

# Aberdeen Japan Investment Trust PLC

Japan specialists investing in exceptional companies



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# Overview

## Company Overview

Launched in 1998, Aberdeen Japan Investment Trust PLC (the "Company") is an investment company with its Ordinary shares listed on the premium segment of the London Stock Exchange. The Company aims to achieve long-term capital growth principally through investment in listed Japanese companies which are believed by the Investment Manager to have above average prospects for growth.

The Company is governed by the Board of Directors, all of whom are independent, and has no employees. Like other investment companies, it outsources its investment management and administration to an investment management group, Aberdeen Standard Investments, and other third party providers. The Company does not have a fixed life.

### Financial Highlights

Figures to 31 March 2019	1 year return	Return since 8 October 2013 (change of mandate)
Net asset value <sup>A</sup>	-10.2%	69.0%
Index	-1.8%	68.6%
Share price <sup>A</sup>	-9.1%	60.3%

<sup>A</sup> Alternative Performance Measure (see pages 14 and 68)

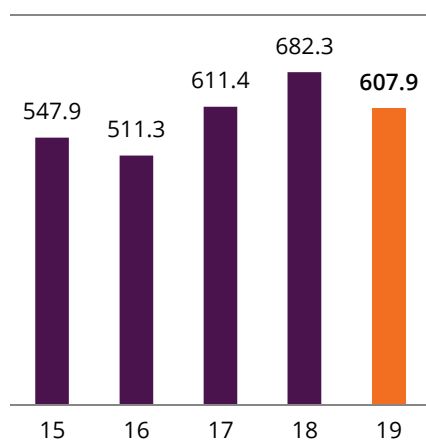
	Year to 31 March 2019	Year to 31 March 2018
Ongoing charges ratio <sup>A</sup>	1.10%	1.18%
Discount to net asset value <sup>A</sup>	13.6% <sup>B</sup>	14.6%
Dividend per share	5.40p	5.20p

<sup>A</sup> Alternative Performance Measure (see pages 14, 68 and 69)

<sup>B</sup> Discount ranged between 6.3% and 14.7% during the year ended 31 March 2019.

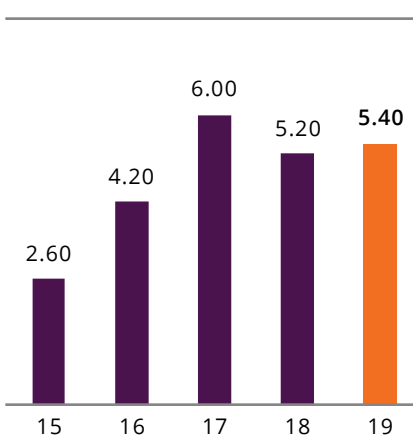
### Net asset value per share

At 31 March – pence



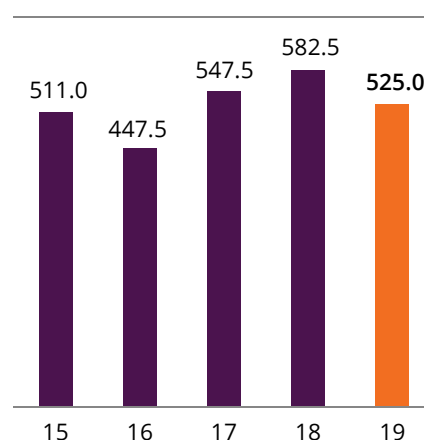
### Dividends per share

Year ended 31 March – pence



### Mid-market price per share

At 31 March – pence





Aberdeen Japan Investment Trust PLC was re-launched with a sole focus on Japan in late 2013. Since its change of mandate, the Company's NAV return was 69.0%, in line with its benchmark.





An aerial photograph of a dense urban landscape in Tokyo, Japan. The foreground is filled with a variety of residential and commercial buildings of different heights and colors. In the mid-ground, several taller skyscrapers stand out, including a prominent building with a unique, curved, lattice-like facade. The background shows more skyscrapers against a clear blue sky.

## Strategic Report

The Company is an investment trust aiming to achieve long-term capital growth principally through investment in listed Japanese companies which are believed by the Manager to have above average prospects for growth.

The Manager seeks to identify companies offering long-term growth potential irrespective of market capitalisation size.

With over 36 million people, Tokyo is the world's most populous metropolis and is described as one of the three command centres for world economy.



# Strategic Report

## Chairman's Statement

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**Karen Brade**  
Chairman

### Performance

For the year under review, on a total return basis, your Company's net asset value (NAV) fell by 10.2% compared to the Topix benchmark, which declined by 1.8%. The share price fell by 9.1% as the discount to NAV per share marginally tightened from 14.6% to 13.6%.

These results reflect the Company's weighting to Japanese stocks with exposure to international trade, particularly with China. Over the longer term, since the change to a Japan-only mandate, the Company has delivered results in line with the index. The Board believes that the Company will reverse its recent underperformance as the external environment develops, and over time deliver excess returns.

### Overview

Despite Japanese share prices hitting a 27-year high last autumn, the past year has been challenging for the market. The return of volatility that buffeted the first half was followed by a global sell-off in the latter six months. Worsening trade tensions between the world's two largest economies, the US and China, along with the deceleration in economic activity in China undermined investor sentiment and saw risk aversion spike in the second half. The deteriorating outlook forced corporations, particularly those with major capital investments pending, to defer their commitments. This exacerbated the economic slowdown, while impacting those businesses with a significant exposure to the Chinese market.

On a separate note, technology sector stocks were hurt by Washington's attempts to thwart Beijing's rapid advance in the development of 5G wireless technology, as well as sluggish smartphone sales amid marginally incremental innovations in recent product launches. Although the US Federal Reserve's pause in monetary policy normalisation at the end of 2018 provided a boost to global stock markets, the rebound in Japanese stocks was more muted due to a less certain outlook. Sentiment among large manufacturers fell to the lowest level in two years.

Against this difficult backdrop, your Company's portfolio underperformed. Heavy selling in the market was

particularly prevalent among the better-quality names that also tend to be more liquid. Such stocks are held by a larger proportion of foreign shareholders who are quick to re-allocate cash elsewhere. Notably, companies with an exposure to the Chinese economy de-rated.

Your Manager remains convinced of the fundamentals of the portfolio's holdings and feels that the degree of pessimism, especially in the latter half-year, has been unwarranted. Details of your Company's performance for the year under review are discussed in the Investment Manager's Review on page 7.

The Manager continues to adhere to its approach of detailed due diligence and engagement with the management of the companies held in the portfolio. The domestic Japanese market remains under researched compared to other developed markets. However, corporate governance standards, though gradually improving, continue to lag other advanced economies. Your Manager invests only in companies that are relatively transparent and whose valuations can be readily analysed. The Manager's ongoing engagement also seeks to ensure that these companies' objectives remain aligned with that of minority shareholders including this Company, and that efforts are made to improve shareholders' returns over the long term.

### Management Fee

I am pleased to report that the Board has agreed with the Manager a change to the basis on which the management fee is calculated. Effective from 1 June 2019, the fee of 0.75% per annum will be charged on the lesser of the Company's net asset value or market capitalisation (as defined below), rather than on purely the net asset value. This will offer an immediate saving to the Company helping to reduce further the Ongoing Charges Ratio. The interests of the Manager will be more closely aligned with those of shareholders which is to reduce or eliminate the discount to NAV. The fee will continue to be payable monthly in arrears. Market capitalisation is defined as the closing share price quoted on the London Stock Exchange multiplied by the number of shares in issue (less the number of any shares held in Treasury), as determined on

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the last business day of the applicable calendar month to which the remuneration relates.

## Dividend

The Company's revenue return per share for the financial year marginally increased to 6.83p (2018 – 6.59p).

In the past the Board has paid a dividend marginally greater than that required to maintain investment trust status. It intends to maintain that policy for the current year. In consequence the dividend proposed to be payable on 12 July 2019 is 5.4p. However there are a number of factors which lead the Board to propose a new, enhanced dividend policy for the year ahead and these are considered below.

