The insurer's share price has since rebounded, and the new management team plans to improve cost savings and focus on organic growth.

Portfolio activity was relatively light. Following a rebound in its share price, we sold Hong Kong's Sun Hung Kai Properties amid concerns over investigations involving its top executives. We also divested small positions in Korean banks

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BS Financial and DGB Financial, as well as Hong Kong lender Dah Sing Financial. Against this, we added to Standard Chartered following the slump in its share price when news of a US regulatory probe first broke. The lender's share price rebounded after it entered an out-of-court settlement with New York authorities.

### **Outlook**

We maintain a cautious outlook on Asian equities, as markets continue to be vulnerable to shifts in investor sentiment. While regional stock markets have been supported by the surfeit of liquidity from major central banks, the easy money will not last forever. Markets were recently jolted by US Federal Reserve chairman Ben Bernanke's suggestion that the central bank might begin to taper its asset purchase programme. While the actual termination is likely some time away, any move to wind down quantitative easing could lead to a significant stock market correction. Having said that, Japan's recent expansionary policy moves could release a new wave of liquidity that could buoy financial markets for some time to come.

Meanwhile, economic conditions are expected to remain subdued. The Eurozone recession drags on; growth in the US is still fragile. China's manufacturing sector may continue to underwhelm, given its rising wages and the still-weak external demand. In India, shifting alliances within the ruling coalition and the upcoming elections are likely to hamper Chidambaram's reform drive.

The months ahead look set to be challenging, but we remain committed to our investment strategy. Volatility, along with favourable valuations, should provide us with opportunities to take profits from strong performers and add to quality companies whose share prices have lagged. On the corporate front, earnings growth is slowing, but is still supported by positive long-term fundamentals. We are confident that our holdings' sound finances and capable management teams will stand them in good stead against any upcoming headwinds.

**Aberdeen Asset Management Asia Limited**

21 June 2013

# Results

## Financial Highlights

	30 April 2013	30 April 2012	% change
Total assets (see definition on page 52)	£283,098,000	£243,572,000	+16.2
Total equity shareholders' funds (net assets)	£262,263,000	£225,908,000	+16.1
Share price (mid market)	995.00p	809.50p	+22.9
Net asset value per share	1,052.87p	906.92p	+16.1
Discount to net asset value	5.5%	10.7%	
MSCI AC Asia Pacific ex Japan Index (currency adjusted, capital gains basis)	582.09	508.30	+14.5
Net gearing (see definition on page 52) <sup>A</sup>	7.47%	7.22%	
<b>Dividend and earnings</b>			
Revenue return per share <sup>B</sup>	19.45p	19.86p	-2.1
Dividends per share <sup>C</sup>	17.00p	16.50p	+3.0
Dividend cover	1.14	1.20	
Revenue reserves <sup>D</sup>	£10,917,000	£11,427,000	
<b>Operating costs</b>			
Ongoing charges ratio <sup>E</sup>	1.06%	1.04%	

<sup>A</sup> Calculated in accordance with AIC guidance "Gearing Disclosures post RDR".

<sup>B</sup> Measures the total earnings for the year divided by the weighted average number of Ordinary shares in issue (see Income Statement).

<sup>C</sup> The figures for dividends still reflect the years in which they were earned (see note 7 on page 40) and assume approval of the final dividend.

<sup>D</sup> Prior to payment of proposed final dividend.

<sup>E</sup> Ongoing charges ratio (replacement for previous disclosure of total expense ratio) has been calculated in accordance with recent guidance issued by the AIC as the total of the investment management fee and administrative expenses divided by the average cum income net asset value throughout the year. The total expense ratio figure for 2012 has been restated accordingly.

## Performance (total return)

	1 year return	3 year return	5 year return
	%	%	%
Share price	+26.1	+45.1	+89.0
Net asset value	+18.8	+36.4	+75.2
MSCI AC Asia Pacific ex Japan Index (currency adjusted)	+18.3	+22.2	+46.9

## Dividends

	Rate	xd date	Record date	Payment date
Proposed final 2013	12.00p	31 July 2013	2 August 2013	23 August 2013
Interim 2013	5.00p	2 January 2013	4 January 2013	25 January 2013
<b>Total 2013</b>	<b>17.00p</b>			
<b>Final 2012</b>	<b>16.50p</b>	1 August 2012	3 August 2012	24 August 2012

## Ten Year Financial Record

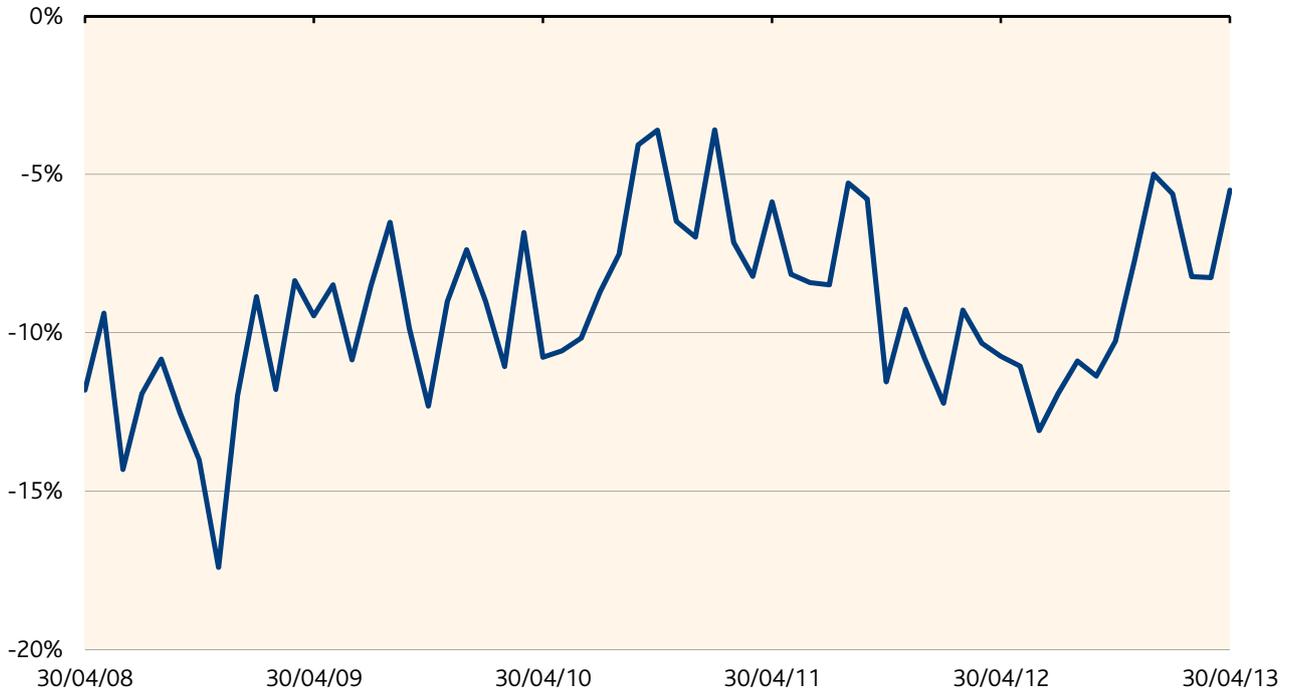
Year to 30 April	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Total revenue (£'000)	2,404	3,188	3,345	4,027	4,301	4,734	4,372	5,752	6,799	6,562
<b>Per share (p)</b>										
Net revenue return	4.83	6.84	6.58	7.63	8.14	10.48	11.87	15.86	19.86	19.45
Total return	103.41	30.35	175.78	50.04	101.51	(153.19)	331.69	132.19	(13.58)	167.45
Net dividends paid/proposed <sup>A</sup>	3.80	5.00	5.00	5.55	6.00	8.00	10.00	12.50	16.50	17.00
Net asset value per share	301.27	330.42	503.83	548.87	646.31	487.12	810.81	933.01	906.92	1,052.87
Equity shareholders' funds (£'000)	70,097	77,341	127,907	139,342	160,993	121,339	201,969	232,406	225,908	262,263

<sup>A</sup> The figures for dividends have not been restated and still reflect the dividend for the years in which it was earned. The 2005 figure includes a 1.0p Special.

# Performance

## Share Price Discount to Net Asset Value

Five years to 30 April 2013



Source: Morningstar

## Capital Return of NAV and Share Price vs MSCI AC Asia Pacific ex Japan Index (sterling adjusted)

Five years to 30 April 2013 (rebased to 100 at 30 April 2008)



Source: Aberdeen Asset Management, Morningstar & Factset

# Investment Portfolio – Ten Largest Investments

As at 30 April 2013

Company	Industry	Country	Valuation 2013 £'000	Total assets <sup>A</sup> %	Valuation 2012 £'000
<b>Aberdeen Global – Indian Equity Fund</b> A tax-efficient pooled India fund with a long-term investment approach managed by the same team managing the Company. There is no double-charging of management fees.	Collective Investment Scheme	India	30,356	10.7	25,716
<b>Samsung Electronics Pref</b> Asia's leading electronics firm that makes consumer electronics, semiconductors, telecom equipment and TFT LCD screens.	Semiconductors & Semiconductor Equipment	South Korea	13,786	4.9	11,930
<b>Jardine Strategic Holdings</b> A Singapore-listed conglomerate with interests across the region spanning property, hotels and consumer products.	Industrial Conglomerates	Hong Kong	12,857	4.5	10,155
<b>Oversea-Chinese Banking Corporation</b> A well-run Singaporean bancassurance company seeking to generate additional value for shareholders by restructuring assets and via regional expansion.	Commercial Banks	Singapore	12,749	4.5	10,063
<b>Taiwan Semiconductor Manufacturing Company</b> The world's largest dedicated semiconductor foundry, it provides wafer manufacturing, wafer probing, assembly and testing, mask production and design services.	Semiconductors & Semiconductor Equipment	Taiwan	11,462	4.0	9,450
<b>QBE Insurance Group</b> A leading Australian general insurance and reinsurance firm that is geographically diversified and has a track record of generating good shareholder returns.	Insurance	Australia	10,186	3.6	9,533
<b>Ayala Land</b> Leading property developer in the Philippines with an attractive land bank, well-respected brand and expertise across residential, commercial & retail sectors.	Real Estate Management & Development	Philippines	10,037	3.5	6,228
<b>HSBC Holdings</b> HSBC group is one of the world's largest banking and financial services institutions. Its international network comprises more than 5,000 offices in 80 countries and territories, operating in the Asia Pacific region, Europe, the Americas, the Middle East and Africa. The diversity of HSBC's business and exposure to faster growing regions of the world should enable it to deliver superior long-term growth.	Commercial Banks	Hong Kong	9,249	3.3	5,988
<b>Singapore Technologies Engineering</b> Defence contractor with capabilities in aerospace, electronics, defence and marine.	Aerospace & Defence	Singapore	9,181	3.2	5,992
<b>United Overseas Bank</b> Singapore's second largest bank, primarily focused on SMEs and consumers, with its core market in Singapore and the balance predominantly in southeast Asia.	Commercial Banks	Singapore	8,514	3.0	7,338
<b>Top ten investments</b>			<b>128,377</b>	<b>45.2</b>	

# Investment Portfolio – Other Investments

As at 30 April 2013

Company	Industry	Country	Valuation 2013 £'000	Total assets <sup>A</sup> %	Valuation 2012 £'000
BHP Billiton (London listing)	Metals & Mining	Australia	8,185	2.9	5,884
Standard Chartered (London listing)	Commercial Banks	UK	8,103	2.9	7,547
Swire Pacific <sup>B</sup>	Real Estate Management & Development	Hong Kong	7,952	2.8	7,171
Rio Tinto (London listing)	Metals & Mining	Australia	7,863	2.8	8,113
China Mobile	Wireless Telecommunication Services	China	7,306	2.6	4,742
PetroChina	Oil, Gas & Consumable Fuels	China	7,265	2.6	6,768
Singapore Telecommunication	Diversified Telecommunication Services	Singapore	7,260	2.6	5,495
Siam Cement (Foreign)	Construction Materials	Thailand	7,092	2.5	6,085
AIA Group	Insurance	Hong Kong	6,615	2.3	4,607
City Developments	Real Estate Management & Development	Singapore	6,520	2.3	5,602
Top twenty investments			<b>202,538</b>	<b>71.5</b>	
PTT Exploration & Production (Foreign)	Oil, Gas & Consumable Fuels	Thailand	5,558	2.0	5,739
Woolworths	Food & Staples Retailing	Australia	5,494	1.9	3,772
Taiwan Mobile	Wireless Telecommunication Services	Taiwan	5,249	1.9	4,449
Aberdeen Asian Smaller Companies Inv. Trust <sup>C</sup>	Investment/Unit Trusts	Other Asia	4,504	1.6	6,633
Dairy Farm International	Food & Staples Retailing	Hong Kong	4,360	1.5	3,594
Keppel Corporation	Industrial Conglomerates	Singapore	4,119	1.5	2,429
ASM Pacific Technology	Semiconductors & Semiconductor Equipment	Hong Kong	3,691	1.3	4,413
CIMB Group Holdings	Commercial Banks	Malaysia	3,652	1.3	3,369
Swire Properties	Real Estate Management & Development	Hong Kong	3,548	1.2	2,643
Hang Lung Group	Real Estate Management & Development	Hong Kong	3,329	1.2	3,398
Top thirty investments			<b>246,042</b>	<b>86.9</b>	
New India Inv. Trust	Investment/Unit Trusts	India	3,121	1.1	2,092
Venture Corp	Electronic Equipment, Instruments & Components	Singapore	3,035	1.1	2,996
Public Bank Berhad (alien market)	Commercial Banks	Malaysia	2,987	1.1	2,401
John Keells Holdings	Industrial Conglomerates	Sri Lanka	2,943	1.0	2,228
M.P. Evans Group	Food Products	Indonesia	2,831	1.0	2,789
Aitken Spence & Co.	Industrial Conglomerates	Sri Lanka	2,785	1.0	2,337
Wing Hang Bank	Commercial Banks	Hong Kong	2,771	1.0	2,701
Li & Fung	Distributors	Hong Kong	2,640	0.9	2,277
Unilever Indonesia	Household Products	Indonesia	2,540	0.9	2,803
Singapore Airlines	Airlines	Singapore	2,432	0.9	2,236
Top forty investments			<b>274,127</b>	<b>96.9</b>	

## Investment Portfolio – Other Investments continued

Company	Industry	Country	Valuation 2013 £'000	Total assets <sup>A</sup> %	Valuation 2012 £'000
Hang Lung Properties	Real Estate Management & Development	Hong Kong	2,113	0.7	1,932
E-Mart	Food & Staples Retailing	South Korea	1,489	0.5	1,741
DFCC Bank	Commercial Banks	Sri Lanka	1,291	0.5	1,035
National Development Bank	Commercial Banks	Sri Lanka	765	0.3	530
Keppel REIT	Real Estate Investment Trusts	Singapore	116	–	–
DBS Group Holdings	Commercial Banks	Singapore	61	–	–
Shopping Centres Australasia	Real Estate Investment Trusts	Australia	49	–	–
Total investments			<b>280,011</b>	<b>98.9</b>	
Net current assets <sup>D</sup>			<b>3,087</b>	<b>1.1</b>	
<b>Total assets<sup>A</sup></b>			<b>283,098</b>	<b>100.0</b>	

<sup>A</sup> As defined on page 52.

<sup>B</sup> Holding merges two equity holdings, with values split as follows: A shares £521,000 (2012 – £465,000) and B shares £7,431,000 (2012 – £6,706,000).

<sup>C</sup> Holding comprises equity and convertible unsecured loan stock split £3,925,000 (2012 £6,633,000) and £579,000 (2012 £nil).

<sup>D</sup> Excluding bank loans of £20,835,000.

Note: Unless otherwise stated, foreign stock is held and all investments are equity holdings.