Alongside an increased focus on governance, Japanese companies are increasingly aware of the benefits of returning income to shareholders by way of dividends and share buybacks and this has enabled the Company to build up a reasonable level of revenue reserves.

Investors increasingly are taking a total return view of their investments and the Board recognises the importance of income to our shareholders. Investors are seeking reliable income alongside capital growth, influenced by the current low interest rate environment and the recent changes to the pension rules. The Board believes that investors will welcome a higher level of distributions, without changing the investment policy of your Company.

Rather than reliance on share buybacks to limit share price volatility, the Board believes that a regular, sustainable dividend will help the Company to broaden the shareholder base and help to maintain the discount at reasonable levels. The revised dividend policy, which will be put to shareholders at the forthcoming AGM for their approval, should improve the Company's appeal amongst investors.

If the policy change, as set out in the table of resolutions, is endorsed at the AGM, the Board expects to pay an enhanced distribution to shareholders, which would consist of the Company's earnings for the year, 3p from revenue reserves plus an amount from capital reserves. As a guide, by using the Company's financial results for the year to 31 March 2019, a minimum distribution of 15.0p for the year ending 31 March 2020 is anticipated. This assumes a payment from capital of at least 5.2p (minimum of 0.85% of net assets). Dividend distributions will be made on a semi-annual basis.

## Gearing

The Company continued to make use of its ability to gear during the financial year. The Company renewed its loan facility with ING Bank which comprises two parts:- a Yen 1.3 billion one year fixed term and a Yen 1.0 billion one

year floating rate term which both now expire in January 2020. The Board continues to monitor the level of gearing and considers a gearing level of around 10% to be appropriate, although, with market fluctuations, this may range between 5% and 15%. Net gearing as at 31 March 2019 was 11.6%.

## Discounts and Share Buybacks

During the period, discount volatility continued to feature within the investment trust sector, including the Company's peer group. The Board monitors closely the discount level of the Company's shares in relation to the NAV and has in place a mechanism to buy back shares at certain levels.

During the financial year, 244,838 shares were bought back into treasury at a cost of £1.35 million. Since the period end, a further 200 shares have been bought back into treasury. Overall, the discount averaged 9.4% over the last 90 days of the Company's financial year and there is no requirement under the articles therefore for the Company to put forward a continuation vote to shareholders. The discount at the end of March 2019 was 13.6% compared to 14.6% at the previous year end and an average of 11.4% for the year.

## Board Composition

The Board regularly undertakes a review of its performance and structure to ensure that it has the appropriate mix of relevant skills, diversity and experience for the effective operation of the Company's business. As part of the Board's succession planning, Claire Boyle was appointed as a non-executive Director on 1 February 2019. Claire, a qualified chartered accountant, has over 17 years' experience working in finance and equity investment management running portfolios over a wide range of sectors.

Neil Gaskell retired from the Board on 31 March 2019 and I would like to thank Neil on behalf of the Board and all shareholders for his leadership and invaluable contribution over 15 years to the Board.

## Environmental, Social & Corporate Governance ('ESG')

The Company is a 'tier 1' signatory of the UK Stewardship Code which aims to enhance the quality of engagement by investors with investee companies in order to improve their socially responsible performance and the long term investment return to shareholders. The Board works closely with the Investment Manager to ensure the appropriate active engagement with the companies in which the Company invests. During the year the Manager has continued to integrate its engagement of ESG issues into the investment process, reporting the results regularly to the Board and has disinvested from one company as a result of unacceptable governance.

### Outlook

In the near term, your Manager expects that market sentiment will continue to be dictated by slowing global growth and the challenges of trade negotiations. Share prices are likely to be affected by the proposed increase in the planned consumption tax later this year and concerns over the impact of decelerating growth in China, especially on companies with significant exposure to the mainland. Nevertheless, the Japanese stock market remains attractive over the longer term.

Japanese companies across the market-cap spectrum, particularly many of those held in the Company's portfolio, are world leaders in their industries, run by experienced, conservative management who invest consistently to maintain their competitive advantage. Many have established operations in markets overseas to circumvent potential trade barriers as well as to be nearer to their end markets. While forays abroad often come with steep learning curves, it places these companies on a solid footing for their next phase of growth.

As part of the Company's All-Cap investment mandate, the Manager has taken advantage of the increasing number of investment opportunities it is now seeing within the Small-Cap sector. This sector, which has been relatively under-researched, has the potential to provide superior alpha returns. As smaller Japanese companies show increasing awareness that pursuing good governance policies can lead to greater support from investors and a consequent improvement in the rating of their shares, the pool of potential investee companies has grown. The Company's Small-Cap exposure has increased more recently and, at the date of this report, represented 19.5% of the portfolio.

What is important is for investors to be able to discern between market noise caused by short-term, cyclical events and the deep structural changes in markets that present rewarding opportunities over the medium term.

Your Manager believes in the quality of our investee companies, their resilience in volatile markets and the solidity of their finances which should underpin growth for the future.

**Karen Brade**  
Chairman

29 May 2019



# Strategic Report

## Manager's Review

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### Overview

Japanese equities weakened in the year under review. The market traded range-bound in the first half of the period before plunging in the last quarter of 2018, when a spike in US Treasury yields compelled investors to re-assess global stock valuations. Subsequently, as the year turned, stocks climbed steadily, bolstered by expectations of a normalisation of trade flows despite the hiccup in ongoing US-China trade talks and the US Federal Reserve's pivot towards a dovish policy stance.

At home, economic growth slowed in the summer due to a series of natural disasters. It then rebounded, thanks to a recovery in capital investments. Still, as trade friction worsened, exports fell toward the end of the review period.

### Portfolio review

The portfolio's net asset value per share fell by 10.2% on a total return basis, compared to the benchmark index's total return which declined by 1.8%. The equity holdings returned -9.1%, excluding the sterling hedge effect of -0.4%. The year under review was a difficult one for markets, and your Company's underperformance can be better understood in the context of the US-China trade war, as well as the China's economic slowdown resulting from the government-induced deleveraging. Industrial and tech stocks suffered the brunt of these, and hence were the biggest detractors from the portfolio's performance. Foreign investors' flight from the broader market – the worst outflows since 1987 – further exacerbated the slide in share prices, especially in the better-quality and more liquid stocks that your Company holds.

Specifically, robot-maker **Fanuc** and precision reduction gear-maker **Nabtesco** were indiscriminately sold off, particularly in the first half of the review period. Tightening credit in China caused Chinese firms to defer capital spending, affecting the duo's orderbooks. As previously mentioned in the interim report, we remain confident of their longer-term prospects: there is a growing need for manufacturers globally to adopt robotics technologies for efficiency, product quality and environmental reasons. Indeed, our conviction was reaffirmed by their recovery in recent months, with Nabtesco becoming a major stock-level contributor in the past six months. We are also pleased with the performance of **Keyence**, which has remained resilient despite the difficult economic outlook as its automation products help companies reduce costs, especially in challenging times. With Sino-US trade relations turning up and China's economy appearing to be on the mend, the outlook for these industrial holdings is improving.

Separately, **Yahoo Japan** was lacklustre as its heavy upfront investments into e-payments and e-commerce weighed on earnings. We remain positive about its long-term prospects. The diverse offerings on its portal, ranging from earthquake alerts to online auctions, gives it a solid competitive edge – one that will be enhanced in future by data from its new businesses. We are also encouraged by management's increasingly pro-active approach in communicating with investors and increased transparency. Previously, it had described profit targets only in qualitative terms, causing some investors to lose faith in its ongoing investments. Following our engagement with the CEO where we expressed our desire for a clearer account of future profit expectations, the firm subsequently disclosed its medium-term profit target for the first time.

Medical equipment supplier **Sysmex** was another detractor, posting sluggish sales due to slowing fundamentals and one-off issues. We believe the quality of the business remains intact, and that growing healthcare needs will result in rising demand for medical diagnostics. Nevertheless, your Company's other healthcare holdings in drugmakers **Chugai Pharmaceutical** and **Shionogi**, as well as medical-equipment manufacturer **Asahi Intecc**, more than made up for its negative performance. All told, the healthcare sector contributed the most to your Company's returns in the period.

Chugai was one of the portfolio's standout performers. The drugmaker received breakthrough-therapy status from US regulators for its treatment of an auto-immune disease that affects optic nerves and the spinal cord. In all, the firm has been granted this designation seven times for four drugs, underscoring its prowess in research and development; Chugai has the most drugs with this designation among local peers. Adding to the positive momentum for Chugai is its haemophilia drug Helimbra which, following the nod from US regulators, also received approval from European regulators for treating all haemophilia A patients. The drug has recorded higher-than-expected sales, and is one step closer to becoming the blockbuster that management envisaged.

Meanwhile, Shionogi received early approval for its new flu drug Xofluza, the first to be given the green light by US authorities in nearly two decades. Following that, it raised its full-year operating profit outlook, with the bullish forecast surprising the market. Xofluza is more palatable compared to rival treatments, requiring only a single dose instead of multiple doses daily for several days. In addition, Asahi Intecc held up well on expectations that the maker of medical guidewires will cement its leading position in Japan, and also gain market share in the US

following a successful switch from using a third-party distributor to a direct-sales model.

During the period, we remained actively engaged with the companies in which we invest. This, we believe, not only improves governance but also shareholder returns, and we believe our on-the-ground presence and active voting of shares bolsters these efforts. Having raised the topic of capital allocation with **Shin-Etsu's Chemical's** management, we were heartened when it decided to lift its dividend forecast and also discussed share buybacks. Similarly, **Keyence** doubled its dividend payout which increased its payout ratio to 10.6%. While this can be further improved given the firm's good cashflows and large cashpile, it is a step in the right direction.

Meanwhile, **Kansai Paint** appointed two new independent directors, after we urged its board to improve governance and oversight standards. In all, the new board will feature six internal directors and three external ones. All of them have relevant business experience, and can be expected to represent minority shareholders fairly. In other portfolio activity, market volatility during the year afforded opportunities for us to introduce attractively valued companies that we have been eyeing.

The portfolio historically has had a higher exposure towards larger-cap stocks for quality reasons. However, we believe that the opportunity is broadening for the portfolio. An increasing number of smaller-cap companies are meeting our criteria, after efforts to raise governance and improve transparency in recent years, and market volatility has afforded opportunities to invest in companies that we believe are attractive for the long term. With this backdrop, we have been selectively shifting a proportion of the trust to capture these opportunities, whilst remaining true to our criteria.

These include **Elecom**, which designs and sells PCs and smartphone accessories. With its superior development capabilities, the company is able to launch new products quickly to respond to fast-changing demand for consumer electronics. Its network of low-cost outsourced manufacturers gives it a competitive edge, along with its focus on profitability. Elecom drives quality improvements at these external suppliers by embedding employees with them. Founder Junji Hada aims to grow the company's fee-based business such as digital signage, and to catch up with competition in the e-commerce space. Elecom was also among your portfolio's top stock-level contributors this past year, an endorsement by investors who fancy its growth prospects.

Aside from small caps, we continue to find opportunities amongst larger companies. We initiated a position in

**Tokio Marine**, the most progressive of the three largest local property and casualty insurers. While the trio's dominance allows each to produce stable cashflow, Tokio Marine uses its cash pile to fuel its overseas forays in niche segments. Almost half of its profits are derived abroad, while its overseas operations allow it to spread its risks. Of note is its positive view on shareholder returns, which we expect will grow gradually as it makes further inroads abroad that add value to its business.

Against these, we divested online fashion retailer **Zozo**, which experienced issues with the rollout of its private brand and faced a backlash from brand partners against its discount-based membership scheme. We also exited **Hoshizaki Electric**, which was troubled by reports of falsified sales. Although management noted that the associated earnings impact is likely to be minimal, the news demonstrates weak internal controls and raises concerns that its ambitious sales targets may be incentivising employees to engage in fraudulent behaviour.

### Outlook

Japanese equities are likely to face more weakness in the near term, but there may be better days further ahead. At the time of writing, the corporate earnings season was just getting underway, and companies' forecasts for the year ahead suggested that earnings growth will probably weaken in the first half of 2019 before recovering after. Leading macroeconomic indicators are also pointing to a rebound, or at least stabilisation, in China's economy, a major export market for many Japanese companies.

The case for investing in Japanese stocks remains intact: many of them are global leaders in their industries, have solid franchises, and are operating in areas of long-term structural growth – whether robotics, consumer staples or healthcare innovation. They are in also good financial health: balance sheets are robust, and cashflows sustainable. Encouragingly, these corporates are increasingly improving shareholder returns, in line with better corporate governance standards.

**Aberdeen Standard Investments (Japan) Limited**  
Investment Manager

29 May 2019

# Strategic Report

## Overview of Strategy

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### Business Model

This report provides shareholders with details of the Company's business model and strategy as well as the principal risks and challenges it faces.

The Company is an investment trust which seeks to deliver a competitive return to its shareholders through the investment of its funds in accordance with the investment policy as approved by shareholders.

The Board appoints and oversees an investment manager, decides the appropriate financial policies to manage the assets and liabilities of the Company, ensures compliance with legal and regulatory requirements and reports objectively to shareholders on performance.

The Directors do not envisage any change in this model in the foreseeable future.

### Investment Objective

To achieve long-term capital growth principally through investment in listed Japanese companies which are believed by the Investment Manager to have above average prospects for growth.

The Board's strategy is represented by its investment policy, financial policies, and risk management policies.

### Investment Policy

The Company primarily invests in the shares of companies which are listed in Japan. The portfolio is constructed through the identification of individual companies of any market capitalisation size and in any business sector, which offer long-term growth potential.

The portfolio is selected from the 3,500 listed stocks in Japan and is actively managed to contain between 30 and 70 stocks which, in the Manager's opinion, represent the best basis for producing higher returns than those of the market as a whole in the long term. There will therefore inevitably be periods in which the Company's portfolio both outperforms and also underperforms the market as represented by the Company's benchmark.

The Board does not impose any restrictions on these shorter term performance variations from the benchmark, nor any limits on the concentration of stock or sector weightings within the portfolio, except that no individual shareholding shall exceed 10% of the Company's portfolio at the time of purchase, although market movements may subsequently increase this percentage.

The full text of the Company's investment policy is provided on page 67.

### Benchmark Index

Topix (in Sterling terms)

### Investment Approach

The Investment Manager's investment philosophy is that markets are not always efficient. The Investment Manager's approach is therefore that superior investment returns are attainable by investing in companies with good fundamentals and above average growth prospects that in the Investment Manager's opinion drive share prices over the long-term. The Investment Manager follows a bottom-up investment process based on a disciplined evaluation of companies through active engagement, at least twice a year, with management on performance including environmental, social and governance issues by its fund managers who are based in Japan and supported by the Manager's Asian investment team in Singapore. The Manager estimates a company's worth in two stages, quality, defined by reference to management, business focus, the balance sheet and corporate governance, and then price calculated by reference to key financial ratios, the market, the peer group and business prospects. The selection of the portfolio of shares is the major source of the good performance of the portfolio and no stock is bought without the fund managers having first met management.

Stock selection is key in constructing a diversified portfolio of companies with macroeconomic, political factors and benchmark weightings being secondary.

Given the long-term fundamental investment philosophy, the Manager expects to hold most companies in which the Company invests for extended periods of time and this accounts for the relatively low level of activity within the portfolio.

### Financial Policies

The Board's main financial policies cover the management of shareholder capital, risk management of the Company's asset and liabilities, including currency risk, the use of gearing and the reporting to shareholders of the Company's performance and financial position.

### Management of Shareholder Capital

The Board's policy for the management of shareholder capital is primarily to ensure its long term growth. This growth will reflect both the Manager's investment performance and from time to time the issue of shares when sufficient demand exists to do this without diluting the value of existing shareholder capital.