## Changes in Asset Distributions

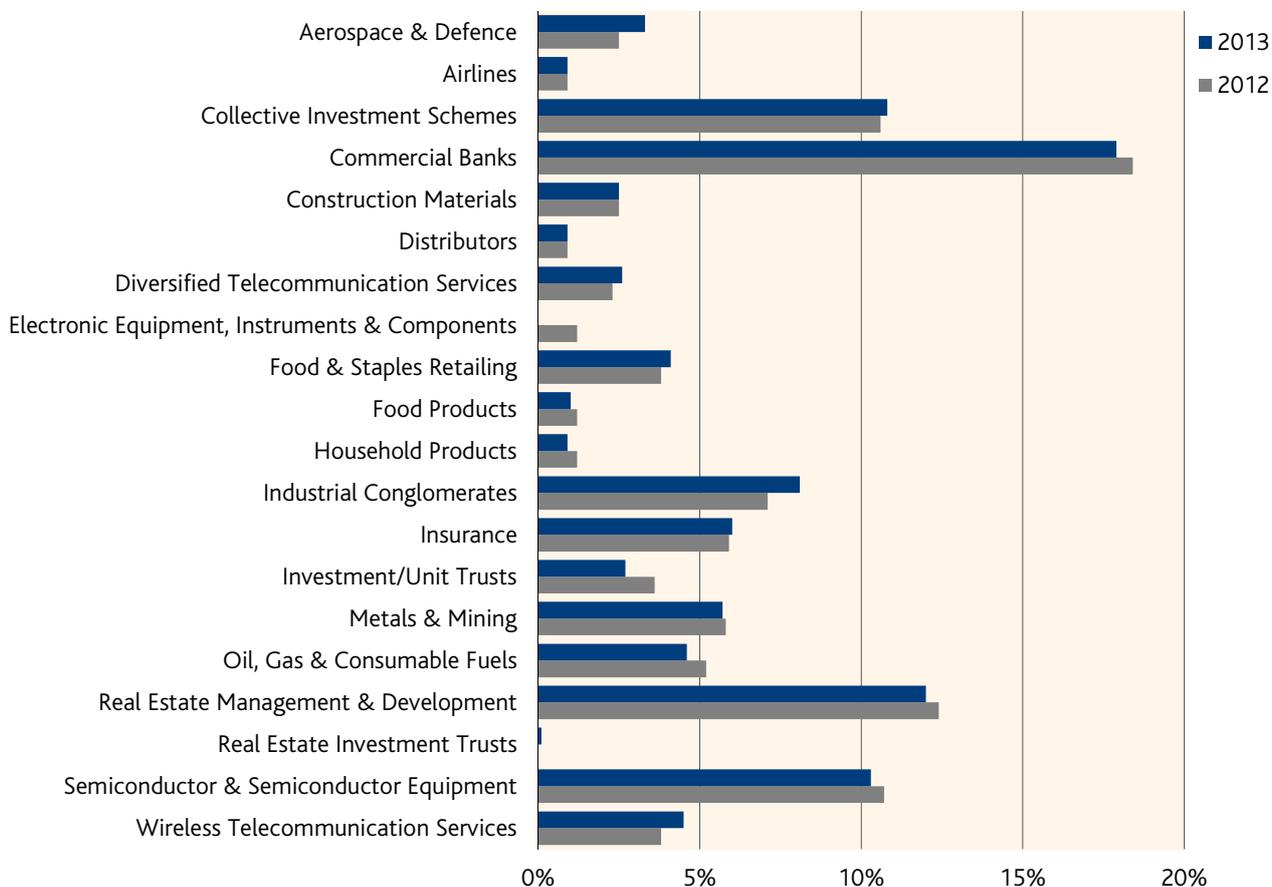
Country	Value at 30 April 2012 £'000	Purchases £'000	Sales proceeds £'000	Appreciation/ (depreciation) £'000	Value at 30 April 2013 £'000
Australia	27,302	4,445	–	29	31,777
China	11,510	3,868	–	(807)	14,571
Hong Kong	52,814	3,406	4,428	7,333	59,125
India	27,808	583	–	5,086	33,477
Indonesia	5,592	–	1,111	891	5,371
Malaysia	5,770	–	–	869	6,639
Other Asia	6,633	901	5,304	2,274	4,504
Philippines	6,228	–	–	3,809	10,037
Singapore	42,151	1,712	–	10,124	53,987
South Korea	16,192	–	2,599	1,682	15,275
Sri Lanka	6,130	–	–	1,654	7,784
Taiwan	13,900	–	790	3,601	16,711
Thailand	11,824	465	1,062	1,423	12,650
United Kingdom	7,547	680	722	598	8,103
<b>Total investments</b>	<b>241,401</b>	<b>16,060</b>	<b>16,016</b>	<b>38,566</b>	<b>280,011</b>
Net current assets <sup>A</sup>	2,171	–	–	916	3,087
<b>Total assets less current liabilities</b>	<b>243,572</b>	<b>16,060</b>	<b>16,016</b>	<b>39,482</b>	<b>283,098</b>

<sup>A</sup> Excluding bank loans of £20,835,000.

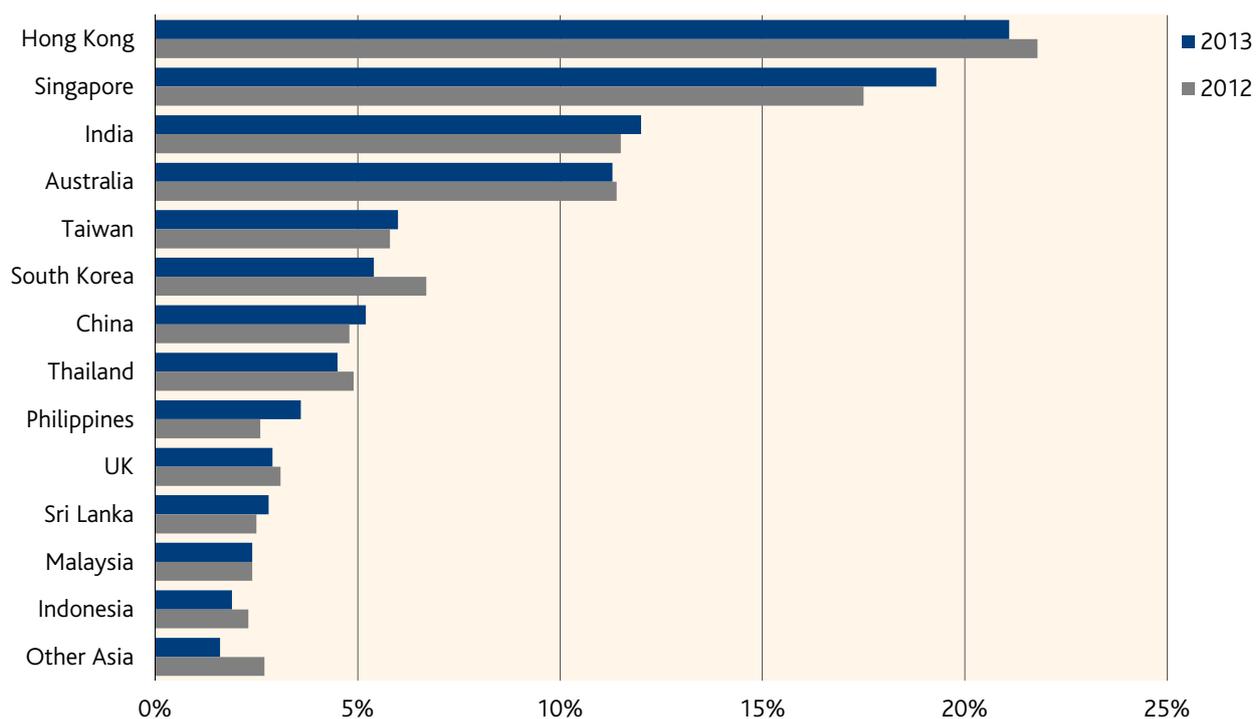
# Sector/Geographical Analysis

As at 30 April 2013

## Sector Breakdown



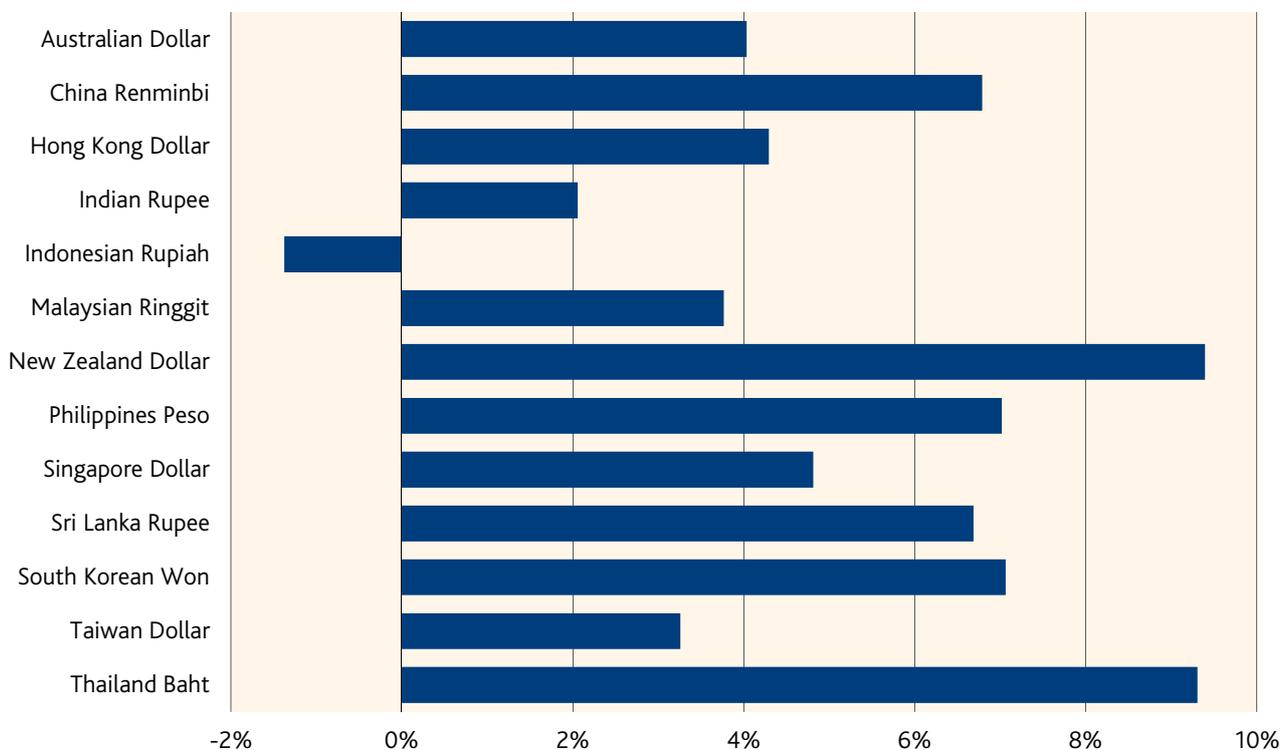
## Geographic Breakdown



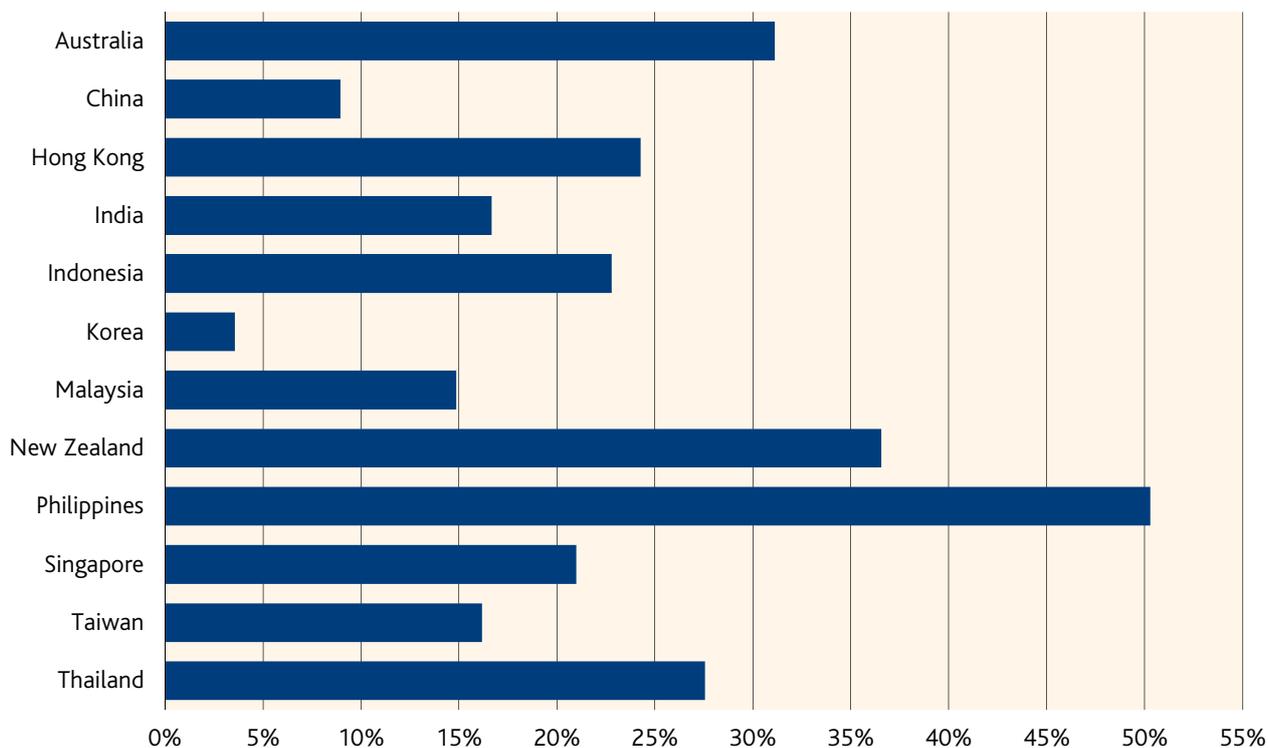
# Currency/Market Performance

Year to 30 April 2013

## Currency Returns (£)



## MSCI Country Index Total Returns (£)



# Information about the Manager

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## Aberdeen New Dawn Investment Trust PLC

Aberdeen Asset Management Asia Limited ("AAM Asia") is the Manager of the Company. AAM Asia is based in Singapore and is a wholly-owned subsidiary and the Asia Pacific headquarters of Aberdeen Asset Management PLC (the "Aberdeen Group"), a publicly-quoted company on the London Stock Exchange.

Worldwide, the Aberdeen Group manages a combined £211.2 billion (as at 30 April 2013) in assets for a range of clients, including individuals and institutions, through mutual and segregated funds.

AAM Asia have been the Aberdeen Group's principal managers of Asia-Pacific assets since 1992, and employed

414 staff across the region at 30 April 2013. Total funds in the region, which are also managed from Bangkok, Kuala Lumpur, Sydney and Tokyo, are over £80.0 billion as at 30 April 2013.

The Aberdeen Group has its headquarters in Aberdeen with its main investment centres in Bangkok, Budapest, Edinburgh, Hong Kong, Jersey, Kuala Lumpur, London, Paris, Philadelphia, Singapore, Sydney and Tokyo.

The Aberdeen Group manages 37 investment companies and other closed-ended funds representing £10.3 billion under management at 30 April 2013. They adhere closely to the Group's investment style which is that of fundamental investors, with an emphasis on company visits and original research.

## The Investment Team Senior Managers



### Hugh Young

#### Managing Director

BA in Politics from Exeter University. Started investment career in 1980. In charge of AAM Asia's Far East funds since 1985. Based in Singapore.



### Flavia Cheong

#### Investment Director

Masters in Economics from University of Auckland. Previously with Investment Company of the People's Republic of China and Development Bank of Singapore. Started investment career in 1987. Joined AAM Asia in 1996. Based in Singapore.



### Andrew Gillan

#### Senior Investment Manager

MA Joint Honours in French and European History from University of Edinburgh. Joined Aberdeen in September 2000 and transferred to AAM Asia in November 2001. Based in Singapore.



### Nicholas Yeo,

#### Director and Head of Equities.

Chartered Financial Analyst, BA (Hons) from Manchester University, and MSc from Warwick Business School. Joined Aberdeen in 2000 and now heads the equity desk in Hong Kong.



### Adrian Lim

#### Senior Investment Manager

Chartered Financial Analyst, B.Acc from Nanyang Technological University (Singapore). Joined Aberdeen in 2000. Previously he was an associate director at Arthur Andersen advising clients on mergers & acquisitions in South East Asia. Based in Singapore.



### Chou Chong

#### Investment Director

Chartered Financial Analyst and Double Masters in Accounting & Finance and Information Systems from the London School of Economics. Joined AAM Asia in 1994. Based in Singapore.

# The Investment Process

## Philosophy and Style

The Investment Manager's view is that markets are not always efficient. We believe that superior investment returns are therefore attainable by identifying good companies cheaply, defined in terms of the fundamentals that in our opinion drive share prices over the long term. We undertake substantial due diligence before initiating any investment including company visits in order to assure ourselves of the quality of the prospective investment. We are then careful not to pay too high a price when making the investment. Subsequent to that investment we then keep in close touch with the company, aiming to meet management at least twice a year. Given our long-term fundamental investment philosophy, one would not expect much change in the companies in which we invest. We do, however, take opportunities offered to us by what we see as anomalous price movements within stock markets to either top up or top slice positions, which typically accounts for the bulk of the activity within the portfolio during the period under review.

AAM Asia is based in Singapore. Founded in 1992, the office is run by Hugh Young, the founding managing director, who oversees a team of nine portfolio managers in Singapore who act as generalists, cross-covering the region. In addition, AAM Asia has offices in Bangkok, Hong Kong, Kuala Lumpur, Sydney and Tokyo.

## Risk Controls

We seek to minimise risk by our in-depth research which underpins the focused portfolio of the Company. We do not view divergence from a benchmark as risk – we regard security price risk as investment in poorly-run and/or expensive companies. In fact, where risk parameters are expressed in benchmark relative terms, asset – including sector – allocation constitutes a significant constraint on stock selection.

Aberdeen's performance and investment risk unit independently monitors portfolio positions, and reports monthly. As well as attributing performance it also produces statistical analysis, which is used by the Manager primarily to check the portfolio is behaving as expected, not as a predictive tool.

## Regional Teams



# Your Board of Directors

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The Directors, all of whom are non-executive, and the majority of whom are independent of the Manager, supervise the management of Aberdeen New Dawn Investment Trust PLC and represent the interests of shareholders.



## David Shearer

**Status:** Independent Non-Executive Chairman

**Length of service:** 6 years, appointed a Director on 1 January 2007

**Experience:** a board level strategic advisor and turnaround specialist, he is chairman of Mouchel Group, and was previously chairman of Crest Nicholson PLC and a non-executive director of City Inn Limited, where he led the successful restructuring of these respective businesses. He is co-chairman of Martin Currie (Holdings) Limited.

**Committee membership:**

Management Engagement Committee and Nomination Committee

**Remuneration 2012/2013:** £28,467 per annum

**All other public company**

**directorships:** STV Group plc and Mithras Investment Trust PLC

**Employment by the Manager:** None

**Other connections with Trust or**

**Manager:** None

**Shared Directorships with any other**

**Trust Directors:** None

**Shareholding in Company:** 2,500 Ordinary shares



## Nicholas George

**Status:** Independent Non-Executive Director

**Length of service:** 3 years, appointed a Director on 1 January 2010

**Experience:** formerly a director of Robert Fleming Securities Limited, regional managing director at JP Morgan Securities Asia and managing director at HSBC Securities. In 2003, he co-founded KGR Capital, which was sold in 2008 to LGT Capital Partners.