Following the change of mandate in 2013, the Board's dividend policy was to pay a dividend marginally greater



than the minimum required to maintain investment trust status. Following a review, the Board has proposed a revised enhanced dividend policy which is subject to shareholder approval at the AGM in July 2019. Going forward, the dividend distribution to shareholders would be paid semi-annually and consist of the Company's earnings for the year, 3.0p released from the revenue reserves and an amount from the capital reserves.

The Board will authorise the buyback of shares in order to avoid excessive variability in the discount and if, despite this, the average discount exceeds 10% during the 90 day period preceding its financial year end, the Board will offer shareholders the opportunity to wind up the Company at the next AGM.

### Risk Management

The policy for risk management is primarily focused on the investment risk in the portfolio using the Manager's risk management systems and risk parameters, overseen by the Board.

### Derivatives

The Company may use derivatives from time to time for the purpose of mitigating risk in its investments. The performance of the Company is subject to fluctuations in the Yen/£ exchange rate. The Company's exposure to Yen fluctuations is partially offset by the natural hedge provided by any borrowing in Yen as well as by investments in Japanese companies which have significant sources of income from exports of goods or from non-Japanese operations.

The wider corporate risks, including those arising from the increasingly regulated and competitive market place, are managed directly by the Board. The principal risks are more fully described under the paragraph 'Principal Risks and Uncertainties'.

### Use of Gearing

Gearing is the amount of borrowing used to increase the Company's portfolio of investments in order to enhance returns when and to the extent it is considered appropriate to do so or to finance share buybacks when necessary. The level of borrowing is subject to a maximum of 25% of net assets but will normally be set at a stable and lower level than the maximum. The Board has currently established a gearing level of around 10% of net assets although, with stock market fluctuations, this may range between 5% and 15%.

### Principal Risks and Uncertainties

The Company's risks are regularly monitored at Audit Committee meetings and the Board believes that the Company is resilient to most short term operational risks which are effectively mitigated by the internal controls of the Manager and Depositary. Identification and mitigation of other longer term and strategic risks which might threaten its business model, future performance or solvency are robustly assessed by the Audit Committee and managed by the Board. The principal risks and uncertainties faced by the Company are described in the table below, together with the mitigating actions.

Description	Mitigating Action
<b>Investment strategy risk</b> The Company and its investment objective may become unattractive to investors. The value of Japanese equities may be affected by factors not associated with the UK, including the general health of the Japanese economy and political events in and around Japan, which can affect investor demand.	The Board monitors longer term trends in investor demand and, if appropriate, can propose changes to the investment objective to the shareholders.
<b>Investment risk</b> Investment risk arises from the Company's exposure to variations of share prices within its portfolio in response to individual company and to wider Japanese or international factors. Investment in a focussed portfolio of shares can lead to greater short term changes in the portfolio's value than in a larger portfolio of stocks and these variations will be amplified by the use of gearing.	The Board regularly monitors the investment performance of the portfolio and the performance of the Manager in operating the investment policy against the long term objectives of the Company and, where appropriate, has in place mitigation measures.

<p><b>Reputation</b></p> <p>The attractiveness of the Company to investors is based on the good reputation of the Manager as well as of investment trusts generally. Were investment trusts to fall out of favour as a route for investors or the Manager's reputation to weaken, it is likely that investor demand would decline.</p>	<p>The Board monitors shareholder sentiment regularly and would be able to take remedial action were its reputation to be threatened.</p>
<p><b>Regulatory compliance risk</b></p> <p>The Company operates under a complex regulatory environment. Serious breaches of regulations, such as Section 1158 of the Corporation Tax Act 2010, the UKLA Listing Rules, Companies Act 2006 and the Alternative Investment Fund Managers Directive could lead to a number of detrimental outcomes and reputational damage.</p>	<p>The Board is active in ensuring that it fully complies with all applicable laws and regulation and is assisted by the Manager and other advisers in doing this. The Board believes that, while the consequences of non-compliance can be severe, the control arrangements it has put in place reduce the likelihood of this happening.</p>
<p><b>Performance risk</b></p> <p>Inappropriate investment decisions may result in the Company's underperformance against the benchmark index and Peer Group and a widening of the Company's discount.</p>	<p>The Board regularly reviews performance data and attribution analysis and other relevant factors and, were any underperformance seen as likely to be sustained, would be able to take remedial measures.</p>
<p><b>Share price and discount risk</b></p> <p>The principal risks described above each can affect the movement of the Company's share price and in some cases have the potential to increase the discount in the market value of the Company compared with the NAV.</p>	<p>The Board actively monitors the discount and believes that the combined effect of good investment performance, the risk mitigation arrangements described above and its ability to authorise buyback of shares when necessary, will both reduce discount and limit its variability.</p>
<p><b>Gearing</b></p> <p>The Company uses its ability to gear. Gearing has the effect of exacerbating market falls and gains.</p>	<p>The maximum level of borrowing permitted by the Company's investment policy is 25% of net assets. In order to manage the level of gearing, the Board has established a gearing level of around 10% of net assets although, with stock market fluctuations, this may range between 5% and 15%. The Board regularly reviews the Company's gearing levels and its compliance with bank covenants.</p>

In addition to these risks, the outcome and potential impact of the UK Government's negotiations with the European Union on Brexit is still unclear at the date of this report. This remains an economic risk for the Company, principally in relation to the potential impact of Brexit on currency volatility and the Manager's operations. Aberdeen Standard Investments has a significant Brexit program in place aimed at ensuring that they can continue to satisfy their clients' investment needs post Brexit.

In all other respects, the Company's principal risks and uncertainties have not changed materially since the year end.

### Key Performance Indicators (KPIs)

The key performance indicators (KPIs) which the Board uses to monitor the Company's performance are established industry measures, and are as follows:

KPI	Achievement of KPI
• NAV (total return) relative to the Company's benchmark index (3 years)	No
• Share price (total return) vs Peer Group (3 years)	No
• Discount or premium of the share price to NAV vs Peer Group on an annual average (1 year).	No
• Ongoing Charges Ratio (1 year)	Yes

Performance is compared against the Company's benchmark index and its Peer Group. In view of the Manager's style of investing, there can be, in the short-term, considerable divergence from both comparators. The Board uses a three year rolling performance for the following KPIs:- total NAV return against the benchmark index and share price total return compared with the Peer Group. The KPI for the discount comparison to its Peer Group is over one year. The Company's Ongoing Charges Ratio is compared with the Peer Group, taking into account its size, to ensure that total running costs remain competitive.

An analysis of the KPIs is provided on page 14. Over the three year period to 31 March 2019, the Company's NAV and share price return underperformed its KPI. This was largely attributable to the relative underperformance of the Trust's investment portfolio in the financial year to 31 March 2019 and the loss on the Currency Hedge in the financial year to 31 March 2017 caused by the sharp depreciation of sterling following the Brexit Referendum. The discount KPI also underperformed. The Trust's OCR reduced over the year to 31 March 2019 to 1.10% and is competitive within its Peer Group relative to its size of total assets.

### Promoting the Company

The Board recognises the importance of promoting the Company to prospective investors both for improving liquidity and enhancing the value and rating of the Company's shares. The Board believes an effective element of achieving this is through participation in the promotional programme run by the Aberdeen Group on behalf of a number of investment trusts under its management.

The purpose of the programme is both to enable the Company to communicate the long-term attractions of the Company effectively with existing shareholders and to gain new shareholders with the aim of improving liquidity and enhancing the value and rating of the Company's shares. The Company also supports the Aberdeen Group's investor relations programme of regional roadshows, promotional and public relations campaigns.

In addition, the Company's website contains a daily update on the latest portfolio performance and a monthly summary of investment performance together with information about the Japanese market, details of the principal risks of investing in the Company and any other significant developments within the Company.

Investors should be aware that, under the PRIIPS Regulation, the Manager is required to prepare a key information document ("KID") in respect of the Company.

This KID must be made available to retail investors prior to them making any investment decision and a link to it is available from the Company's website. The information and the procedures for calculating the risks, costs and potential returns contained in the KID are prescribed by the law. Investors should note that the figures in the KID may not reflect the expected returns for the Company and anticipated performance returns cannot be guaranteed.

### Board Diversity

The Board recognises the importance of having a diverse group of Directors with the right mix of competencies to allow the Board to fulfil its obligations. At 31 March 2019 there were three male Directors and two female Directors, all of whom bring different experience and skills and contribute distinctively to the Board's performance. The Board's statement on diversity is set out on page 28.

### Employee, Environmental, Social & Human Rights Issues

The Company has no employees as it has delegated operational management to the Manager. There are therefore no disclosures to be made in respect of employees. The Company's socially responsible investment policy is outlined on page 30.

### Modern Slavery Act

Due to the nature of the Company's business, being a company that does not offer goods and services to customers, the Board considers that it is not within the scope of the Modern Slavery Act 2015 because it has no turnover. The Company is therefore not required to make a slavery and human trafficking statement. In any event, the Board considers the Company's supply chains, dealing predominantly with professional advisers and service providers in the financial services industry, to be low risk in relation to this matter.

### Viability Statement

The Company's business model is designed to deliver long term capital growth to its shareholders through investment in large and liquid stocks in the global equity markets. Its plans are therefore based on having no fixed or limited life provided the global equity markets continue to operate normally.

The Board has assessed the Company's prospects over a three year period in accordance with the UK Corporate Governance Code. The Board considers that this period reflects a balance between looking out over a long term horizon and the inherent uncertainties of looking out further than three years. In assessing the viability of the Company over the review period the Directors have focused upon the following factors:



- 
- The principal risks detailed in the strategic report on pages 10 to 11 and the steps taken to mitigate these risks;
  - The ongoing relevance of the Company's investment objective in the current environment;
  - The level of revenue surplus generated by the Company;
  - The level of gearing is closely monitored by the Board;
  - The Company has the ability to renew or repay its gearing. The Company has a loan facility totalling JPY 2.3 billion in place until January 2020;
  - The liquidity of the Company's portfolio and the impact of stress testing on the portfolio, including the effects of any substantial future falls in investment values; and
  - The Company is invested in readily realisable listed securities.

Matters such as significant economic or stock market volatility, a substantial reduction in the liquidity of the portfolio or changes in investor sentiment, all of which could have an impact on the Company's prospects and viability in the future.

As an investment trust with a Japanese mandate, the Company's portfolio is unlikely to be adversely impacted as a direct result of Brexit although some currency volatility could arise.

Accordingly, taking into account the Company's current position and its prospects, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due for a period of three years from the date of this Report.

The Strategic Report was approved by the Board of Directors and signed on its behalf for Aberdeen Japan Investment Trust PLC by:

**Karen Brade**  
Chairman  
29 May 2019

### Financial Highlights

	31 March 2019	31 March 2018	% change
Total assets (as defined on page 71)	£99,810,000	£111,863,000	-10.8
Total equity shareholders' funds (net assets)	£88,025,000	£100,472,000	-12.4
Market capitalisation	£76,022,000	£85,775,000	-11.4
Share price (mid market)	525.00p	582.50p	-9.9
Net asset value per share	607.89p	682.31p	-10.9
Discount to net asset value <sup>A</sup>	13.6%	14.6%	
Net gearing <sup>A</sup>	11.6%	10.5%	
<b>Operating costs</b>			
Ongoing charges ratio <sup>A</sup>	1.10%	1.18%	
<b>Earnings</b>			
Total return per share	(70.63p)	75.83p	
Revenue return per share	6.83p	6.59p	
Proposed final dividend per share	5.40p	5.20p	
Revenue reserves (prior to payment of proposed final dividend)	£2,839,000	£2,604,000	

<sup>A</sup> Considered to be an Alternative Performance Measure. See pages 68 and 69 for more information.

### Key Performance Indicators

	1 year return	3 year return	5 year return	Return since 8 October 2013 (change of mandate)
Net asset value <sup>A</sup>	-10.2%	+21.8%	+67.5%	+69.0%
Index	-1.8%	+41.3%	+75.1%	+68.6%
Share price <sup>A</sup>	-9.1%	+20.6%	+67.9%	+60.3%
Peer Group share price	-7.8%	+44.3%	+101.0%	+88.8%
Average discount – Company	-11.4%	-11.6%	-9.9%	-9.8%
Average discount – Peer Group	-5.0%	-5.0%	-5.3%	-5.4%

Source: Standard Life Aberdeen, Lipper & Morningstar.

<sup>A</sup> Considered to be an Alternative Performance Measure. See page 68 for further details.

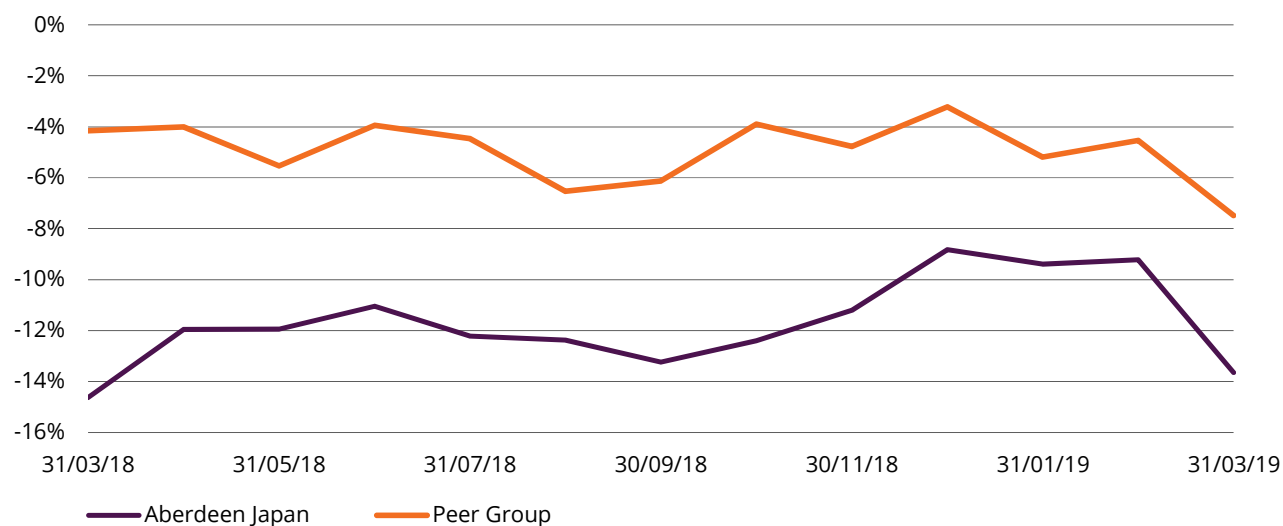
Based on share price and NAV per Morningstar (ie as available in the market, not including the annual report NAV).

Peer Group is the Japan sector of Morningstar.

Index represents the MSCI AC Asia Pacific (including Japan) Index (in Sterling terms) up to 7 October 2013 and the TOPIX (in Sterling terms) from 8 October 2013.