**Committee membership:** Audit Committee, Management Engagement Committee and Nomination Committee

**Remuneration 2012/2013:** £22,000 per annum

**All other public company**

**directorships:** GK Goh Holdings Limited, EuNetworks Limited and Millennium & Copthorne Hotels plc

**Employment by the Manager:** None

**Other connections with Trust or**

**Manager:** None

**Shared Directorships with any other**

**Trust Directors:** None

**Shareholding in Company:** 3,500 Ordinary shares



## Richard Hills

**Status:** Senior Independent Non-Executive Director

**Length of service:** 14 years, appointed a Director on 19 March 1999

**Experience:** formerly a director of Henderson Administration Ltd and a member of its investment policy committee. He was the administration director of the Institute for Quantitative Research and a founder director of FairFX, the pre-paid currency card provider. Currently Head of Risk at Argyll Investment Services Ltd and a non-executive director of Cinven Limited and the Aztec Group Limited.

**Committee membership:** Audit Committee, Management Engagement Committee and Nomination Committee

**Remuneration 2012/2013:** £22,000 per annum

**All other public company**

**directorships:** Henderson Global Trust PLC, JPMorgan Income & Capital Trust plc and Phaunos Timber Fund Ltd

**Employment by the Manager:** None

**Other connections with Trust or**

**Manager:** None

**Shared Directorships with any other**

**Trust Directors:** None

**Shareholding in Company:** 5,000 Ordinary shares

## Your Board of Directors continued

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### John Lorimer

**Status:** Independent Non-Executive Director and Audit Committee Chairman

**Length of service:** 3 years, appointed a Director on 1 January 2010

**Experience:** held a number of management positions in Citigroup prior to joining Standard Chartered Bank where he was group head of finance and latterly group head of compliance and regulatory risk.

**Committee membership:** Audit Committee, Management Engagement Committee and Nomination Committee

**Remuneration 2012/2013:** £24,000 per annum

**All other public company**

**directorships:** International Personal Finance plc

**Employment by the Manager:** None

**Other connections with Trust or Manager:** None

**Shared Directorships with any other Trust Directors:** None

**Shareholding in Company:** 2,500 Ordinary shares



### Heather Manners

**Status:** Independent Non-Executive Director

**Length of service:** 1 year, appointed a Director on 1 May 2012

**Experience:** Chief Investment Officer at Prusik Investment Management. Prior to that, she was Head of Asia and Emerging Markets at Henderson Global Investors.

**Committee membership:** Audit Committee, Management Engagement Committee and Nomination Committee

**Remuneration 2012/2013:** £22,000 per annum

**All other public company**

**directorships:** Prusik Asia Fund PLC, Prusik Asia Smaller Companies Fund and Prusik Asian Equity Income Fund

**Employment by the Manager:** None

**Other connections with Trust or Manager:** None

**Shared Directorships with any other**

**Trust Directors:** None

**Shareholding in Company:** None



### Hugh Young

**Status:** Non-Executive Director

**Length of service:** 24 years, appointed a Director on 2 May 1989

**Experience:** was an investment manager with Fidelity International and MGM Assurance prior to joining what is now Aberdeen Asset Managers Limited in December 1985. He is managing director of Aberdeen Asset Management Asia Limited, responsible for all the Aberdeen Group's investments in Asia.

**Committee membership:** Nomination Committee

**Remuneration 2012/2013:** £22,000 per annum

**All other public company**

**directorships:** Aberdeen Asset Management PLC, Aberdeen New Thai Investment Trust PLC, Aberdeen Australia Equity Fund Inc., Aberdeen Asia-Pacific Income Investment Company Limited, Aberdeen Asian Income Fund Limited, Aberdeen Asian Smaller Companies Investment Trust PLC (alternate) and The India Fund Inc.

**Employment by the Manager:**

Managing Director of Aberdeen Asset Management Asia Limited

**Other connections with Trust or Manager:** None

**Shared Directorships with any other Trust Directors:** None

**Shareholding in Company:** 14,158 Ordinary shares

# Directors' Report

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The Directors present their Report and the audited financial statements for the year ended 30 April 2013.

## Business Review

### Principal Activity

The business of the Company is that of an investment trust investing in the Asia Pacific region. The objective of the Company is set out on page 2 of this Annual Report.

Together with the rest of the Annual Report and Financial Statements, including the Chairman's Statement on pages 4 and 5 and the Manager's Review on pages 6 and 7, this business review is intended to provide shareholders with the information and measures that the Directors use to assess, direct and oversee the Manager in the management of the Company's portfolio.

### Status

The Company is registered as a public limited company (registration number 02377879) and is an investment company as defined by Section 833 of the Companies Act 2006. The Company is a member of the Association of Investment Companies ("AIC").

The Company carries on business as an investment trust for the purpose of Section 1158 of the Corporation Tax Act 2010 and has been approved as such by HM Revenue & Customs for the year ended 30 April 2012 although approval for that year would be subject to review were there to be any enquiry under the Corporation Tax Self Assessment regime. The Company has subsequently conducted its affairs so as to enable it to continue to seek such approval.

The revised investment trust company tax regime under Chapter 4 of Part 24 of the Corporation Tax Act 2010 and the Investment Trust (Approved Company) (Tax) Regulations 2011 applies for the year ended 30 April 2013. The Company applied for approval under the new regime post the 2012 year end and has been approved as an investment trust company for accounting periods commencing on or after 1 May 2012.

The Company intends to manage its affairs so as to be a qualifying investment for inclusion in the stocks and shares component of an Individual Savings Account ("ISA") and it is the Directors' intention that the Company should continue to qualify.

### Monitoring Performance – Key Performance Indicators

At each Board meeting, the Directors review a number of performance measures to assess the Company's success in achieving its objectives. The Key Performance Indicators for the Company as identified by the Board include NAV performance, share price performance and benchmark

performance and further details of these returns are provided on page 8.

### Future Trends

The region's economies have high rates of growth, strong trade and fiscal surpluses and rapidly developing capital markets. Nevertheless the past has demonstrated regional risks and the Chairman sets out in his Statement on pages 4 and 5 the Board's considered view of the future.

### Principal Risks and Uncertainties

The Board regularly reviews major strategic risks and sets out delegated controls designed to manage those risks.

Aside from the risks associated with investment in Asia, the key risks related to investment strategy, including inappropriate asset allocation or gearing, are managed through a defined investment policy, specific guidelines and restrictions and by the process of oversight at each Board meeting as outlined above. Further detail on the Company's Investment Policy and the Manager's approach to risk diversification may be found on page 16. Operational disruption, accounting and legal risks are also covered at least annually and regulatory compliance is reviewed at each Board meeting.

The major risks associated with the Company are:

- Resource risk: like most other investment trusts, the Company has no employees. The Company therefore relies on services provided by third parties, including, in particular, the Manager, to which responsibility for the management of the Company's portfolio has been delegated under an investment management agreement (the "Agreement") further details of which are set out on page 2. The terms of the Agreement cover the necessary duties and conditions expected of the Manager. The Board reviews the performance of the Manager on a regular basis, and their compliance with the Agreement formally on an annual basis.
- Investment and market risk: the Board continually monitors the investment policy of the Company, taking account of stockmarket factors, and reviews the Company's performance compared to its benchmark index. Further details on other risks relating to the Company's investment activities, including market price, interest rate, liquidity and foreign currency risks, are disclosed in Note 18 to the Financial Statements on pages 44 to 48.
- Gearing risk: the Company currently uses gearing in the form of bank borrowings equivalent to approximately £20,835,000, under its loan facility of £30,000,000. As at 30 April 2013, these were drawn as follows: HKD154,100,000 (equivalent to approximately £12,758,000), USD8,680,000 (equivalent to approximately £5,577,000) and £2,500,000.

- Regulatory risk: the Company operates in a complex regulatory environment and faces a number of regulatory risks. Serious breaches of applicable regulations could lead to a number of detrimental outcomes and reputational damage. The Audit and Risk Committee monitors compliance with regulations by reviewing internal control reports from the Manager.

The particular risks of investment in Asia include:

- greater risk of social, political and economic instability; the small size of the markets for securities of emerging markets issuers and associated low volumes of trading give rise to price volatility and a lack of liquidity;
- certain national policies which may restrict the investment opportunities available in respect of a fund, including restrictions on investing in issuers or industries deemed sensitive to national interests; changes in taxation laws and/or rates which may affect the value of the Company's investments;
- the absence in some markets of developed legal structures governing private or foreign investment and private property leading to supervision and regulation; and changes in government which may have an adverse effect on economic reform. Companies in the Asia-Pacific region are not, in all cases, subject to the equivalent accounting, auditing and financial standards of those in the United Kingdom; and
- currency fluctuations which may affect the value of the Company's investments and the income derived therefrom.

### Regulatory

The Alternative Investment Fund Managers Directive will begin to be implemented from July 2013 with it being fully implemented in the UK by July 2014. The Directive may have significant consequences for the Company (and all similar investment companies) which will increase compliance and regulatory costs. The Directive is subject to further implementation guidance, and the Board will continue to monitor the progress and likely implications of the Directive.

### Share Capital

At 30 April 2013 the Company had a capital structure comprising 24,909,402 Ordinary shares of 25p (with a further 477,731 shares being held in treasury at that date). Each Ordinary shareholder is entitled to one vote on a show of hands and, on a poll, to one vote for every share held.

### Results and Dividends

Details of the Company's results and proposed final dividend are shown on page 8 of this Report.

### Directors

The Directors, who held office throughout the year under review, are shown on pages 17 to 18, together with their

biographical details and their interests in the Ordinary shares of the Company.

The Articles of Association ("Articles") require that one third of the Directors retire by rotation at each Annual General Meeting ("AGM"), and that any Director who has been in office for three years or more since their election or re-election also retires by rotation at the next AGM. Mr George and Mr Lorimer are therefore required to offer themselves for re-election at the next AGM. Under the terms of the AIC Code of Corporate Governance, non-executive directors may serve longer than nine years but it is recommended that in such cases they stand for annual re-election. The Board has therefore decided that each Director who has served on the Board for more than nine years will stand for annual re-election. Mr Hills will retire from the Board with effect from the conclusion of the AGM. Mr Young is a representative of the Manager and is therefore deemed to be a non-independent Director and he has also served more than nine years on the Board. Mr Young will therefore retire and offer himself for re-election at the AGM. The respective re-elections of Messrs George, Lorimer and Young, whose biographies appear on pages 17 to 18, were considered and approved by the Board. The reasons for the Board's recommendations for their re-election are set out on page 25, in the Statement of Corporate Governance.

### Directors' Interests

The interests of the Directors in office at the end of the year in the share capital of the Company were as follows:

	30 April 2013	1 May 2012
	Ordinary shares	Ordinary shares
Nicholas George	3,500	3,500
Richard Hills	5,000	5,000
John Lorimer	2,500	2,500
Heather Manners	-	-
David Shearer	2,500	2,500
Hugh Young	14,158	14,158

The above interests were otherwise unchanged at the date of this Report.

No Director has a service contract with the Company. The Directors' interests in contractual arrangements with the Company are as shown in note 17 to the financial statements. No other Directors were interested in contracts with the Company.

### Directors' Insurances and Indemnities

The Company's Articles indemnify each of the Directors out of the assets of the Company against any liabilities incurred by them as a Director of the Company in defending proceedings, or in connection with any application to the

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Court in which relief is granted. Directors' & Officers' liability insurance cover has been maintained throughout the year at the expense of the Company. The Directors have been granted qualifying indemnity provisions by the Company which are currently in force.

### Annual General Meeting

The Notice of Annual General Meeting ("AGM") is on pages 53 to 56 of this Report. Resolutions relating to the following items of special business will be proposed at the forthcoming AGM:

#### Authority to Allot Shares

Ordinary resolution No. 8 in the Notice of AGM will renew the authority to allot the unissued share capital up to an aggregate nominal amount of £622,735 (equivalent to 12,454,700 Ordinary shares following the Share sub-division referred to below, or 10% of the Company's existing issued share capital).

#### Limited Disapplication of Pre-emption Provisions

Special resolution No. 9 will give the Directors power to allot Ordinary shares and sell shares held in treasury (see below), without first being required to offer those shares to shareholders, at a premium to the net asset value per share at the allotment. The authorisation is limited to:-

- a) the issue of shares otherwise than as described in (b) up to an aggregate nominal value of £622,735 (equivalent to 10% of the Ordinary shares in issue at the date of this Report); and
- b) the allotment of shares in connection with an offer to all holders of Ordinary shares in proportion to their holdings in the Company.

This authority will last until the conclusion of the AGM held in 2014 or, if earlier, 31 October 2014 (unless previously varied, revoked or extended).

The Company may hold such shares "in treasury" and then sell them at a later date for cash rather than simply cancelling them. Such sales are required to be on a pre-emptive, pro rata, basis to existing shareholders, unless shareholders agree by special resolution to disapply such pre-emption rights. Accordingly, in addition to giving the Directors power to allot unissued Ordinary share capital on a non pre-emptive basis, resolution No. 9 will also give the Directors power to sell Ordinary shares held in treasury on a non pre-emptive basis, subject always in both cases to the limitations noted above. Pursuant to this power, Ordinary shares would only be issued for cash and treasury shares would only be sold for cash, at a premium to the net asset value per share. (Treasury shares are explained in more detail under the heading "Share Repurchases" below).

### Share Repurchases

Special resolution No. 10 will be proposed to authorise the Company to make market purchases of its own Ordinary shares. The Company may do either of the following in respect of its own Ordinary shares which it buys back and does not immediately cancel but, instead, holds "in treasury":-

- a) sell such shares (or any of them) for cash (or its equivalent); or
- b) ultimately cancel the shares (or any of them).

The Directors intend to continue to take advantage of this flexibility. No dividends will be paid on treasury shares, and no voting rights attach to them. The maximum aggregate number of Ordinary shares which may be purchased pursuant to the authority shall be 14.99% of the issued Ordinary share capital of the Company as at the date of the passing of the resolution assuming that the Share Sub-division referred to below is approved (approximately 18.6 million Ordinary shares). The minimum price which may be paid for an Ordinary share shall be its nominal value (being 5p per share following the Share Sub-division referred to below) (exclusive of expenses). The maximum price (exclusive of expenses) which may be paid for the shares shall be the higher of:

- a) 5% above the average of the market value of the Ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the shares for the five business days immediately preceding the date of purchase; and
- b) the higher of the price of the last independent trade and the highest current independent bid on the main market for the Ordinary shares.

This authority, if conferred, will only be exercised if to do so would result in an increase in net asset value per Ordinary share for the remaining shareholders, and if it is in the best interests of shareholders generally. This authority will last until the conclusion of the AGM of the Company to be held in 2014 (unless previously revoked, varied or renewed by the Company in general meeting).

The Board intends actively to continue to repurchase Ordinary shares when it is appropriate to do so, in accordance with its current authority to repurchase. It is therefore possible that the issued share capital of the Company may change between the date of this document and the AGM and therefore the authority sought will be in respect of 14.99% of the issued share capital as at the date of the AGM rather than the date of this document. The resolution takes account of the proposed Share Sub-division (referred to below). The Directors will only utilise the share buy back powers given by this authority to the extent that the net effect of the operation of any buy backs results in a

maximum of 14.99% of the aggregate nominal value of the Company's issued share capital being bought back under such authority until the next AGM.

If resolutions 8, 9 and 10 are passed, then an announcement will be made on the date of the AGM which will detail the exact number of Ordinary shares to which each of these authorities relates.

### Changes to the Company's Articles of Association

The tax laws relating to investment trusts were amended last year to modernise the investment trust regime. In particular, new conditions for a company being approved as an investment trust came into effect for accounting periods beginning on or after 1 January 2012. As a result of such changes, there is no longer a requirement for a company's articles of association to prohibit the distribution as a dividend of surpluses arising from the realisation of investments. In addition, the definition of "investment company" under the Companies Act 2006 has been amended with effect from 6 April 2012 to remove the requirement that the distribution of a company's capital profits be prohibited by its articles of association.

As a result of these changes, the Board is now seeking shareholder approval at the AGM to amend the Company's Articles of Association ("Articles") to bring them into line with the new investment trust regime by removing the relevant provisions prohibiting the distribution of capital profits by the Company which will have the effect of permitting the Company to distribute capital profits by way of dividend.

Your Board is also taking the opportunity to amend the Articles to ensure that, should all the Directors decide (or be required) to retire and seek re-election at any annual general meeting, there is no risk that the Company would be in breach of its articles of association or the Companies Act 2006 if none of those Directors was re-elected. The Directors are therefore proposing to amend the Articles so that if, at the end of any such annual general meeting, there would otherwise be no Directors, each Director who had retired and offered himself for re-appointment at the relevant meeting will remain in office but with limited powers until at least one Director is appointed or re-appointed by ordinary resolution. This is notwithstanding that the resolution to re-appoint him or her was lost and ensures that the Company is not in breach of its articles of association or the Companies Act 2006.

It is also proposed to remove from the Articles provisions relating to C shares which are no longer up-to-date.

The proposed amended Articles, showing all the changes referred to above, are available for inspection at the

Company's registered office from the date of this Annual Report until the close of the AGM.

### Sub-division of Ordinary Shares

Your Board is also proposing to sub-divide the existing Ordinary shares (currently with a nominal value of 25p each) (the "Existing Ordinary shares") into new Ordinary shares of 5p each (the "Share Sub-division"). Resolution No. 12, which is being proposed as an ordinary resolution, if approved will effect the Share Sub-division.

The Board is proposing the Share Sub-division in response to market demand from smaller investors for the Company's shares. On the basis of the current share price, a small regular investor is able to purchase fewer shares for his or her monthly subscription monies than if the Company's shares were subdivided, with the result that a greater proportion of his or her monthly investment is held in cash. The Share Sub-division will therefore result in a smaller share price which the Board believes will assist in increasing the volume of trades in the Company's shares as well as enhancing their appeal to smaller investors.

It is proposed that, pursuant to the Share Sub-division, each Existing Ordinary share in issue at the Record Date (expected to be close of business on 2 September 2013), or such other time and date as the Directors may determine, will be sub-divided into five Ordinary shares of 5p in the capital of the Company. Therefore, for every Existing Ordinary share held by shareholders prior to the Share Sub-division, five new Ordinary shares of 5p in the capital of the Company (a "New Ordinary share") will result following the Share Sub-division.

### Existing Ordinary Shares

Each Ordinary shareholder's proportionate interest in the Company's issued Ordinary share capital will remain unchanged as a result of the proposed Share Sub-division. Aside from the change in nominal value, the rights attaching to the New Ordinary shares (including voting and dividend rights and rights on a return of capital) will be identical in all respects to those of Existing Ordinary shares.

The number of Ordinary shares of the Company listed on the premium segment of the Official List and admitted to trading on the London Stock Exchange's main market for listed securities will change as a result of the proposed Share Sub-division. The proposed Share Sub-division will not affect the Company's net assets and, immediately following the Share Sub-division, the net asset value per New Ordinary share will be equal to one-fifth of the net asset value per Existing Ordinary share immediately prior to the Share Sub-division.

If approved, following the Share Sub-division and assuming no further shares are issued between 1 July 2013 (being the latest practicable date prior to the printing of this document)

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and the date the Share Sub-division becomes effective (expected to be 3 September 2013), the Company's issued Ordinary share capital will comprise 124,547,010 New Ordinary shares of 5p each (excluding treasury shares) and 126,935,665 (including treasury shares).

If the Share Sub-division is approved, the last day of trading on the London Stock Exchange in the Existing Ordinary shares is expected to be 2 September 2013 and the New Ordinary shares will be admitted to trading on the London Stock Exchange with ISIN: GB00BBM56V29 and SEDOL: BBM56V2 with effect from 3 September 2013.

No fractional entitlements will arise as each Shareholder's holding of Existing Ordinary shares will be capable of division into New Ordinary shares on a whole number basis.

#### **Example of Sub-division**

A holding of 1,000 Existing Ordinary shares will therefore result in a holding of 5,000 New Ordinary shares following the passing of the resolution at the AGM. For illustrative purposes only, the sub-division of one Existing Ordinary share on 1 July 2013 (the latest practicable date prior to the publication of this document) when the net asset value of an Ordinary share was 1004.1p, would give rise to five New Ordinary shares each with a net asset value per share of 200.8p.

#### **Share Certificates**

If resolution No. 12 is passed, new share certificates representing New Ordinary shares will be sent to shareholders who hold shares in certificated form on or around 10 September 2013. On receipt, all Ordinary share certificates previously issued can be destroyed. If you do not receive a new share certificate and you believe you are entitled to one please contact our Registrar on 0871 384 2504. Calls to this number will be charged at 8p per minute plus network extras. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Calls from outside the United Kingdom will be charged at the applicable international rate and different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes and you should note that helpline operators cannot offer financial, tax, investment or legal advice.

Shareholders who hold their entitlement to Existing Ordinary shares in uncertificated form through CREST are expected to have their CREST accounts adjusted to reflect their entitlement to New Ordinary shares on 3 September 2013.

#### **United Kingdom Taxation**

The following is intended as a general guide only and is based on current UK tax legislation and the practice of HMRC

(which may not be binding on HMRC). It relates only to the position of Ordinary shareholders who are beneficial owners of their Existing Ordinary shares, who hold their Existing Ordinary shares as an investment (other than under a personal equity plan or an individual savings account) and who are resident, and if an individual, domiciled and ordinarily resident, in the United Kingdom for taxation purposes.

If you are in any doubt as to your taxation position or if you are subject to tax in any jurisdiction other than the UK, you should consult an appropriate professional adviser immediately.

An Ordinary shareholder will not be treated as having made a disposal of his or her Ordinary shares as a result of the Share Sub-division. Instead, the New Ordinary shares will essentially be treated as the same asset as his or her Existing Ordinary shares acquired at the same time and for the same consideration as those shares.

A subsequent disposal of New Ordinary shares may, depending on individual circumstances (including the availability of exemptions, reliefs and allowable losses), give rise to a liability to UK tax on capital gains. Any chargeable gain or allowable loss on a disposal of the New Ordinary shares should be calculated taking into account a proportion of the allowable cost to the holder of acquiring his or her Existing Ordinary shares based on an apportionment of the allowable expenditure for his or her Existing Ordinary shares by reference to the market value of the New Ordinary shares on the first day on which market value or prices are quoted or published for the New Ordinary shares.

No UK stamp duty or stamp duty reserve tax will be payable by Ordinary shareholders as a result of the Share Sub-division.

#### **Recommendation**

Your Board considers resolutions 8, 9, 10, 11 and 12 to be in the best interests of the Company and its members as a whole and most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, your Board unanimously recommends that Shareholders should vote in favour of resolutions 8, 9, 10, 11 and 12 to be proposed at the AGM, as they intend to do in respect of their own beneficial shareholdings amounting to 27,658 Ordinary shares.

#### **Substantial Interests**

At 30 April 2013 and at the date of this Report, the following were registered, or had notified the Company, as being interested in 3% or more of the Company's Ordinary share capital:

## Directors' Report continued

Shareholder	Number of shares held	% held
Funds managed by Rathbone Investment Management Limited	2,255,265	9.1
Aberdeen Investment Trust Share Plans (non-beneficial)	2,009,033	8.1
Clients of Investec Wealth & Investment Limited	1,708,941	6.9
Clients of Smith & Williamson	1,282,479	5.2
Cheviot Asset Management	1,175,334	4.7
Derbyshire County Council	1,145,000	4.6
Charles Stanley	1,071,568	4.3
Citi Quilter	810,247	3.3

### Electronic Communications

The Company's Articles allow shareholders to elect to receive communications from the Company and allow voting in electronic format. If shareholders would like to receive future communications in electronic format they should contact the Company's registrar, Equiniti, whose contact details are provided on page 57. If shareholders wish to continue to receive Annual Reports and other communications in hard copy format only they need take no further action.

### Going Concern

The Company's assets consist substantially of equity shares in companies listed on recognised stock exchanges and in most circumstances are realisable within a short timescale. The Board has set limits for borrowing and regularly reviews cash flow projections and compliance with banking covenants. The Company's Directors believe, after making enquiries, that the Company has adequate resources to continue its operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the accounts.

### Independent Auditor

Following their intention to gradually wind down the activity in their registered firm, KPMG Audit Plc, KPMG have proposed that an alternative entity, KPMG LLP, become the Company's auditor. Accordingly, KPMG have notified the Company that KPMG Audit Plc are not seeking reappointment and have provided a statutory statement of circumstances upon ceasing to hold office pursuant to section 519 of the Companies Act 2006. In accordance with section 520 of the 2006 Act, a copy of this statement is enclosed with the report and accounts. The Board has decided to put KPMG LLP forward to be appointed as auditor and a resolution concerning their appointment will be put to the forthcoming AGM of the Company. There is no impact on the terms in which the auditor will be retained. The respective responsibilities of the Directors and the Auditor in connection with the financial statements are set out on pages 30 and 32.

Each Director confirms that, so far as he or she (hereinafter referred to as "he") is aware, there is no relevant audit information of which the Company's auditor is unaware, and he has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. Additionally, there are no important events since the year end.

### Creditor Payment Policy

It is the policy of the Company to settle all investment transactions in accordance with the terms and conditions of the relevant markets in which it operates. All other expenses are paid on a timely basis in the ordinary course of business. The Directors do not consider any creditors to represent trade creditors.

### Additional Information

The following further information is disclosed in accordance with The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008:

- The Company's capital structure is summarised on page 2;
- Ordinary shareholders are entitled to receive notice of, and to attend and speak at, an AGM of the Company. On a show of hands, every member present or represented and voting has one vote and on a poll every member present or represented and voting has one vote for every share of which that member is a holder.
- Details of the substantial shareholders in the Company are listed opposite;
- The rules concerning the appointment and replacement of Directors are contained in the Company's Articles and are summarised on page 20;
- Amendment of the Company's Articles and powers to issue or buy back the Company's shares require a special resolution to be passed by shareholders;
- There are no restrictions concerning the transfer of securities in the Company; no special rights with regard to control attached to securities; no agreements between holders of securities regarding their transfer known to the Company; and no agreements which the Company is party to that might affect its control following a takeover bid;
- There are no agreements between the Company and its Directors concerning compensation for loss of office.

### Political and Charitable Donations

The Company makes no political donations or expenditures or donations for charitable purposes and, in common with most investment trusts, has no employees.

By order of the Board  
**Aberdeen Asset Management PLC**  
Secretary  
Bow Bells House, 1 Bread Street  
London, EC4M 9HH  
21 June 2013

# Statement of Corporate Governance

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## Corporate Governance

This Statement of Corporate Governance forms part of the Directors' Report which is shown on pages 19 to 24.

## Compliance

The Company is committed to high standards of corporate governance and the Board is accordingly accountable to the Company's shareholders for good governance and this statement describes how the Company applies the principles identified in the UK Corporate Governance Code ("the Governance Code") published in June 2010, which is available on the Financial Reporting Council's website: [www.frc.org.uk](http://www.frc.org.uk). In October 2010, the Association of Investment Companies also published a Code of Corporate Governance for Investment Trusts ("AIC Code"), which is available on the AIC's website: [www.theaic.co.uk](http://www.theaic.co.uk). The AIC Code forms a comprehensive guide to best practice in certain areas of governance where the specific characteristics of investment trusts suggests alternative approaches to those set out in the Governance Code that may be preferable. There is a certain amount of overlap with the Governance Code, although the focus of attention is on the points of difference.

The Company has complied throughout the accounting period with the Governance Code and the recommendations of the AIC Code and the relevant provisions of the Governance Code, except as set out below.

The Governance Code includes provisions relating to:

- the role of the chief executive;
- executive directors' remuneration;
- the need for an internal audit function.

For the reasons set out in the Preface and the Comply or Explain section in the Governance Code, the Board considers these provisions are not relevant to the position of the Company, being an externally-managed investment company.

The new UK Corporate Governance Code issued last year will apply to the Company's year end reporting period ending 31 April 2014.

The AIC has also recently published an updated AIC Code and AIC Guide dated February 2013 to reflect the above recent changes to the FRC's UK Code.

## The Board

Following the retirement of Alan Henderson on 31 December 2012, the Board consists of a non-executive Chairman and five non-executive Directors. All Directors, with the exception of Mr Young, are considered by the Board to be independent of the Investment Manager ("AAM Asia") and free of any material relationship with the Investment Manager. Mr

Young is a Director of the Investment Manager and, as such, is not considered to be independent. Mr Young submits himself for annual re-election as a Director. Each Director has the requisite high level and range of business and financial experience which enables the Board to provide clear and effective leadership and proper stewardship of the Company. The Board considers that the post of chief executive officer is not relevant for an investment trust company as this role has effectively been delegated to the Manager, under the terms of the investment management agreement. Mr Hills is the senior independent director, to whom any concerns can be conveyed by the other Directors. The Board takes the view that independence is not of itself compromised by length of tenure on the Board and that experience can add significantly to the Board's strength. Apart from Mr Young, and Mr Hills, who will retire from the Board with effect from the conclusion of the Annual General Meeting ("AGM"), no other Director has served more than nine years on the Board. The Board supports the re-election of Mr George and Mr Lorimer who retire in accordance with the Articles of Association ("Articles"). The Board also supports the re-election of Mr Young, who retires in accordance with the AIC Code and, being eligible, offers himself for re-election.

The Board considers that there is a balance of skills and experience within the Board relevant to the leadership and direction of the Company and that all Directors contribute effectively.

The Company has a policy of conducting its business in an honest and ethical manner. The Company takes a zero tolerance approach to bribery and corruption and has procedures in place that are proportionate to the Company's circumstances to prevent them. The Manager also adopts a zero tolerance approach and has its own detailed policy and procedures in place to prevent bribery and corruption.

The Board has six scheduled meetings a year with additional ad hoc meetings held as necessary. In addition, there were two Audit & Risk Committee meetings, one Management Engagement Committee meeting and two Nomination Committee meetings. Between meetings, the Board maintains regular contact with the Manager.

Directors have attended the scheduled Board and Committee meetings during the year ended 30 April 2013 as shown in the table overleaf (with their eligibility to attend the relevant meeting in brackets).

## Statement of Corporate Governance continued

Director	Board Meetings	Audit & Risk and Management Engagement Committee Meetings	Nomination Committee Meetings
David Shearer*	6 (6)	3 (3)	2 (2)
Nicholas George	6 (6)	3 (3)	2 (2)
Richard Hills	6 (6)	3 (3)	2 (2)
John Lorimer	6 (6)	3 (3)	2 (2)
Heather Manners	5 (6)	3 (3)	2 (2)
Hugh Young**	6 (6)	1 (2)	2 (2)

\* Mr Shearer is not a member of the Audit & Risk Committee

\*\* Mr Young is not a member of the Audit & Risk and Management Engagement Committees

The Board has a schedule of matters reserved to it for decision, and the requirement for Board approval on these matters is communicated directly to the senior staff of the Investment Manager. Such matters include strategy, borrowings, treasury and dividend policy. Full and timely information is provided to the Board to enable the Directors to function effectively and to discharge their responsibilities. The Board also reviews the financial statements, performance and revenue budgets.

The Board has a procedure in place to deal with a situation where a Director has a conflict of interest, as required by the regime introduced by the Companies Act 2006. As part of this process, the Directors prepare a list of other positions held and all other conflict situations that may need authorising either in relation to the Director concerned or his/her connected persons. The Board considers each Director's situation and decides whether to approve any conflict, taking into consideration what is in the best interests of the Company and whether the Director's ability to act in accordance with his or her wider duties is affected.

Each Director is required to notify the Company Secretary of any potential or actual conflict situations which will require authorising by the Board. Authorisations given by the Board will be reviewed at each Board meeting.

There is an agreed procedure for Directors to take independent professional advice if necessary and at the Company's expense. This is in addition to the access which every Director has to the advice and services of the Company Secretary, Aberdeen Asset Management PLC, which is responsible to the Board for ensuring that Board procedures are followed and that applicable rules and regulations are complied with.

### Board Committees

#### Audit Committee

The Audit Committee operates within clearly defined terms of reference and comprises four independent Directors, Mr George, Mr Hills, Mr Lorimer and Ms Manners. The Committee is chaired by Mr Lorimer, whom the Board consider to have recent relevant financial experience derived from his qualifications and business experience. The Terms of Reference of the Committee are disclosed on the Company's website and further copies are available, on request, from the Company Secretary. In summary the Audit Committee's main functions during the year have been:

- to review and monitor the internal control systems and risk management systems (including review of non financial risks) on which the Company is reliant;
- to consider whether there is a need for the Company to have its own internal audit function;
- to monitor the integrity of the interim and annual financial statements of the Company by reviewing, and challenging where necessary, the actions and judgements of the Investment Manager and Administrator;
- to meet with the external auditor to review their proposed audit programme of work and the findings of the auditor. The Board shall also use this as an opportunity to assess the effectiveness of the audit process;
- to develop and implement policy on the engagement of the external auditor to supply non-audit services. (During the year under review, no fees were paid to the auditor in respect of non-audit services (2012 – nil). The Board will review any future fees in the light of the requirement to maintain the auditor's independence);
- to review a statement from the Manager detailing the arrangements in place within AAM whereby AAM staff may, in confidence, escalate concerns about possible improprieties in matters of financial reporting or other matters;
- to make recommendations in relation to the appointment of the external auditor and to approve the remuneration and terms of engagement of the external auditor;
- to monitor and review the external auditor's independence, objectivity, effectiveness, resources and qualification; and,
- recommending to the Board and shareholders the appointment of KPMG LLP to succeed KPMG Audit Plc as the independent auditor of the Company.

The Committee considers KPMG Audit Plc, the Company's auditor, to be independent of the Company.

KPMG Audit Plc has instigated an orderly wind down of business and that KPMG LLP, the successor entity to KPMG Audit Plc, will be proposed as auditor at the AGM. The Audit Committee is satisfied that KPMG LLP is independent.

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### **Management Engagement Committee**

The Board has appointed a Management Engagement Committee which comprises five independent Directors: Mr Lorimer (Chairman), Mr Shearer, Mr George, Mr Hills and Ms Manners. The Terms of Reference of the Committee are disclosed on the Company's website and further copies are available, on request, from the Company Secretary. The Committee reviews the performance of the Investment Manager and the investment management and secretarial agreement and compliance with its terms. The terms and conditions of the Investment Manager's appointment, including an evaluation of performance and fees, are reviewed by the Committee at least once a year. The Board remains satisfied that the continuing appointment of the Investment Manager on the terms agreed is in the interests of shareholders as a whole. The key factors taken into account in reaching this decision are the long-term performance of the portfolio and the investment skills, experience and commitment of the Investment Manager. The Investment Management Agreement is terminable on not less than one year's notice.