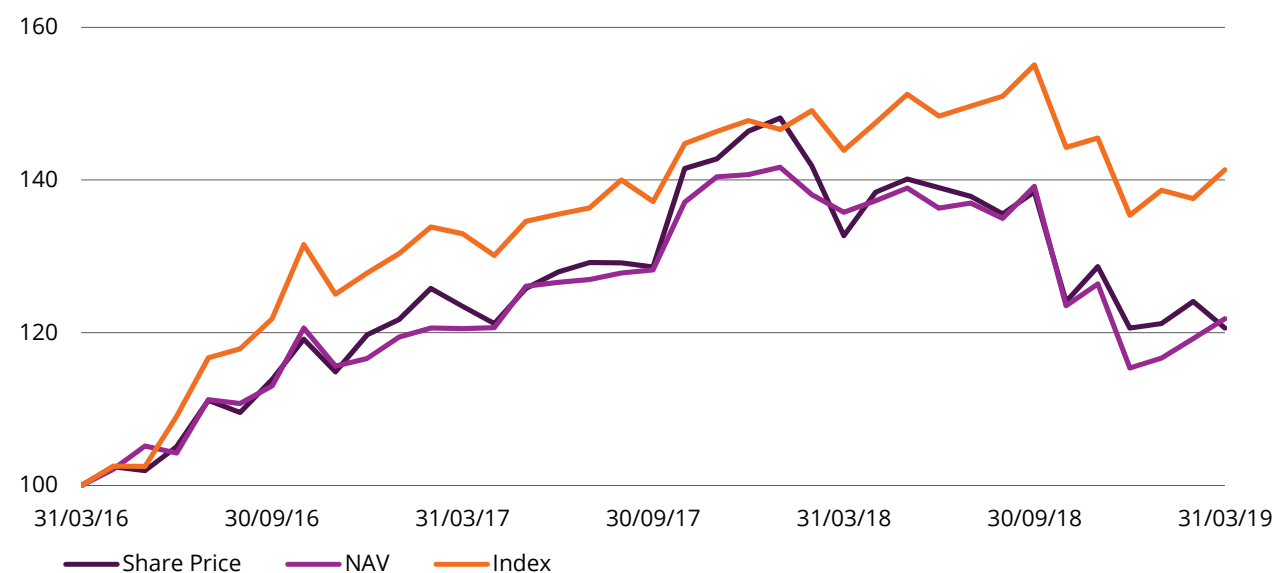
### Discount (%) v Peer Group Average

Year to 31 March 2019



### Total Return of NAV and Share Price vs Index (in Sterling terms)

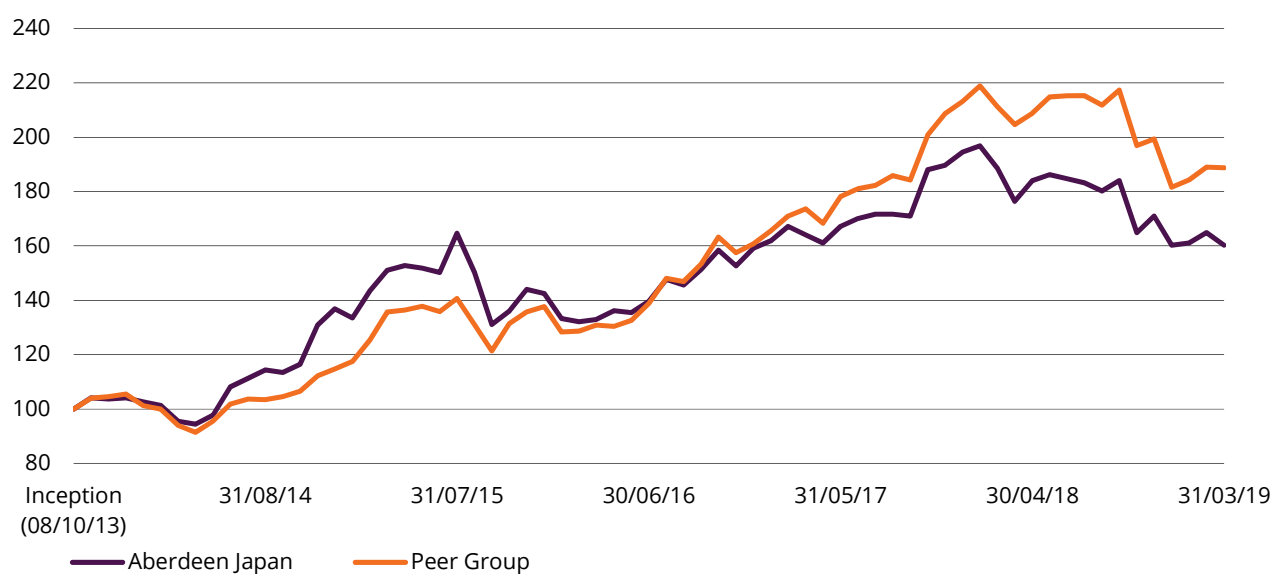
Three Years to 31 March 2019 (rebased to 100 at 31 March 2016)





### Share Price Total Return v Peer Group

8 October 2013 (Change of Mandate) to 31 March 2019 (rebased to 100 at 8 October 2013)



### Ten Year Financial Record

Year to 31 March	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Total revenue (£'000)	1,061	1,525	1,788	1,604	1,710	1,222	1,681	2,015	1,879	1,839
<b>Per share (p)</b>										
Net revenue return	2.25	4.65	6.03	5.13	6.00	3.70	5.67	7.25	6.59	6.83
Total return	125.36	32.46	12.05	58.98	(30.91)	174.47	(36.18)	102.69	75.83	(70.63)
Dividend	1.50	3.25	4.75	4.75	4.50	2.60	4.20	6.00	5.20	5.40
Net asset value	316.34	347.30	359.38	413.61	377.94	547.91	511.29	611.41	682.31	607.89
Shareholders' funds (£'000)	49,009	53,805	52,439	60,352	55,148	79,949	79,723	92,168	100,472	88,025

### Dividends

	Rate	Ex-dividend date	Record date	Payment date
Proposed final dividend 2019	5.40p	13 June 2019	14 June 2019	12 July 2019
Final dividend 2018	5.20p	14 June 2018	15 June 2018	13 July 2018

## Portfolio

The Company invests in a portfolio of about 50 companies in Japan, selected by the Investment Manager, from the 3,500 listed stocks on the Tokyo Stock Exchange.

The Manager is a fundamental, active and disciplined investment firm. Through first-hand research it seeks to identify high quality companies, evidenced by good management, strong balance sheets and robust business models. It believes there is no substitute for company visits, meeting and engagement with corporate management. It meets its portfolio companies at least twice a year and its policy is to vote at all AGMs and EGMs.



## Portfolio Ten Largest Investments

As at 31 March 2019

Company	Sector	Valuation 2019 £'000	Total assets %	Valuation 2018 £'000
<b>Keyence Corporation</b> The leading maker of sensors has a cash generative business and is backed by a strong balance sheet and technological expertise.	Electronic & Electrical Equipment	4,925	4.9	5,306
<b>Chugai Pharmaceutical Company</b> Roche's subsidiary in Japan, Chugai has a strong pipeline of drugs and is able to leverage its parent's portfolio and research.	Pharmaceuticals & Biotechnology	3,942	3.9	2,699
<b>Sysmex Corporation</b> The medical-equipment maker has a leading position in niche markets, particularly its dominance in the field of haematology. It also has a solid balance sheet and resilient business.	Health Care Equipment & Services	3,774	3.8	4,127
<b>Shin-Etsu Chemical Company</b> Despite the challenging environment, the Japanese maker of specialised chemicals remains a leader in its industry, due to its technological edge and a greater focus on profits than most Japanese rivals.	Chemicals	3,597	3.6	5,825
<b>Yamaha Corporation</b> After years of difficult restructuring, Yamaha Corp has narrowed its business focus to only musical instruments, where it has a solid global market share, and audio equipment, given its competitive edge in sound-synthesis technology.	Leisure Goods	3,521	3.5	1,298
<b>Daikin Industries</b> The air-conditioning equipment manufacturer has a solid global presence, particularly in China, where it leverages its environmentally-friendly range.	Industrial Engineering	3,368	3.4	3,145
<b>Ashai Intecc Company</b> A leading developer of interventional guide wires and catheters, with market-leading positions across the world. Its products are renowned for their quality, while demand for minimally-invasive surgery is growing.	Health Care Equipment & Services	3,347	3.4	2,621
<b>Japan Exchange Group Inc.</b> The company operates both the Tokyo and Osaka stock exchanges, which are essentially monopolistic businesses with high operating leverage. It has also been proactive in returning excess cash to shareholders.	Financial Services	3,000	3.0	2,906
<b>Shionogi &amp; Company</b> The pharmaceutical company specialises in infectious diseases, amongst other therapies, and is a global leader in the treatment of HIV. It has a strong in-house pipeline of compounds, which we believe bodes well for its medium to longer-term prospects.	Pharmaceuticals & Biotechnology	2,966	3.0	1,548
<b>Shiseido Company</b> One of Japan's biggest cosmetics groups with a strong portfolio that is increasingly weighted to lucrative prestige brands, supported by good management and decent governance.	Personal Goods	2,820	2.8	3,877
<b>Top ten investments</b>		<b>35,260</b>	<b>35.3</b>	