### **Nomination Committee**

Appointments to the Board of Directors are considered by the Nomination Committee which comprises the entire Board and whose Chairman is Mr George. The Terms of Reference of the Committee are disclosed on the Company's website and further copies are available, on request, from the Company Secretary. Possible new Directors are identified against the requirements of the Company's business and the need to have a balanced Board. For new appointments, a description of the required role is prepared and nominations for Directors sought in the appropriate industry sector. The Board's overriding priority in appointing new Directors to the Board is to identify the candidate with the best range of skills and experience to complement existing Directors. The Board recognises the benefits of diversity, including gender diversity. If required, external search consultants may be used to ensure that a wide range of candidates are considered, and in the case of the most recent appointment, the Committee employed the services of such a consultant.

The Committee also ensures that appropriate induction is arranged by the Manager for a newly-appointed Director. This involves induction meetings which cover details about the Company, its Manager, legal responsibilities and investment trust industry matters.

A Director appointed during the year is required, under the provisions of the Company's Articles, to retire and seek election by shareholders at the next AGM. The Articles require that one third of the Directors retire by rotation at each AGM. The Board, however, has decided that in accordance with developments in corporate governance, any

Director who has served for more than nine years will stand for annual re-election.

The Board continues to manage actively its succession plans in accordance with the Governance Code. It also conducts, on an annual basis, an appraisal of the Chairman of the Board as well as a performance evaluation of the Board as a whole and the Directors individually (including assessment of training requirements) to ensure that the Directors have devoted sufficient time and contributed adequately to the work of the Board and Committees, and to consider each Directors' independence. This process encompasses quantitative and qualitative measures of performance implemented by way of an evaluation survey questionnaire and Board discussion. It also forms the basis of the decision on whether or not Directors are nominated for re-appointment. The appraisal of the Chairman is carried out by the other non-executive Directors. This process has been carried out in respect of the year under review and is conducted on an annual basis. The review concluded that the Board is functioning well, there is an appropriate balance of skills and experience and there are no issues of concern. The Board and Committee have also reviewed the Chairman's and Directors' other commitments and are satisfied that the Chairman and other Directors are capable of devoting sufficient time to the Company and contribute to the effective running of the Company.

The Committee recommended to the Board, with the relevant Directors abstaining, the nominations for the re-election at the forthcoming AGM of Messrs George, Lorimer and Young and shareholders are encouraged to support the relevant AGM resolutions.

### **Remuneration Committee**

Under the UK Listing Authority's Listing Rules, where an investment trust has only non-executive directors, the Governance Code principles relating to directors' remuneration do not apply. No Remuneration Committee has been appointed by the Board on the basis that the Company has no executive directors or employees. All matters that would otherwise be the responsibility of a Remuneration Committee are dealt with by the full Board. No Director is involved in deciding his or her own remuneration.

The remuneration of the Directors has been set in order to attract individuals of a calibre appropriate to the future development of the Company. The Company's policy on Directors' remuneration, together with details of the remuneration of each Director, is detailed in the Directors' Remuneration Report on page 31.

# Statement of Corporate Governance continued

## Internal Control

The design, implementation and maintenance of controls and procedures to safeguard the assets of the Company and to manage its affairs properly extends to operational and compliance controls and risk management. The Board has prepared its own risk register which identifies potential risks relating to strategy; investment management; shareholders; marketing; gearing; regulatory & financial obligations; third party service providers and the Board. The Board considers the potential cause and possible impact of these risks as well as reviewing the controls in place to mitigate these potential risks. A risk is rated by having a likelihood and an impact rating and the residual risk is plotted on a "heat map" and is reviewed regularly.

The Board is ultimately responsible for the Company's system of internal control and for reviewing its effectiveness. Following publication of the Financial Reporting Council's "Internal Control: Revised Guidance for Directors on the Combined Code" (the FRC Guidance), the Board confirms that there is an ongoing process for identifying, evaluating and managing the significant risks faced by the Company. This process has been in place for the year under review and up to the date of approval of this Annual Report and Accounts, and is regularly reviewed by the Board and accords with the FRC Guidance. The Board has reviewed the effectiveness of the system of internal control. In particular, it has reviewed and updated the process for identifying and evaluating the significant risks affecting the Company and policies by which these risks are managed.

The significant risks faced by the Company are as follows:

- financial;
- operational; and
- compliance.

The key components designed to provide effective internal control are outlined below:

- the Investment Manager prepares forecasts and management accounts which allow the Board to assess the Company's activities and review its performance;
- the Board and Investment Manager have agreed clearly defined investment criteria, specified levels of authority and exposure limits. Reports on these issues, including performance statistics and investment valuations, are regularly submitted to the Board and there are meetings with the Investment Manager as appropriate;
- as a matter of course the Investment Manager's compliance department continually reviews the Investment Manager's operations; and,
- written agreements are in place which specifically define the roles and responsibilities of the Investment Manager and other third party service providers.

The Board has considered the need for an internal audit function but, because of the compliance and internal control systems in place at the Investment Manager, has decided to place reliance on the Investment Manager's systems and internal audit procedures. At its June 2013 meeting, the Audit Committee carried out an annual assessment of internal controls for the year ended 30 April 2013 by considering documentation from the Investment Manager, including the internal audit and compliance functions and taking account of events since 30 April 2013. The results of the assessment were then reported to the Board at the next Board meeting.

Internal control systems are designed to meet the Company's particular needs and the risks to which it is exposed. Accordingly, the internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and by their nature can only provide reasonable and not absolute assurance against mis-statement and loss.

## Relations with Shareholders

The Directors place a great deal of importance on communication with shareholders. The Manager has an annual programme of meetings with institutional shareholders and reports back to the Board on these meetings. The Directors also meet with representatives of the major shareholders.

The Company has adopted a nominee code, which ensures that, when shares in Aberdeen New Dawn Investment Trust PLC are held in the name of nominee companies and notification has been received in advance, nominee companies will be provided with copies of shareholder communications for distribution to their investors. Nominee investors may attend and speak at general meetings.

Participants in the Manager's Share Plan and ISA, whose shares are held in the nominee name of the plan administrator, are given the opportunity to vote by means of a Letter of Direction enclosed with the Annual Report. When forwarded to the plan administrator, the voting instructions given in the Letter of Direction will in turn be reflected in the proxy votes lodged by the plan administrator.

The Annual Report and Accounts are widely distributed to other parties who have an interest in the Company's performance. Shareholders and investors may obtain up to date information on the Company through the Investment Manager's freephone information service and the Company's website. The Company responds to letters from shareholders on a wide range of issues.

The Notice of the AGM included within the Annual Report and Accounts is sent out at least 20 working days in advance

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of the meeting. All shareholders have the opportunity to put questions to the Board or Manager, either formally at the Company's AGM or at the subsequent buffet luncheon for shareholders. The Company Secretary is available to answer general shareholder queries at any time throughout the year.

### Proxy Voting and Stewardship

The Financial Reporting Council ('FRC') published "the UK Stewardship Code" for institutional shareholders on 2 July 2010. The purpose of the UK Stewardship Code is to enhance the quality of engagement between institutional investors and companies to help improve long-term returns to shareholders and assist institutional investors with the efficient exercise of their governance responsibilities. The FRC is encouraging institutional investors to make a statement of their commitment to the Code.

The Board has delegated responsibility for actively monitoring the activities of portfolio companies to the Manager. The Board has reviewed and accepts the Manager's Corporate Governance Principles (the "Principles"), which may be found on the Manager's website, at <http://www.aberdeen-asset.com/aam.nsf/AboutUs/governancestewardship>. These Principles set out the Manager's framework on corporate governance, proxy voting and shareholder engagement in relation to the companies in which the Manager has invested or is considering investing. The Board has also reviewed the Manager's Disclosure Response to the UK Stewardship Code, which appears on the Manager's website, at the web-address given above.

The Manager is responsible for reviewing, on a regular basis, the annual reports, circulars and other publications produced by the portfolio company and for attending company meetings. The Manager, in the absence of explicit instruction from the Board, is empowered to use discretion in the exercise of the Company's voting rights.

The Board recognises and supports the Manager's policy of active engagement with investee companies and the voting of all of the shares held by the Company. The Board receives from the Manager regular reports on the exercise by the Manager of the Company's voting rights and discusses with the Manager any issues arising. It is the Board's view that having an active voting policy and a process for the monitoring by the Board of the Manager's exercise of those votes, especially in relation to controversial issues, aids the efficient exercise of the Company's governance responsibilities.

### Socially Responsible Investment Policy

The Board is aware of its duty to act in the interests of the Company. The Board acknowledges that there are risks associated with investment in companies which fail to conduct business in a socially responsible manner. The Manager considers social, environmental and ethical factors which may affect the performance or value of the Company's investments. The Directors, through the Company's Manager, encourage companies in which investments are made to adhere to best practice in the area of Corporate Governance including social, environmental and ethical matters where applicable. They believe that this can best be achieved by entering into a dialogue with company management to encourage them, where necessary, to improve their policies in this area. The Company's ultimate objective however is to deliver superior investment return for its shareholders. Accordingly, whilst the Manager will seek to favour companies which pursue best practice in the above areas, this must not be to the detriment of the return on the investment portfolio.

By order of the Board  
**Aberdeen Asset Management PLC**  
Secretary, Edinburgh  
21 June 2013

# Statement of Directors' Responsibilities

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The Directors are responsible for preparing the Annual Report and Accounts in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors confirm that to the best of their knowledge:

- the financial statements, prepared in accordance with the applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the Directors' Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that the Company faces.

For Aberdeen New Dawn Investment Trust PLC

**David Shearer**

Chairman

21 June 2013

# Directors' Remuneration Report

This Report is prepared in accordance with Sections 420 to 422 of the Companies Act 2006. An ordinary resolution to receive and adopt the Directors' Remuneration Report will be proposed at the Annual General Meeting ("AGM"). As the Board of Directors is comprised solely of non-executive Directors, it is exempt under the Listing Rules from appointing a Remuneration Committee. The determination of the Directors' fees is a matter dealt with by the whole Board. This Report has been divided into separate sections for unaudited and audited information.

## Unaudited Information

### Remuneration Policy

The Company's Articles of Association ("Articles") limit the aggregate fees payable to the Board of Directors to a total of £200,000 per annum. Subject to this overall limit, it is the Company's policy to determine the level of Directors' fees having regard to the level of fees payable to non-executive directors in the industry generally, the role that individual Directors fulfil in respect of Board and Committee responsibilities and the time committed to the Company's affairs. It is intended that this policy will continue for the year to 30 April 2014 and subsequent years. During the year ended 30 April 2013, the Directors' fees were set at: Chairman £30,000; Audit Committee Chairman £25,000; and for each other Director £22,000. No element of the Directors' remuneration is performance related.

None of the Directors has a service contract with the Company. The Company's Articles require that one third of the Directors retire by rotation at the AGM. The Directors' interests in contractual arrangements with the Company are shown in note 17 to the financial statements. No other Directors were interested in contracts with the Company during the period, or subsequently. Directors' & Officers' liability insurance cover is maintained by the Company, and is neither a benefit in kind nor does it form part of the Directors' remuneration. The Company's Articles indemnify each of the Directors out of the assets of the Company against any liability incurred by them as a Director in defending proceedings or in connection with any application to the Court in which relief is granted and separate deeds of indemnity exist in this regard between the Company and each Director.

No Director past or present has any entitlement to pensions, and the Company has not awarded any share options or long-term performance incentives to any of the Directors.

### Company Performance

The following graph illustrates the total shareholder return for a holding in the Company's shares as compared to the MSCI AC Asia Pacific ex Japan (currency adjusted) Index for the five year period to 30 April 2013 (rebased to 100 at 30 April 2008). Given the Company's investment objective this

is the most appropriate index against which to measure the Company's performance.



## Audited Information

### Directors' Emoluments

The Directors who served in the year received the following fees:

Director	2013 £'000	2012 £'000
David Shearer (Chairman)*	28	25
Nicholas George	22	22
Alan Henderson**	17	30
Richard Hills	22	22
John Lorimer***	24	22
Heather Manners	22	-
Hugh Young	22	22
<b>Total</b>	<b>157</b>	<b>143</b>

\*Appointed Chairman on 22 August 2012

\*\* Stepped down as Chairman on 22 August 2012 and retired from the Board on 31 December 2012

\*\*\*Appointed Audit Committee Chairman on 22 August 2012

The amounts paid by the Company to the Directors were for services as non-executive Directors.

### Sums Paid to Third Parties

Of the fees disclosed above £44,000 (2012 – £44,000) was payable to third parties in respect of making available the services of Directors. Of these fees, £22,000 was in respect of Mr Young and assigned to Aberdeen Asset Management PLC, and £22,000 was in respect of Mr Hills and assigned to Argyll Investment Services Limited.

By order of the Board  
**Aberdeen Asset Management PLC**  
 Secretary  
 21 June 2013

# Independent Auditor's Report to the Members of Aberdeen New Dawn Investment Trust PLC

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We have audited the financial statements of Aberdeen New Dawn Investment Trust PLC for the year ended 30 April 2013 set out on pages 33 to 48. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

## Respective Responsibilities of Directors and Auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 30, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

## Scope of the Audit of the Financial Statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

## Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Opinion on Other Matters Prescribed by the Companies Act 2006

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## Matters on Which We Are Required to Report by Exception

We have nothing to report in respect of the following:

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Under the Listing Rules we are required to review:

- the Directors' statement, set out on page 24, in relation to going concern; and
- the part of the Corporate Governance Statement on pages 25 to 29 relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review; and
- certain elements of the report to shareholders by the Board on Directors' remuneration.

## Gareth Horner (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

*Chartered Accountants*

Edinburgh

21 June 2013

# Income Statement

	Notes	Year ended 30 April 2013			Year ended 30 April 2012		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Gains/(losses) on investments held at fair value through profit or loss	9	–	38,566	38,566	–	(7,168)	(7,168)
Income	2	6,562	–	6,562	6,799	–	6,799
Investment management fee	3	(903)	(903)	(1,806)	(800)	(800)	(1,600)
Administrative expenses	4	(715)	–	(715)	(688)	–	(688)
Exchange losses		–	(607)	(607)	–	(230)	(230)
<b>Net return on ordinary activities before finance costs and taxation</b>		<b>4,944</b>	<b>37,056</b>	<b>42,000</b>	<b>5,311</b>	<b>(8,198)</b>	<b>(2,887)</b>
Interest payable and similar charges	5	(191)	(191)	(382)	(132)	(132)	(264)
<b>Return on ordinary activities before taxation</b>		<b>4,753</b>	<b>36,865</b>	<b>41,618</b>	<b>5,179</b>	<b>(8,330)</b>	<b>(3,151)</b>
Taxation	6	93	–	93	(233)	–	(233)
<b>Return on ordinary activities after taxation</b>		<b>4,846</b>	<b>36,865</b>	<b>41,711</b>	<b>4,946</b>	<b>(8,330)</b>	<b>(3,384)</b>
<b>Return per Ordinary share (pence)</b>	8	<b>19.45</b>	<b>148.00</b>	<b>167.45</b>	<b>19.86</b>	<b>(33.44)</b>	<b>(13.58)</b>

The total column of this statement represents the profit and loss account of the Company.

A Statement of Total Recognised Gains and Losses has not been prepared as all gains and losses are recognised in the Income Statement.

All revenue and capital items are derived from continuing operations.

The accompanying notes are an integral part of the financial statements.

# Balance Sheet

	Notes	As at 30 April 2013 £'000	As at 30 April 2012 £'000
<b>Non-current assets</b>			
Investments at fair value through profit or loss	9	280,011	241,401
<b>Current assets</b>			
Loans and receivables	10	2,238	1,244
Cash at bank and in hand	16	1,245	1,356
		3,483	2,600
<b>Creditors: amounts falling due within one year</b>			
Loans	11	(20,835)	(17,664)
Other creditors		(396)	(429)
		(21,231)	(18,093)
<b>Net current liabilities</b>		(17,748)	(15,493)
<b>Net assets</b>		<b>262,263</b>	<b>225,908</b>
<b>Share capital and reserves</b>			
Called-up share capital	12	6,347	6,347
Share premium account		17,955	17,955
Special reserve		11,617	11,617
Capital redemption reserve		10,207	10,207
Capital reserve	13	205,220	168,355
Revenue reserve		10,917	11,427
<b>Equity shareholders' funds</b>		<b>262,263</b>	<b>225,908</b>
<b>Net asset value per Ordinary share (pence)</b>	14	<b>1,052.87p</b>	<b>906.92</b>

The financial statements were approved by the Board of Directors and authorised for issue on 21 June 2013 and were signed on its behalf by :

**David Shearer**

Chairman

The accompanying notes are an integral part of the financial statements.

## Reconciliation of Movements in Shareholders' Funds

### For the year ended 30 April 2013

	Share capital £'000	Share premium account £'000	Special reserve £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
Balance at 30 April 2012	6,347	17,955	11,617	10,207	168,355	11,427	225,908
Return on ordinary activities after taxation	–	–	–	–	36,865	4,846	41,711
Dividends paid (see note 7)	–	–	–	–	–	(5,356)	(5,356)
<b>Balance at 30 April 2013</b>	<b>6,347</b>	<b>17,955</b>	<b>11,617</b>	<b>10,207</b>	<b>205,220</b>	<b>10,917</b>	<b>262,263</b>

### For the year ended 30 April 2012

	Share capital £'000	Share premium account £'000	Special reserve £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
Balance at 30 April 2011	6,347	17,955	11,617	10,207	176,685	9,595	232,406
Return on ordinary activities after taxation	–	–	–	–	(8,330)	4,946	(3,384)
Dividend paid (see note 7)	–	–	–	–	–	(3,114)	(3,114)
<b>Balance at 30 April 2012</b>	<b>6,347</b>	<b>17,955</b>	<b>11,617</b>	<b>10,207</b>	<b>168,355</b>	<b>11,427</b>	<b>225,908</b>

The revenue reserve represents the amount of the Company's reserves distributable by way of dividend.

The accompanying notes are an integral part of the financial statements.

# Cash Flow Statement

	Notes	Year ended 30 April 2013		Year ended 30 April 2012	
		£'000	£'000	£'000	£'000
<b>Net cash inflow from operating activities</b>	15		3,582		3,211
<b>Servicing of finance</b>					
Bank and loan interest paid			(387)		(264)
<b>Taxation</b>					
Net tax paid			(188)		(233)
<b>Financial investment</b>					
Purchases of investments		(16,037)		(15,310)	
Sales of investments		15,711		8,068	
<b>Net cash outflow from financial investment</b>			(326)		(7,242)
<b>Equity dividends paid</b>			(5,356)		(3,114)
<b>Net cash outflow before financing</b>			(2,675)		(7,642)
<b>Financing</b>					
Loans drawdown			3,061		6,766
<b>Net cash inflow from financing</b>			3,061		6,766
<b>Increase/(decrease) in cash</b>	16		<b>386</b>		<b>(876)</b>
<b>Reconciliation of net cash flow to movements in net debt</b>					
Increase/(decrease) in cash as above			386		(876)
Drawdown of loan			(3,061)		(6,766)
Exchange movements			(607)		(230)
<b>Movement in net debt in the year</b>			(3,282)		(7,872)
Opening net debt			(16,308)		(8,436)
<b>Closing net debt</b>	16		<b>(19,590)</b>		<b>(16,308)</b>

The accompanying notes are an integral part of the financial statements.

## 1. Accounting policies

### (a) Basis of accounting

The financial statements have been prepared under the historical cost convention, as modified to include the revaluation of investments and in accordance with the applicable UK Accounting Standards and with the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'. They have also been prepared on the assumption that approval as an investment trust will continue to be granted.

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements. Further detail is included in the Directors' Report (unaudited) on page 24.

The financial statements, and the net asset value per share figures, have been prepared in accordance with UK Generally Accepted Accounting Practice ('UK GAAP').

### (b) Valuation of investments

Listed investments have been designated upon initial recognition as fair value through profit or loss. Investments are recognised and de-recognised on the trade date at cost. Subsequent to initial recognition, investments are valued at fair value which for listed investments is deemed to be bid market prices. Gains and losses arising from changes in fair value are included as a capital item in the Income Statement and are ultimately recognised in the capital reserve.

### (c) Income

Dividends (other than special dividends), including taxes deducted at source, are included in revenue by reference to the date on which the investment is quoted ex-dividend. Special dividends are reviewed on a case-by-case basis and may be credited to capital, if circumstances dictate. Dividends receivable on equity shares where no ex-dividend date is quoted are brought into account when the Company's right to receive payment is established. Fixed returns on non-equity shares are recognised on a time apportioned basis so as to reflect the effective yield on shares. Other returns on non-equity shares are recognised when the right to return is established. Where the Company has elected to receive its dividends in the form of additional shares rather than cash, the amount of the cash dividend is recognised as income. Any excess in the value of the shares received over the amount of the cash dividend is recognised in capital reserves. Interest receivable on bank balances is dealt with on an accruals basis.

### (d) Expenses

All expenses are accounted for on an accruals basis. Expenses are charged through the revenue column of the Income Statement except as follows:

- expenses directly relating to the acquisition or disposal of an investment, in which case, they are added to the cost of the investment or deducted from the sale proceeds. Such transaction costs are disclosed in accordance with the SORP. These expenses are charged to the capital column of the Income Statement and are separately identified and disclosed in note 9; and
- the Company charges 50% of investment management fees and finance costs to the capital column of the Income Statement, in accordance with the Board's expected long term return in the form of capital gains and income respectively from the investment portfolio of the Company.

### (e) Deferred taxation

Deferred taxation is provided on all timing differences, that have originated but not reversed at the Balance Sheet date, where transactions or events that result in an obligation to pay more or a right to pay less tax in future have occurred at the Balance Sheet date, measured on an undiscounted basis and based on enacted tax rates. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the accounts which are capable of reversal in one or more subsequent periods. Due to the Company's status as an investment trust company, and the intention to continue to meet the conditions required to obtain approval for the

## Notes to the Financial Statements continued

foreseeable future, the Company has not provided deferred tax on any capital gains and losses arising on the revaluation or disposal of investments.

**(f) Capital reserves**

Gains and losses on realisation of investments and changes in fair values of investments which are readily convertible to cash, without accepting adverse terms, are transferred to the capital reserve.

**(g) Foreign currencies**

Assets and liabilities in foreign currencies are translated at the rates of exchange ruling on the Balance Sheet date. Transactions involving foreign currencies are converted at the rate ruling on the date of the transaction. Gains and losses on the realisation of foreign currencies are recognised in the Income Statement and are then transferred to the capital reserve.

**(h) Dividends payable**

Interim and final dividends are dealt with in the period in which they are paid.

	2013 £'000	2012 £'000
<b>2. Income</b>		
<b>Income from investments</b>		
UK dividend income	1,333	957
UK unfranked investment income	15	–
Overseas dividends	5,212	4,930
Scrip dividends	–	907
	<b>6,560</b>	<b>6,794</b>
<b>Other income</b>		
Deposit interest	2	5
<b>Total income</b>	<b>6,562</b>	<b>6,799</b>

	2013			2012		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>3. Investment management fee</b>						
Investment management fee	903	903	1,806	800	800	1,600

The Company has an agreement with Aberdeen Asset Management Asia Limited ('AAM Asia') for the provision of management services.

During the year the management fee was payable monthly in arrears and was based on an annual amount of 1% of the net asset value of the Company valued monthly, with the following provisions for commonly managed funds:

- The Company's investments in Aberdeen Global – Indian Equity Fund, Aberdeen Asian Smaller Companies Investment Trust and New India Investment Trust are excluded from the calculation of the investment management fee. The total value of such commonly managed funds, on a mid basis (basis on which management fee is calculated), at the year end was £37,988,000 (2012 – £34,441,000).
- The fee calculation excludes an amount representing the amount of fees in excess of 1% of net assets charged by the Manager for these commonly managed funds.

The balance due to AAM Asia at the year end was £168,000 (2012 – £284,000).

The agreement is terminable by either party on one year's notice to the other.

	2013 £'000	2012 £'000
<b>4. Administrative expenses</b>		
Share Plan marketing contribution	164	159
Directors' fees	157	143
Safe custody fees	102	84
Auditor's remuneration:		
• fees payable to the Company's auditor for the audit of the Company's annual accounts	14	14
• fees payable to the Company's auditor for the review of the Company's half yearly accounts	4	4
• fees payable to the Company's auditor for outlays	1	1
Other administration expenses	273	283
	<b>715</b>	<b>688</b>

The Company has an agreement with Aberdeen Asset Managers Limited ('AAM') for the provision of marketing services in relation to the Company's participation in the Aberdeen Investment Trust Share Plan and ISA. The total fees paid and payable under the agreement were £164,000 (2012 – £159,000) and the sum due to AAM at the year end was £54,000 (2012 – £14,000).

No pension contributions were made in respect of any of the Directors.

The Company does not have any employees.

	2013			2012		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>5. Interest payable and similar charges</b>						
On bank loans and overdrafts	191	191	382	132	132	264

	2013			2012		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>6. Taxation</b>						
<b>(a) Analysis of charge for the year</b>						
Overseas tax	186	–	186	238	–	238
Overseas tax reclaimable	(279)	–	(279)	(5)	–	(5)
<b>Current tax charge for the year</b>	<b>(93)</b>	<b>–</b>	<b>(93)</b>	<b>233</b>	<b>–</b>	<b>233</b>

**(b) Factors affecting the tax charge for the year**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK.

## Notes to the Financial Statements continued

	2013			2012		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Net profit on ordinary activities before taxation	4,753	36,865	41,618	5,179	(8,330)	(3,151)
Corporation tax at effective rate of 23.92% (2012 – 25.83%)	1,137	8,818	9,955	1,338	(2,153)	(815)
Effects of:						
Non-taxable UK dividend income	(319)	–	(319)	(247)	–	(247)
Non-taxable scrip dividends	–	–	–	(234)	–	(234)
Non-taxable overseas dividends	(953)	–	(953)	(1,035)	–	(1,035)
Accrued income not taxable	(294)	–	(294)	(238)	–	(238)
Overseas tax suffered	(93)	–	(93)	233	–	233
Surplus management expenses and loan relationship deficits not relieved	429	262	691	416	242	658
Non-taxable exchange losses	–	145	145	–	59	59
Non-taxable (gains)/losses on investments	–	(9,225)	(9,225)	–	1,852	1,852
<b>Current tax charge</b>	<b>(93)</b>	<b>–</b>	<b>(93)</b>	<b>233</b>	<b>–</b>	<b>233</b>

### (c) Provision for deferred taxation

No provision for deferred taxation has been made in the current year or in the prior year.

The Company has not provided for deferred tax on capital gains or losses arising on the revaluation or disposal of investments as it is exempt from tax on these items because of its status as an investment trust company.

### (d) Factors that may affect future tax charges

At the year end, the Company has an unrecognised deferred tax asset of £1,958,000 (2012 – £1,346,000) arising as a result of excess management expenses and non-trade loan relationship deficits. These expenses will only be utilised if the Company has profits chargeable to corporation tax in the future.

7. Dividends	2013 £'000	2012 £'000
Amounts recognised as distributions to equity holders in the period:		
Final dividend for 2012 – 16.5p (2011 – 12.5p)	4,110	3,114
Interim dividend for 2013 – 5.0p (2012 – nil)	1,246	–
	<b>5,356</b>	<b>3,114</b>

The proposed final dividend for 2013 is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

The table below sets out the proposed final dividend, together with the interim dividend paid, in respect of the financial year, which is the basis on which the requirements of Section 1158 of the Corporation Tax Act 2010 are considered. The revenue available for distribution by way of dividend for the year is £4,846,000 (2012 – £4,946,000).

	2013 £'000	2012 £'000
Interim dividend for 2013 – 5.0p (2012 – nil)	1,246	–
Proposed final dividend for 2013 – 12.0p (2012 – 16.5p)	2,989	4,110
	<b>4,235</b>	<b>4,110</b>

8. Return per Ordinary share	2013		2012	
	£'000	p	£'000	p
Revenue return	4,846	19.45	4,946	19.86
Capital return	36,865	148.00	(8,330)	(33.44)
<b>Total return</b>	<b>41,711</b>	<b>167.45</b>	<b>(3,384)</b>	<b>(13.58)</b>
Weighted average number of Ordinary shares in issue <sup>A</sup>	<b>24,909,402</b>		<b>24,909,402</b>	

<sup>A</sup> Calculated excluding shares held in treasury.

9. Investments	Listed overseas	Listed in UK	Total
	£'000	£'000	£'000
<b>Fair value through profit or loss:</b>			
Opening book cost	94,746	19,397	114,143
Opening fair value gains on investments held	113,596	13,662	127,258
<b>Opening valuation</b>	<b>208,342</b>	<b>33,059</b>	<b>241,401</b>
Movements in the year:			
Purchases at cost	9,956	6,104	16,060
Sales – proceeds	(9,990)	(6,026)	(16,016)
Sales – realised gains	4,392	4,652	9,044
Current year fair value gains/(losses) on investments held	32,704	(3,182)	29,522
<b>Closing valuation</b>	<b>245,404</b>	<b>34,607</b>	<b>280,011</b>
Closing book cost	99,104	24,127	123,231
Closing fair value gains on investments held	146,300	10,480	156,780
	<b>245,404</b>	<b>34,607</b>	<b>280,011</b>

	2013	2012
	£'000	£'000
Investments listed on an overseas investment exchange	245,404	208,342
Investments listed on the UK investment exchange	34,607	33,059
	<b>280,011</b>	<b>241,401</b>

	2013	2012
	£'000	£'000
<b>Gains/(losses) on investments held at fair value through profit or loss</b>		
Realised gains on sales	9,044	5,217
Increase/(decrease) in fair value gains on investments held	29,522	(12,385)
	<b>38,566</b>	<b>(7,168)</b>

#### Transaction costs

During the year expenses were incurred in acquiring or disposing of investments classified as fair value through profit or loss. These have been expensed through capital and are included within gains/(losses) on investments held at fair value through profit or loss in the Income Statement. The total costs were as follows:

	2013	2012
	£'000	£'000
Purchases	52	48
Sales	42	14
	<b>94</b>	<b>62</b>

## Notes to the Financial Statements continued

10. Loans and receivables	2013 £'000	2012 £'000
Amounts due from brokers	305	–
Prepayments and accrued income	1,642	1,218
Other loans and receivables	291	26
	<b>2,238</b>	<b>1,244</b>

11. Creditors: amounts falling due within one year	2013 £'000	2012 £'000
<b>(a) Loans</b>		
Foreign currency loans	18,335	15,164
Sterling loans	2,500	2,500
	<b>20,835</b>	<b>17,664</b>

At the year end HK\$154,100,000 (2012 – HK\$154,100,000), equivalent to £12,758,000 (2012 – £12,233,000), US\$8,680,000 (2012 – US\$4,760,000), equivalent to £5,577,000 (2012 – £2,931,000) and £2,500,000 (2012 – £2,500,000), was drawn down from the £30,000,000 facility with The Royal Bank of Scotland at interest rates of 1.50%, 1.55% and 1.85% (2012 – 1.65%, 1.59% and 2.05%) respectively, with a maturity date of 15 May 2013 (2012 – 8 May 2012).

At the date of signing of this report the HK\$154,100,000, US\$8,680,000 and £2,500,000 loans had been drawn down to 17 July 2013 at interest rates of 1.55%, 1.54% and 1.85% respectively.

The terms of the bank loan with The Royal Bank of Scotland state that:

- the consolidated net tangible assets of the Company must be not less than £125 million at all times;
- the ratio of gross borrowings to adjusted assets must be less than 25% at all times (adjusted assets are total gross assets less (i) the value in excess of 10% of total gross assets invested in the largest single security or asset; and (ii) the value in excess of 60% of total gross assets invested in the top twenty largest investments; and (iii) the value of all unlisted investments); and
- the facility, under which the loans are made, will expire on 7 October 2014.

The Company has met all covenants throughout the period and up to the date of this Report.

(b) Other	2013 £'000	2012 £'000
Amounts due to brokers	61	38
Other creditors	335	391
	<b>396</b>	<b>429</b>

12. Called-up share capital	2013 £'000	2012 £'000
<b>Allotted, called up and fully paid:</b>		
24,909,402 (2012 – 24,909,402) Ordinary shares of 25p each	6,227	6,227
<b>Held in treasury:</b>		
477,731 (2012 – 477,731) Ordinary shares of 25p each	120	120
	<b>6,347</b>	<b>6,347</b>

Shares held in treasury represent 1.92% of the Company's total issued share capital at 30 April 2013.

The investment objective of the Company is to provide shareholders with a high level of capital growth through equity investment in the Asia Pacific countries ex Japan.

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Board monitors and reviews the broad structure of the Company's capital on an ongoing basis. This review includes:

- the planned level of gearing which takes account of the Investment Manager's views on the market;
- the level of equity shares in issue; and
- the extent to which revenue in excess of that which is required to be distributed should be retained.

The Company's objectives, policies and processes for managing capital are unchanged from the preceding accounting period.

The Company does not have any externally imposed capital requirements.

<b>13. Capital reserve</b>	<b>2013</b>	<b>2012</b>
	<b>£'000</b>	<b>£'000</b>
At 1 May 2012	168,355	176,685
Movement in fair value gains	38,566	(7,168)
Foreign exchange movement	(607)	(230)
Expenses taken to capital	(1,094)	(932)
<b>At 30 April 2013</b>	<b>205,220</b>	<b>168,355</b>

The capital reserve includes investment holding gains amounting to £156,780,000 (2012 – £127,258,000), as disclosed in note 9.

#### **14. Net asset value per share**

The net asset value per share and the net asset values attributable to Ordinary shareholders at the year end calculated in accordance with the Articles of Association were as follows:

	<b>2013</b>	<b>2012</b>
Net assets attributable (£'000)	262,263	225,908
Number of Ordinary shares in issue (excluding shares held in treasury)	24,909,402	24,909,402
Net asset value per share (p)	1,052.87	906.92

#### **15. Reconciliation of net return on ordinary activities before finance costs and taxation to net cash inflow from operating activities**

	<b>2013</b>	<b>2012</b>
	<b>£'000</b>	<b>£'000</b>
Net return on ordinary activities before finance costs and taxation	42,000	(2,887)
Adjustment for:		
(Gains)/losses on investments held at fair value through profit or loss	(38,566)	7,168
Exchange losses charged to capital	607	230
Increase in accrued income	(424)	(268)
Decrease/(increase) in other debtors	16	(18)
Decrease in other creditors	(51)	(107)
Scrip dividends included in investment income	–	(907)
<b>Net cash inflow from operating activities</b>	<b>3,582</b>	<b>3,211</b>

## Notes to the Financial Statements continued

	1 May 2012 £'000	Cash flow £'000	Exchange movements £'000	30 April 2013 £'000
<b>16. Analysis of changes in net debt</b>				
Cash at bank	1,356	386	(497)	1,245
Debts falling due within one year	(17,664)	(3,061)	(110)	(20,835)
<b>Net debt</b>	<b>(16,308)</b>	<b>(2,675)</b>	<b>(607)</b>	<b>(19,590)</b>

### 17. Related party disclosures

Mr H Young is a director of AAM Asia and Aberdeen Asset Management PLC ("AAM"). AAM Asia has an agreement to provide management services and AAM has an agreement to provide marketing services to the Company, the terms of which are outlined in notes 3 and 4 respectively.

During the course of the year, the Company has held investments in other funds managed by the same Manager. These holdings are disclosed in note 3.