## Portfolio Other Investments

As at 31 March 2019

Company	Sector	Valuation 2019 £'000	Total assets %	Valuation 2018 £'000
Nippon Paint Holdings Company	Chemicals	2,678	2.7	2,763
KDDI Corporation	Mobile Telecommunications	2,644	2.7	3,183
Pigeon Corporation	Personal Goods	2,627	2.6	3,861
Makita Corporation	Household Goods & Home Construction	2,533	2.6	3,496
SCSK Corporation	Software & Computer Services	2,470	2.5	1,829
Amada Holdings Company	Industrial Engineering	2,429	2.4	3,980
Seven & I Holdings Company	General Retailers	2,287	2.3	3,637
Otsuka Corporation	Software & Computer Services	2,228	2.2	–
Nabtesco Corporation	Industrial Engineering	2,121	2.1	3,490
Tokio Marine Holdings Inc.	Nonlife Insurance	2,044	2.0	–
Top twenty investments		<b>59,321</b>	<b>59.4</b>	
Misumi Group Inc.	Industrial Engineering	2,038	2.0	–
Kansai Paint Company	Chemicals	2,018	2.0	1,817
Stanley Electric Company	Automobiles & Parts	1,999	2.0	2,683
Elecom Company	Technology Hardware & Equipment	1,891	1.9	–
Aeon Financial Service Company	Financial Services	1,717	1.7	2,047
USS Company	General Retailers	1,680	1.7	1,498
Mani Inc.	Health Care Equipment & Services	1,648	1.7	1,713
Denso Corporation	Automobiles & Parts	1,601	1.6	2,884
Pilot Corporation	Household Goods & Home Construction	1,584	1.6	555
Nitori Holdings	General Retailers	1,535	1.5	1,890
Top thirty investments		<b>77,032</b>	<b>77.1</b>	
Fanuc Corporation	Industrial Engineering	1,491	1.5	4,515
San-A Company	Food & Drug Retailers	1,474	1.5	2,051
Daibiru Corporation	Real Estate Investment & Services	1,469	1.5	1,667
Yahoo Japan Corporation	Software & Computer Services	1,460	1.5	3,661
Japan Tobacco Inc.	Tobacco	1,437	1.4	2,814
Welcia Holdings Company	Food & Drug Retailers	1,404	1.4	–
AIN Holdings Inc.	Food & Drug Retailers	1,383	1.4	1,860
Net One Systems Company	Software & Computer Services	1,311	1.3	–
Toyota Motor Corporation	Automobiles & Parts	1,075	1.1	1,371
Sho-Bond Holdings Company	Construction & Materials	971	1.0	–
Top forty investments		<b>90,507</b>	<b>90.7</b>	
Sakai Moving Service Company	Industrial Transportation	969	1.0	–
Sanken Electric	Technology Hardware & Equipment	941	0.9	996
Mandom Corporation	Personal Goods	926	0.9	1,548
Resorttrust Inc.	Travel & Leisure	913	0.9	1,063
Komatsu	Industrial Engineering	890	0.9	1,698
Renesas Electronics Corporation	Technology Hardware & Equipment	756	0.8	2,056
Aeon Fantasy Company	Travel & Leisure	623	0.6	–
Honda Motor Company	Automobiles & Parts	477	0.5	2,191
Calbee Inc.	Food Producers	403	0.4	1,710
As One Corporation	Health Care Equipment & Services	304	0.3	–
Total investments		<b>97,709</b>	<b>97.9</b>	
Net current assets <sup>A</sup>		<b>2,101</b>	<b>2.1</b>	
Total assets		<b>99,810</b>	<b>100.0</b>	

<sup>A</sup> Excludes bank loans of £11,785,000.

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

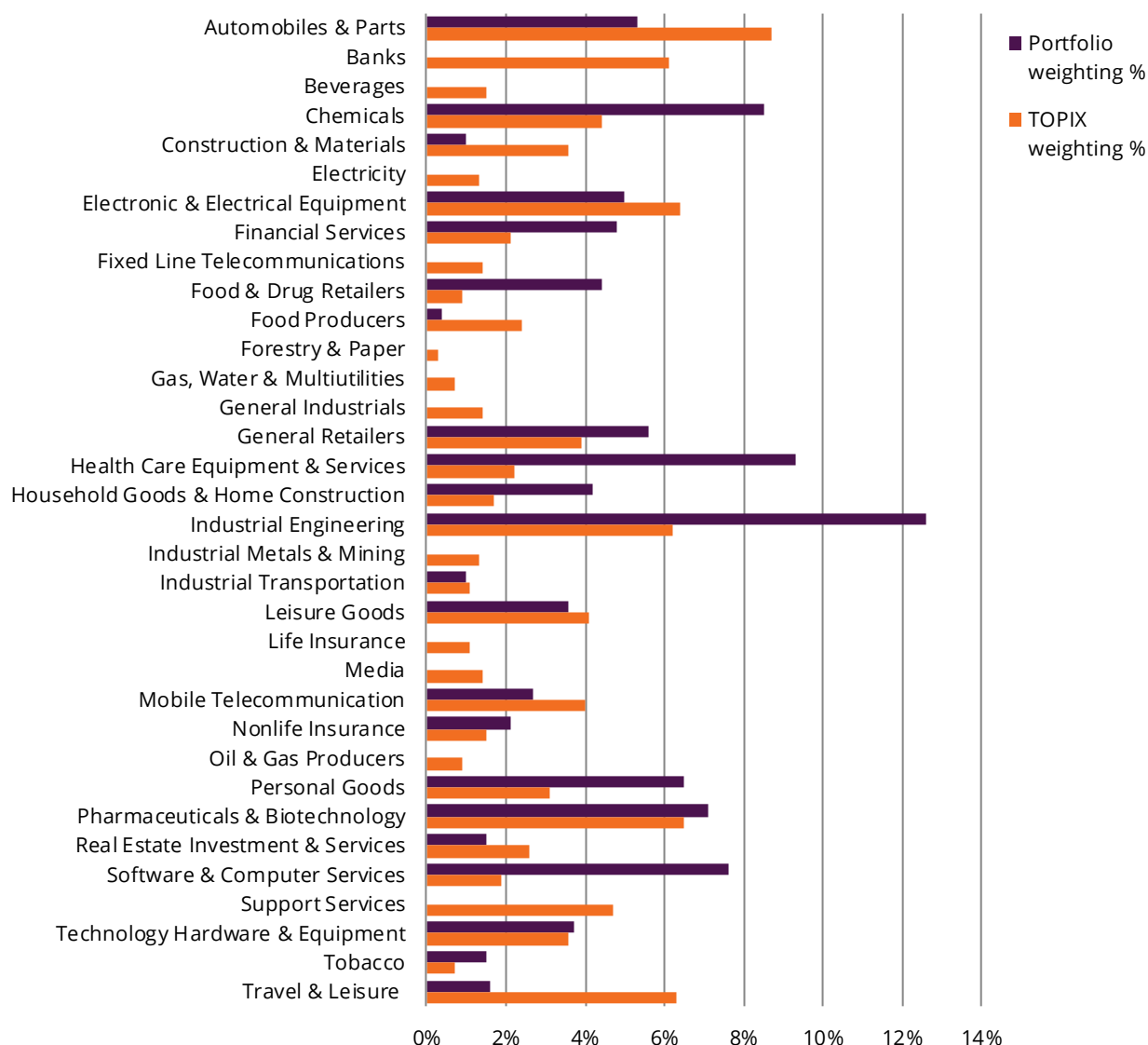
In the 2018 valuation column "–" denotes stock not held at last year end.