### 18. Financial instruments

#### Risk management

The Company's financial instruments comprise securities and other investments, cash balances, loans and debtors and creditors that arise directly from its operations; for example, in respect of sales and purchases awaiting settlement, and debtors for accrued income.

The Manager has a dedicated investment management process, which ensures that the investment policy explained on page 2 is followed. Stock selection procedures are in place based on the active portfolio management and identification of stocks. The portfolio is reviewed on a periodic basis by a Senior Investment Manager and also by the Manager's Investment Committee.

The Company's Manager has an independent investment risk department for reviewing the investment risk parameters of the Company's portfolio on a regular basis. The department reports to the Manager's performance review committee which is chaired by the Manager's chief investment officer. The department's responsibility is to review and monitor ex-ante (predicted) portfolio risk and style characteristics using best practice, industry standard multi-factor models.

Additionally, the Manager's Compliance department continually monitors the Company's investment and borrowing powers and reports to the Manager's risk management committee.

The main financial risks that the Company faces from its financial instruments are market risk (comprising interest rate risk, currency risk and other price risk), liquidity risk and credit risk.

The Board regularly reviews and agrees policies for managing each of these risks. The Manager's policies for managing these risks are summarised below and have been applied throughout the year. The numerical disclosures exclude short-term debtors and creditors.

#### Market risk

The fair value of, or future cash flows from a financial instrument held by the Company may fluctuate because of changes in market prices. This market risk comprises three elements – interest rate risk, foreign currency risk and other price risk.

#### Interest rate risk

Interest rate movements may affect:

- the level of income receivable on cash deposits; and,
- interest payable on the Company's variable rate borrowings.

The possible effects on fair value and cash flows that could arise as a result of changes in interest rates are taken into account when making investment and borrowing decisions.

### Interest risk profile

The interest rate risk profile of the portfolio of the Company's financial assets and liabilities, excluding equity holdings which are all non-interest bearing, at the Balance Sheet date was as follows:

	Weighted average period for which rate is fixed Years	Weighted average interest rate %	Fixed rate £'000	Floating rate £'000
<b>At 30 April 2013</b>				
<b>Assets</b>				
Sterling	–	0.36	–	1,237
Taiwan Dollar	–	–	–	8
			–	<b>1,245</b>
<b>Liabilities</b>				
Bank loan – Sterling	0.08	1.85	2,500	–
Bank loan – HK Dollar	0.08	1.50	12,758	–
Bank loan – US Dollar	0.08	1.55	5,577	–
			<b>20,835</b>	–
<b>At 30 April 2012</b>				
<b>Assets</b>				
Sterling	–	0.43	–	718
Taiwan Dollar	–	–	–	25
US Dollar	–	0.01	–	613
			–	<b>1,356</b>
<b>Liabilities</b>				
Bank loan – Sterling	0.09	2.05	2,500	–
Bank loan – HK Dollar	0.09	1.65	12,233	–
Bank loan – US Dollar	0.07	1.59	2,931	–
			<b>17,664</b>	–

The weighted average interest rate is based on the current yield of each asset, weighted by its market value. The weighted average interest rate on bank loans is based on the interest rate payable, weighted by the total value of the loans. The maturity date of the Company's loans are shown in note 11.

The floating rate assets consist of cash deposits on call earning interest at prevailing market rates.

The Company's equity portfolio and short-term debtors and creditors (excluding bank loans) have been excluded from the above tables.

### Interest rate sensitivity

Movements in interest rates would not significantly affect net assets attributable to the Company's shareholders and total profit.

## Notes to the Financial Statements continued

### Foreign currency risk

All of the Company's investment portfolio is invested in overseas securities and the Balance Sheet, therefore, can be significantly affected by movements in foreign exchange rates. It is not the Company's policy to hedge this risk on a continuing basis but the Company may, from time to time, match specific overseas investment with foreign currency borrowings. The Company's borrowings, as detailed in note 11, are also in foreign currency.

The revenue account is subject to currency fluctuation arising on dividends paid in foreign currencies. The Company does not hedge this currency risk.

Foreign currency exposure by currency of denomination:

	30 April 2013			30 April 2012		
	Overseas investments £'000	Net monetary assets £'000	Total currency exposure £'000	Overseas investments £'000	Net monetary assets £'000	Total currency exposure £'000
Australian Dollar	15,730	–	15,730	13,305	–	13,305
Hong Kong Dollar	56,479	(12,758)	43,721	50,574	(12,233)	38,341
Indonesian Rupiah	2,540	–	2,540	2,803	–	2,803
Korean Won	15,275	–	15,275	16,192	–	16,192
Malaysian Ringgit	6,639	–	6,639	5,770	–	5,770
Philippine Peso	10,037	–	10,037	6,228	–	6,228
Singapore Dollar	53,987	–	53,987	42,151	–	42,151
Sri Lankan Rupee	7,784	–	7,784	6,130	–	6,130
Sterling	64,962	(1,263)	63,699	58,775	(1,782)	56,993
Taiwanese Dollar	16,711	8	16,719	13,900	25	13,925
Thailand Baht	12,650	–	12,650	11,824	–	11,824
US Dollar	17,217	(5,577)	11,640	13,749	(2,318)	11,431
<b>Total</b>	<b>280,011</b>	<b>(19,590)</b>	<b>260,421</b>	<b>241,401</b>	<b>(16,308)</b>	<b>225,093</b>

### Foreign currency sensitivity

The following table details the Company's sensitivity to a 10% increase and decrease in sterling against the foreign currencies in which the Company has exposure. The sensitivity analysis includes foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates.

	2013 £'000	2012 £'000
Australian Dollar	1,573	1,331
Hong Kong Dollar	4,372	3,834
Indonesian Rupiah	254	280
Korean Won	1,527	1,619
Malaysian Ringgit	664	577
Philippine Peso	1,004	623
Singapore Dollar	5,399	4,215
Sri Lankan Rupee	778	613
Taiwanese Dollar	1,672	1,393
Thailand Baht	1,265	1,182
US Dollar	1,164	1,143
	<b>19,672</b>	<b>16,810</b>

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### **Other price risk**

Other price risks (ie changes in market prices other than those arising from interest rate or currency risk) may affect the value of the quoted investments.

It is the Board's policy to hold an appropriate spread of investments in the portfolio in order to reduce the risk arising from factors specific to a particular country or sector. Both the allocation of assets and the stock selection process, as detailed on page 16, act to reduce market risk. The Manager actively monitors market prices throughout the year and reports to the Board, which meets regularly in order to review investment strategy. The investments held by the Company are listed on various stock exchanges worldwide.

### **Other price risk sensitivity**

If market prices at the Balance Sheet date had been 10% higher or lower while all other variables remained constant, the return attributable to Ordinary shareholders for the year ended 30 April 2013 would have increased/(decreased) by £28,001,000 (2012 – increased/(decreased) by £24,140,000) and equity reserves would have increased/(decreased) by the same amount.

### **Liquidity risk**

This is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities.

The Board imposes borrowing limits to ensure gearing levels are appropriate to market conditions and reviews these on a regular basis. Borrowings comprise a revolving multi-currency credit facility, which expires on 7 October 2014. The Board has imposed a maximum gearing level, measured on the most stringent basis of calculation after netting off cash equivalents, of 25%. Details of borrowings at 30 April 2013 are shown in note 11.

Liquidity risk is not considered to be significant as the Company's assets comprise mainly readily realisable securities, which can be sold to meet funding commitments if necessary. Short-term flexibility is achieved through the use of the loan facility, details of which can be found in note 11. Under the terms of the loan facility, the Manager provides the lender with loan covenant reports on a monthly basis, to provide the lender with assurance that the terms of the facility are not being breached. The Manager will also review the credit rating of a lender on a regular basis. Details of the Board's policy on gearing are shown in the interest rate risk section of this note.

### **Liquidity risk exposure**

At 30 April 2013 and 30 April 2012 the Company's bank loans, amounting to £20,835,000 and £17,664,000 respectively, were due for repayment or roll-over within two months of the year end.

### **Credit risk**

This is the risk of failure of the counterparty to a transaction to discharge its obligations under that transaction that could result in the Company suffering a loss.

The risk is not considered to be significant, and is actively managed as follows:

- investment transactions are carried out with a large number of brokers, whose credit-standing is reviewed periodically by the Investment Manager, and limits are set on the amount that may be due from any one broker;
- cash is held only with reputable banks with high quality external credit enhancements.

### **Credit risk exposure**

In summary, compared to the amounts in the Balance Sheet, the maximum exposure to credit risk at 30 April was as follows:

## Notes to the Financial Statements continued

	2013		2012	
	Balance Sheet £'000	Maximum exposure £'000	Balance Sheet £'000	Maximum exposure £'000
<b>Non-current assets</b>				
Investments at fair value through profit or loss	280,011	280,011	241,401	241,401
<b>Current assets</b>				
Loans and receivables	2,238	2,238	1,244	1,244
Cash at bank and in hand	1,245	1,245	1,356	1,356
	<b>283,494</b>	<b>283,494</b>	<b>244,001</b>	<b>244,001</b>

None of the Company's financial assets is past due or impaired.

### Fair values of financial assets and financial liabilities

For the HK\$ loan, the fair value of borrowings has been calculated at £12,765,000 as at 30 April 2013 (2012 – £12,244,000) compared to an accounts value in the financial statements of £12,758,000 (2012 – £12,233,000) (note 11). For the US\$ loan, the fair value of borrowings has been calculated at £5,580,000 as at 30 April 2013 (2012 – £2,933,000) compared to an accounts value in the financial statements of £5,577,000 (2012 – £2,931,000) (note 11). For the GBP loan, the fair value of borrowings has been calculated at £2,502,000 as at 30 April 2013 (2012 – £2,503,000) compared to an accounts value in the financial statements of £2,500,000 (2012 – £2,500,000) (note 11). The fair value of each loan is determined by aggregating the expected future cash flows for that loan discounted at a rate comprising the borrower's margin plus an average of market rates applicable to loans of a similar period of time and currency. All other assets and liabilities of the Company are included in the Balance Sheet at fair value.

### 19. Fair value hierarchy

FRS 29 'Financial Instruments: Disclosures' requires an entity to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities;

**Level 2:** Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (ie as prices) or indirectly (ie derived from prices); and

**Level 3:** Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

All of the Company's investments are in quoted equities (2012 – same) actively traded on recognised stock exchanges, with their fair value being determined by reference to their quoted bid prices at the reporting date. The total value of the investments (2013 – £280,011,000; 2012 – £241,401,000) have therefore been deemed as Level 1.

# Marketing Strategy

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Aberdeen New Dawn Investment Trust PLC contributes to the marketing programme run by the Aberdeen Group on behalf of a number of investment trusts under its management. Under this agreement the Company's contribution is matched by AAM. This contribution, which is reviewed annually, amounted to £164,000 for the year 2013.

The purpose of the programme is to communicate effectively with existing shareholders and gain more new shareholders, thus improving liquidity and thereby enhancing the value and rating of the Company's shares.

These aims can be met in several ways:

## Investor Relations Programme

AAM runs an investor relations programme to existing and prospective institutional investors in investment trusts. Each month institutional investors and prospects receive a Manager's report on your Company that includes detailed performance analysis.

## Newsletter

'The Bulletin' newsletter, an informed commentary on markets and investment trusts managed by AAM, is available at [www.aberdeenbulletin.co.uk](http://www.aberdeenbulletin.co.uk)

## Public Relations

AAM undertakes to brief journalists, write regularly through placed articles and ensure Company results and any corporate activity are brought to public attention.

## Shareholder Services

AAM runs an investment help desk for retail enquirers and investors. Enquirers or investors will be sent any relevant literature on request and have queries answered immediately.

The Marketing Programme is under the direction of AAM's Group Head of Brand, who has considerable experience in the marketing and communications of investment products. He is supported by a team of marketing professionals.

## Internet

Aberdeen New Dawn Investment Trust PLC has its own dedicated website: [www.newdawn-trust.co.uk](http://www.newdawn-trust.co.uk). This allows web users to access information on the Company's share price performance, capital structure, stock exchange announcements and monthly reports. The site is continuously being evaluated for improvement.

It is intended that ongoing programme activities in these various fields, both proactive and supportive, will assist the

Company to increase and maintain its shareholder base, improve liquidity and sustain ratings.

The Company is committed to a close monitoring of the Marketing Programme. Aberdeen's Group Head of Brand reports to the Board and provides a written summary quarterly.

If you have any questions about your Company, the Manager or performance, please telephone the AAM Customer Services Department (direct private investors) on 0500 00 00 40. Alternatively, internet users may email AAM at [inv.trusts@aberdeen-asset.com](mailto:inv.trusts@aberdeen-asset.com) or write to AAM at:

## Aberdeen Investment Trusts

PO Box 11020  
Chelmsford  
Essex  
CM99 2DB.

# How to Invest in Aberdeen New Dawn Investment Trust PLC

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## Direct

Investors can buy and sell shares in Aberdeen New Dawn Investment Trust PLC directly through a stockbroker or indirectly through a lawyer, accountant or other professional adviser. Alternatively shares can be bought directly from Aberdeen through the Investment Plan for Children, Investment Trust Share Plan and Investment Trust Individual Savings Account ('ISA').

## Suitable for Retail

The Company's Ordinary shares are intended for investors primarily in the UK (including retail investors), professional-advised private clients and institutional investors who are seeking a high level of capital growth through equity investment in the Asia Pacific countries ex Japan and who understand and are willing to accept the risks of exposure to equities. Investors should consider consulting a financial adviser who specialises in advising on the acquisition of shares and other securities before acquiring shares. Investors should be capable of evaluating the risks and merits of such an investment and should have sufficient resources to bear any loss that may result.

## Aberdeen's Investment Plan for Children

Aberdeen Asset Managers Limited ("AAM") runs an Investment Plan for Children (the "Children's Plan") which covers a number of investment companies under its management including Aberdeen New Dawn Investment Trust PLC. Anyone can invest in the Children's Plan, including parents, grandparents and family friends. All investments are free of dealing charges on the initial purchase of shares, although investors will suffer the bid-offer spread, which can, on some occasions, be a significant amount. Lump sum investments start at £150 per trust, while regular savers may invest from £30 per month. Investors simply pay Government Stamp Duty (currently 0.5%) on entry. Selling costs are £10 + VAT. There is no restriction on how long an investor need invest in the Children's Plan, and regular savers can stop or suspend participation by instructing AAM in writing at any time. In common with other schemes of this type, all investments are held in nominee accounts.

## Aberdeen Investment Trust Share Plan

AAM runs a Share Plan (the "Plan") through which shares in Aberdeen New Dawn Investment Trust PLC can be purchased. There are no dealing charges on the initial purchase of shares, although investors will suffer the bid-offer spread, which can, on some occasions, be a significant amount. Lump sum investments start at £250, while regular savers may invest from £100 per month. Investors simply pay Government Stamp Duty (currently 0.5%) on entry. Selling costs are £10 + VAT. There is no restriction on how long an investor need invest in a Plan, and regular savers can stop or suspend participation by instructing AAM in writing

at any time. In common with other schemes of this type, all investments are held in nominee accounts. Investors have full voting and other rights of share ownership.

## Stocks and Shares ISA

An investment of up to £11,520 in Aberdeen New Dawn Investment Trust PLC can be made through Aberdeen's Stocks and Shares ISA in the tax year 2013/2014.

There are no brokerage or initial charges for the ISA, although investors will suffer the bid-offer spread, which can, on some occasions, be a significant amount. Investors only pay Government Stamp Duty (currently 0.5%) on purchases. Selling costs are £15 + VAT. The annual ISA administration charge is £24 + VAT calculated annually and applied on 31 March (or the last business day in March) and collected soon thereafter either by direct debit or, if there is no valid direct debit mandate in place, from the available cash in the Plan prior to the distribution or reinvestment of any income, or, where there is insufficient cash in the Plan, from the sale of investments held in the Plan. Under current legislation, investments in ISAs can grow free of capital gains tax.

## ISA Transfer

You can choose to transfer previous tax year investments to us which can be invested in Aberdeen New Dawn Investment Trust PLC while retaining your ISA wrapper. The minimum lump sum for an ISA transfer is £1,000 and is subject to a minimum per investment trust of £250.

## Note

Please remember that past performance is not a guide to the future. Stock market and currency movements may cause the value of shares and the income from them to fall as well as rise and investors may not get back the amount they originally invested.

As with all equity investments, the value of investment trusts purchased will immediately be reduced by the difference between the buying and selling prices of the shares, the market maker's spread.

Investors should further bear in mind that the value of any tax relief will depend on the individual circumstances of the investor and that tax rates and reliefs, as well as the tax treatment of ISAs may be changed by future legislation.

## Literature Request Service

For literature and application forms for AAM's investment trust products, go online at [www.invtrusts.co.uk](http://www.invtrusts.co.uk) or please contact:

Telephone: 0500 00 40 00  
Email: [aam@lit-request.com](mailto:aam@lit-request.com)

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## Keeping You Informed

The Company's share price appears under the heading 'Investment Companies' in the Financial Times.

For internet users, detailed data on Aberdeen New Dawn Investment Trust PLC including price, performance information and a monthly fact sheet is available from the Trust's website ([www.newdawn-trust.co.uk](http://www.newdawn-trust.co.uk)) and the TrustNet website ([www.trustnet.co.uk](http://www.trustnet.co.uk)). Alternatively you can call 0500 00 00 40 for trust information.

## Contact

For any administrative queries relating to the Investment Plan for Children, Share Plan, ISA or ISA Transfer please contact:

Aberdeen Investment Trusts  
PO Box 11020  
Chelmsford  
Essex  
CM99 2DB  
Telephone: 0500 00 00 40

Alternatively, if you have an administrative query relating to a certificated holding, please contact the Registrar, as follows

## Registrar

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex BN99 6DA

## Shareholder helpline numbers:

Tel. 0871 384 2504  
Fax 0871 384 2100  
Shareview enquiry line: 0871 384 2020  
Textel/hard of hearing line: 0871 384 2255

(Calls to the above Equiniti numbers will be charged at 8 pence per minute plus network extras. Lines open 8.30am to 5.30pm, Monday to Friday).

Callers from overseas please call the Equiniti overseas helpline on +44 (0)121 415 7047.

## Investor Warning

Aberdeen is aware that some investors have received telephone calls from people purporting to work for Aberdeen, or third parties, who have offered to buy their investment trust shares. These may be scams which attempt to gain personal information with which to commit identity fraud or could be 'boiler room' scams where a payment from an investor is required to release the supposed payment for their shares.

These callers do not work for Aberdeen and any third party making such offers has no link with Aberdeen. Aberdeen never makes these types of offers and does not 'cold-call' investors in this way. If investors have any doubt over the veracity of a caller, do not offer any personal information, end the call and contact Aberdeen's investor services centre using the details provided.

*The information on pages 50 and 51 has been approved for the purposes of Section 21 of the Financial Services and Markets Act 2000 (as amended by the Financial Services Act 2012) by Aberdeen Asset Managers Limited which is authorised and regulated by the Financial Conduct Authority.*

# Glossary of Terms and Definitions

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## **Asset Cover**

The value of a company's net assets available to repay a certain security. Asset cover is usually expressed as a multiple and calculated by dividing the net assets available by the amount required to repay the specific security.

## **Discount**

The amount by which the market price per share of an investment trust is lower than the net asset value per share. The discount is normally expressed as a percentage of the net asset value per share.

## **Dividend Cover**

Earnings per share divided by dividends per share expressed as a ratio.

## **Dividend Yield**

The annual dividend expressed as a percentage of the share price.

## **Net Asset Value**

The value of total assets less liabilities. Liabilities for this purpose included current and long-term liabilities. The net asset value divided by the number of shares in issue produces the net asset value per share.

## **Net Gearing/(Cash)**

Net gearing/(cash) is calculated by dividing total assets (as defined below) less cash or cash equivalents by shareholders' funds expressed as a percentage.

## **Ongoing Charges**

Ratio of expenses as a percentage of average daily shareholders' funds calculated as per the AIC's industry standard method.

## **Potential Gearing**

Potential gearing is calculated by dividing total assets (as defined below) by shareholders' funds expressed as a percentage.

## **Premium**

The amount by which the market price per share of an investment trust exceeds the net asset value per share. The premium is normally expressed as a percentage of the net asset value per share.

## **Price/Earnings Ratio**

The ratio is calculated by dividing the middle-market price per share by the earnings per share. The calculation assumes no change in earnings but in practice the multiple reflects the stock market's view of a company's prospects and profit growth potential.

## **Prior Charges**

The name given to all borrowings including debentures, long and short term loans and overdrafts that are to be used for investment purposes, reciprocal foreign currency loans, currency facilities to the extent that they are drawn down, index-linked securities, and all types of preference or preferred capital and the income shares of split capital trusts, irrespective of the time until repayment.

## **Total Assets**

Total assets less current liabilities (before deducting prior charges as defined above).

## **Total Return**

Total return involves reinvesting the net dividend in the month that the share price goes up. The NAV total return involves investing the same net dividend in the NAV of the trust on the date to which that dividend was earned, eg quarter end, half year or year end date.

## **Winding-up Date**

The date specified in the Articles of Association for winding-up a company.

# Notice of Annual General Meeting

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Notice is hereby given that the twenty-fourth Annual General Meeting of Aberdeen New Dawn Investment Trust PLC will be held at Bow Bells House, 1 Bread Street, London EC4M 9HH, at 12.00 noon on Wednesday, 21 August 2013 for the following purposes:

## Ordinary Business

As ordinary business, to consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Directors' Report and financial statements for the year ended 30 April 2013, together with the auditor's report thereon.
2. To receive and adopt the Directors' Remuneration Report.
3. To approve the payment of a final dividend of 12.0 pence per Ordinary share.
4. To re-elect Mr N George as a Director of the Company.
5. To re-elect Mr J Lorimer as a Director of the Company.
6. To re-elect Mr H Young as a Director of the Company.
7. THAT KPMG LLP be and are hereby appointed auditor of the Company and will hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company, and that their remuneration be fixed by the Directors.

## Special Business

As special business to consider and, if thought fit, pass the following resolutions, in the case of resolutions 8 and 12, as ordinary resolutions, and in the case of resolutions 9, 10 and 11, as special resolutions.

8. THAT, in substitution for any existing authority under Section 551 of the Companies Act 2006 (the "Act"), but without prejudice to the exercise of any such authority prior to the date of this resolution, the Directors of the Company be generally and unconditionally authorised for the purposes of the Act to allot shares in the Company ("shares") and to grant rights ("relevant rights") to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £622,735, such authorisation to expire at the earlier of the conclusion of the next Annual General Meeting of the Company to be held in 2014 or 31 October 2014 unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer which would or might require shares to be allotted or relevant rights to be granted after the expiry of this authorisation and the Directors of the Company may allot shares or grant relevant rights in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired.
9. THAT, subject to the passing of the resolution numbered 8 set out in the notice of this meeting ("Section 551 Resolution") and in substitution for any existing authority under Sections 570 and 573 of the Companies Act 2006 (the "Act") but without prejudice to the exercise of any such authority prior to the date of this resolution, the Directors of the Company be empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) either pursuant to the authorisation conferred by the Section 551 Resolution or by way of a sale of treasury shares, in each case for cash as if Section 561(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to:
  - a) the allotment of equity securities (otherwise than pursuant to sub-paragraph (b) below) up to an aggregate nominal amount of £622,735 at a price representing a premium to the net asset value per share at allotment, as determined by the Directors of the Company; and
  - b) the allotment of equity securities at a price representing a premium to the net asset value per share at allotment, as determined by the Directors of the Company in connection with an offer to (a) all holders of Ordinary shares in the capital of the Company in proportion (as nearly as may be) to the respective numbers of Ordinary shares held by them and (b) to holders of other equity securities as required by the rights of those securities (but subject to such exclusions, limits or restrictions or other arrangements as the Directors of the Company may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of, or requirements of, any regulatory body of any stock exchange in any territory or otherwise howsoever); and

## Notice of Annual General Meeting continued

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such power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company to be held in 2014 or 31 October 2014, but so that this power shall enable the Company to make offers or agreements before such expiry which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement as if such expiry had not occurred.

10. THAT the Company be and is hereby generally and, subject as hereinafter appears, unconditionally authorised, in accordance with Section 701 of the Companies Act 2006 (the "Act"), to make market purchases (within the meaning of Section 693(4) of the Act) of fully paid Ordinary shares of 25p each in the capital of the Company and following the sub-division of shares authorised pursuant to resolution 12 set out in the notice of this meeting, fully paid Ordinary shares of 5p each in the capital of the Company ("Ordinary shares") and to cancel or hold in treasury such shares, provided that:—
- a) the maximum aggregate number of Ordinary shares hereby authorised to be purchased shall be 18,669,596 Ordinary Shares or, if different, such number of Ordinary shares of 5p each as would in aggregate represent 14.99% of the aggregate nominal value of the issued share capital of the Company as at the date of the passing of this resolution had the sub-division proposed in resolution 12 set out in the notice of this meeting taken immediate effect;
  - b) the minimum price which may be paid for an Ordinary share of 25p each shall be 25p (exclusive of expenses) and the minimum price which may be paid for an Ordinary share of 5p each shall be 5p (exclusive of expenses);
  - c) the maximum price (exclusive of expenses) which may be paid for an Ordinary share shall be the higher of:
    - (i) 5% above the average of the market values of the Ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the Ordinary shares for the five business days immediately preceding the date of purchase; and
    - (ii) the higher of the price of the last independent trade in Ordinary shares and the highest current independent bid for Ordinary shares on the London Stock Exchange; and
  - d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2014, save that the Company may, at any time prior to such expiry, enter into a contract or contracts to purchase Ordinary shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary shares pursuant to any such contract or contracts.
11. THAT the Company's Articles of Association be amended so that:
- (i) Article 5.2 is deleted in its entirety;
  - (ii) Article 90.2 is amended by the deletion of the opening word "The", being the first word appearing in that Article, and the insertion in substitution therefor of the words "Subject to Clause 99.2, the";
  - (iii) Article 99 is amended by the insertion of the number "99.1" before the words "The continuing Directors" and the insertion of the following paragraph immediately after existing Article 99 so that it shall be read sequentially after new Article 99.1:

"99.2 If at the end of any annual general meeting there would otherwise be no Directors, each Director who retired and offered himself for re-appointment at that meeting shall remain in office, notwithstanding that the resolution to re-appoint him was lost, until at least one Director is appointed or re-appointed by ordinary resolution. Unless and until he is re-appointed, any such Director may act only:

    - 99.2.1 for the purpose of calling a general meeting to appoint Directors; and
    - 99.2.2 as may be necessary to comply with any legal or regulatory requirement applicable to the Company or the Directors."; and
  - (iv) Article 110.1.1 is amended by the deletion of the words "and shall not in any event be available for dividend" which appear after the words "as the Directors may think appropriate".

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12. THAT, subject to and conditional upon the admission of the New Ordinary shares (as defined below) to the premium segment of the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange's main market becoming effective and in accordance with Article 10.1 of the Company's Articles of Association, each of the Ordinary shares of 25p each in the capital of the Company in issue on the close of business on 2 September 2013 ("Existing Ordinary shares") or such other time and date as the Directors may determine be subdivided into five Ordinary shares of 5p each in the capital of the Company ("New Ordinary shares"), having the same rights and being subject to the same share restrictions and ranking on the same basis as the Existing Ordinary shares (save as to nominal value).

Bow Bells House  
1 Bread Street  
London, EC4M 9HH  
9 July 2013

By order of the Board  
**Aberdeen Asset Management PLC**  
Secretary

### Notes:

1. Information about the meeting, including information required by section 311A of the Companies Act 2006, is available from the Company's website, [www.newdawn-trust.co.uk](http://www.newdawn-trust.co.uk).
2. A member entitled to attend, speak and vote is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise the rights attached to any one share. A form of proxy and reply-paid envelope are enclosed.
3. Forms of proxy and the power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power of attorney or authority, should be sent to the address noted on the form of proxy so as to arrive not less than 48 hours (excluding non-working days) before the time fixed for the meeting. The return of a completed proxy form or other instrument of proxy will not prevent you attending the meeting and voting in person if you wish to do so. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every Ordinary share of which they are a holder. As a member, you have the right to put questions at the meeting relating to the business being dealt with at the meeting.
4. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, to have the right to attend and vote at the meeting referred to above a member must first have his or her name entered in the Company's register of members by not later than 6.00 pm on the day occurring two working days before the date of the meeting (or in the event that the meeting be adjourned on the register of members by not later than 6.00 pm on the day occurring two working days before the date of the adjourned meeting). Changes to entries on that register after that time (or, in the event that the meeting is adjourned, on the register of members later than 6.00 pm on the day occurring two working days before the date of any adjourned meeting) shall be disregarded in determining the rights of any member to attend and vote at the meeting referred to above.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual which can be viewed at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA19) no later than 48 hours (excluding non-working days) before the time of the meeting or any adjournment. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

## Notes of Annual General Meeting continued

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8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. A person to whom this notice is sent who is nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") does not have the right to appoint a proxy. A Nominated Person may, however, have specific rights to instruct the member who granted them information rights as to how that member exercises their right to appoint a proxy.
10. No Director has a service contract with the Company. Copies of the Directors' letters of appointment are available for inspection at the Company's registered office and for 15 minutes prior to, and at, the meeting.
11. The Register of Directors' Interests kept by the Company in accordance with Section 809 of the Companies Act 2006 will be open for inspection at the meeting.
12. It is possible that, pursuant to requests made by members of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
13. As at 1 July 2013, the latest practicable date prior to publication of this document, the Company had 24,909,402 Ordinary shares in issue with a total of 24,909,402 voting rights.
14. Any person holding 3% of the total voting rights in the Company who appoints a person other than the Chairman as his proxy will need to ensure that both he and such third party complies with their respective disclosure obligations under the Disclosure and Transparency Rules.
15. There are special arrangements for holders of shares through the Aberdeen Share Plan and Investment Trust ISA. These are explained in the 'Letter of Direction' which such holders will have received with this report.
16. Under section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the meeting put by a member attending the meeting unless: (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
17. Shareholders are advised that, unless otherwise stated, any telephone number, website or e-mail address which may be set out in this notice of Annual General Meeting or in any related documents (including the proxy form) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.
18. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted): Tel. 0871 384 2504. (Calls to this number will be charged at 8 pence per minute plus network extras). Overseas shareholders please call: +44 (0) 121 415 7047. Lines open 8.30am to 5.30pm, Monday to Friday.

# Corporate Information

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## Directors

David Shearer, Chairman  
Nicholas George  
Richard Hills  
John Lorimer  
Heather Manners  
Hugh Young

## Manager

Aberdeen Asset Management Asia Limited  
21 Church Street  
#01-01 Capital Square Two  
Singapore 049480

## Registered Office

Aberdeen Asset Management PLC  
Bow Bells House, 1 Bread Street,  
London EC4M 9HH

Registered in England & Wales No. 02377879

## Points of Contact

### Manager

Customer Services Department: 0500 00 00 40  
(open Monday - Friday, 9am - 5pm)  
Email: [inv.trusts@aberdeen-asset.com](mailto:inv.trusts@aberdeen-asset.com)

### Secretary

Aberdeen Asset Management PLC  
Customer Services Department: 0500 00 00 40  
(open Monday - Friday, 9am - 5pm)  
Email: [inv.trusts@aberdeen-asset.com](mailto:inv.trusts@aberdeen-asset.com)

## Registrars

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex BN99 6DA

Shareholder helpline numbers:  
Tel. 0871 384 2504  
Shareview enquiry line: 0871 384 2020  
Textel/hard of hearing line: 0871 384 2255

*(Calls to the above Equiniti numbers will be charged at 8 pence per minute plus network extra).*

Overseas shareholders please call:  
+44 (0) 121 415 7047.

Lines open 8.30am to 5.30pm, Monday to Friday.

## Bankers

Royal Bank of Scotland  
24 – 25 St Andrew Square  
Edinburgh EH2 1AF

## Solicitors

Maclay Murray & Spens LLP  
One London Wall  
London EC2Y 5AB

## Independent Auditor

KPMG Audit Plc\*  
Chartered Accountants  
Saltire Court  
20 Castle Terrace  
Edinburgh EH1 2EG

## Stockbrokers

Cantor Fitzgerald Europe  
One America Square  
17 Crosswall  
London EC3N 2LB

## Website

[www.newdawn-trust.co.uk](http://www.newdawn-trust.co.uk)

\*KPMG LLP effective from 21 August 2013

# Your Company's History

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## Issued Share Capital at 30 April 2013

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24,909,402 Ordinary shares of 25p (25,387,133 including treasury shares)

## Treasury Shares at 30 April 2013

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477,731 Ordinary shares of 25p

## Capital History

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12 May 1989	15,000,000 Ordinary shares of 25p each placed at 100p with 3,000,000 Series A Warrants attaching, each conferring the right to subscribe for one Ordinary share of 25p at 95.88p.
1 November 1989	15,000,000 Ordinary shares of 25p each issued with 3,000,000 Series B Warrants attaching, each conferring the right to subscribe for one Ordinary share of 25p at 135p in connection with a Placing and Offer to shareholders at 128p.
September 1991	6,500 Ordinary shares issued following the exercise of 6,500 Series A Warrants.
September 1993	4,237 Ordinary shares issued following the exercise of 2,300 Series A Warrants and 1,937 Series B Warrants.
9 March 1994	12,648,506 'C' shares of £1 each issued in connection with a Placing and Open Offer to shareholders at 250p.
15 August 1994	The 'C' shares were converted into 13,150,099 Ordinary shares of 25p and 2,629,676 Series C Warrants conferring the right to subscribe for one Ordinary share of 25p at 270p.
September 1994 to September 1997	A total of 3,259 Ordinary shares issued following the exercise of 1,700 Series A Warrants, 1,065 Series B Warrants and 494 Series C Warrants.
April 1998 to January 1999	1,324,823 Series A Warrants and 490,000 Ordinary shares purchased in the market for cancellation.
19 March 1999	8,638,536 Ordinary shares were issued when a Scheme of Arrangement to acquire certain assets of Aberdeen Emerging Asia Investment Trust Limited became effective.
Year ended 30 April 1999	25,655,296 Ordinary shares and 921,596 Series A Warrants were purchased for cancellation.
6 August 1999	10,000 Ordinary shares allotted following the conversion of 10,000 Series A Warrants.
Year ended 30 April 2000	204,498 Series A Warrants, 755,110 Series B Warrants and 1,085,899 Ordinary shares purchased for cancellation.
8 August 2000	Final exercise date for all outstanding Warrants, being 14,625 Series A Warrants, 35,207 Series B Warrants and 2,629,162 Series C Warrants.
Year ended 30 April 2001	487,086 Series A Warrants, 2,097,876 Series B Warrants and 1,425,000 Ordinary shares purchased for cancellation.
Year ended 30 April 2002	25,000 Ordinary shares purchased for cancellation.
Year ended 30 April 2005	140,000 new Ordinary shares issued for cash.
Year ended 30 April 2006	1,980,000 new Ordinary shares issued for cash.
Year ended 30 April 2008	477,731 Ordinary shares purchased for treasury.