# Portfolio Sector Analysis and Currency Graph

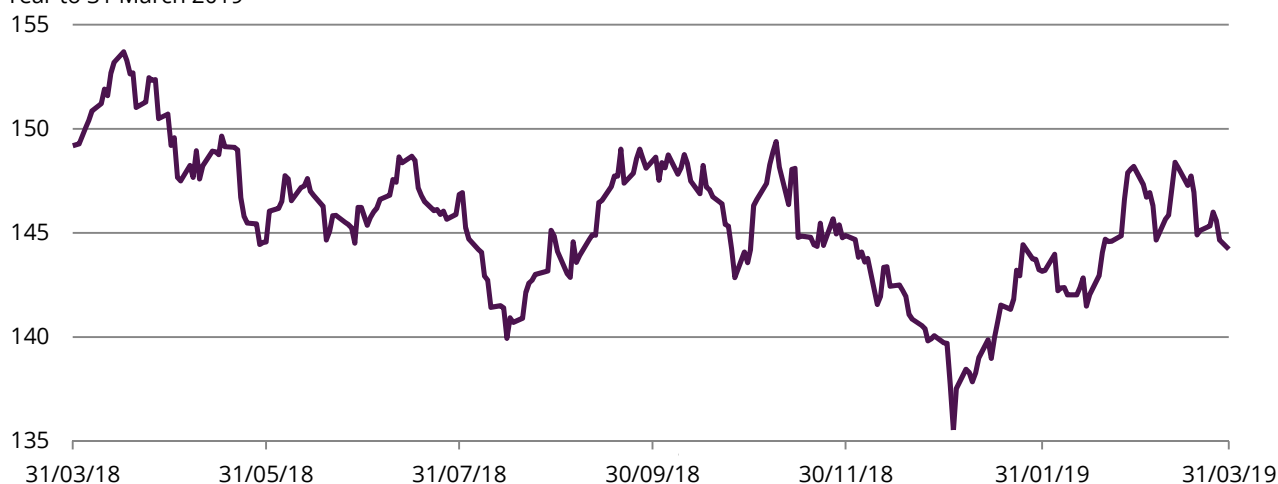
As at 31 March 2019

## Sector Breakdown



## Yen/Sterling Currency Movement

Year to 31 March 2019



A photograph of a Tokyo skyline. In the foreground, a white Shinkansen train is visible on a track. Behind it, there are several tall, modern skyscrapers with glass facades. The sky is blue with some white clouds. The overall scene depicts a bustling urban environment.

## Governance

The Company is committed to high standards of corporate governance and applies the principles identified in the UK Corporate Governance Code and the AIC Code of Corporate Governance. The Company is registered as a public limited company and has been accepted by HM Revenue & Customs as an investment trust.

All Directors are considered by the Board to be independent of the Manager.

A bustling cosmopolitan city, Tokyo is also a major transportation hub and a world economic and industrial centre.

## Governance

# Your Board of Directors

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**Karen Brade**

**Independent Chairman**

**Length of service:** 6 years; appointed a Director on 1 May 2013

**Experience:** Over 25 years of investment experience in a range of sectors and markets. She began her career at Citibank, working on various multi-national project finance transactions. Between 1994 and 2004 she was an investment principal at CDC Group plc (the UK Government's Development Finance Institution) where she directed equity and debt investing, portfolio management, fund raising and investor development including India, South Asia, Africa and China. Since 2005 she has been an adviser to hedge funds, family offices and private equity houses and is currently the Audit Committee Chairman of Augmentum Fintech plc and Crown Place VCT and Chairman of Keystone Investment Trust.



**Claire Boyle**

**Independent Director**

**Length of service:** Appointed a Director on 1 February 2019

**Experience:** Over 17 years' experience working in finance and equity investment management, working on funds over a wide range of sectors for international corporate, Government, State and retail clients, including unit and investment trusts. She was a partner at Oxburgh Partners LLP with responsibility for their European Equity Hedge Fund, and prior to that a European Equity Fund Manager at American Express Asset Management, where her role included both equity investment and business development. She is a chartered accountant, qualifying in 1993 whilst working in litigation support at Coopers & Lybrand, before starting her investment career on the UK research desk at Robert Fleming.



**Neil Gaskell**

**Independent Director**

**Length of service:** 14 years; appointed a Director on 31 March 2004; retired on 31 March 2019

**Experience:** An international career with the Royal Dutch Shell Group in senior management positions, several relating to Japan, including four years as Deputy Chief Executive and Representative Director of Showa Shell KK in Japan. After retirement as Shell's Group Treasurer, he has served on a number of listed company boards including currently as Chairman of Martin Currie Global Portfolio Trust plc. He is also a chartered accountant.



**Kevin Pakenham**

**Senior Independent Director and Audit Committee Chairman**

**Length of service:** 11 years; appointed a Director on 1 August 2007

**Experience:** A long career in banking and asset management and has held senior management positions in the global asset management industry over many years. He co-founded and is currently a director of Pakenham Partners, which provides corporate finance advice to the asset management industry. He is a former managing director of Jefferies International and CEO of John Govett & Co, including under its ownership by Allied Irish Bank and managing director of F&C Management.



**Sir David Warren**

**Independent Director**

**Length of service:** 3 years; appointed on 1 December 2015

**Experience:** A career in the British Diplomatic Service of over 35 years concentrating on East Asia following his initial Japanese language training, including three postings to Tokyo, and culminating in four and a half years as British Ambassador to Japan from 2008 to 2012. He is an Associate Fellow of the Asia-Pacific Programme of the Royal Institute of International Affairs.



# Governance

## Directors' Report

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### Status

The Company is registered as a public limited company in England & Wales under No. 3582911 and is an investment company as defined by Section 833 of the Companies Act 2006. It is a member of the Association of Investment Companies.

The Company has been accepted by HM Revenue & Customs as an investment trust subject to it continuing to meet the relevant eligibility conditions of Section 1158 of the Corporation Tax Act 2010 and the ongoing requirements of Part 2 Chapter 3 Statutory Instrument 2011/2999 for all financial years commencing on or after 1 April 2012. The Directors are of the opinion that the Company has conducted its affairs for the year ended 31 March 2019 so as to enable it to comply with the ongoing requirements for investment trust status.

The Company has conducted its affairs so as to satisfy the requirements as a qualifying security for Individual Savings Accounts. The Directors intend that the Company will continue to conduct its affairs in this manner.

### Share Capital and Rights attaching to the Company's Ordinary shares

At 31 March 2019 the Company had 14,480,439 Ordinary shares of 10p ("Ordinary shares") in issue (2018 – 14,725,277) and 1,341,133 Ordinary shares held in treasury (2018 – 1,096,295).

During the year to 31 March 2019 the Company purchased 244,838 Ordinary shares (1.7% of the issued share capital) at a discount to its NAV for treasury for a consideration of £1.3 million. Since the year end a further 200 Ordinary shares have been purchased in the market for treasury.

Each Ordinary shareholder is entitled to one vote on a show of hands and, on a poll, to one vote for every share held. The Ordinary shares carry a right to receive dividends which are declared from time to time by an ordinary resolution of the Company (up to the amount recommended by the Board). On a winding-up, after meeting the liabilities of the Company, the surplus assets would be paid to Ordinary shareholders in proportion to their shareholdings.

There are no restrictions on the transfer of Ordinary shares in the Company other than certain restrictions which may from time to time be imposed by law (for example, insider trading law) and there are no special rights attached to any of the shares. The Company is not aware of any agreements between shareholders which may result in restriction on the transfer of Ordinary shares or the voting rights.

The rules concerning amendments to the articles of association and powers to issue or buy back the Company's Ordinary shares are contained in the articles of association of the Company and the Companies Act 2006.

### Results and Dividend

The Company's results and performance for the year are detailed on pages 14 to 15.

The Directors recommend that a final dividend of 5.4p (2018 – 5.2p) is paid on 12 July 2019 to shareholders on the register on 14 June 2019. The ex-dividend date is 13 June 2019. A resolution in respect of the final dividend will be proposed at the forthcoming Annual General Meeting.

### Directors

Details of the Directors who served during the financial year are provided on page 22. Claire Boyle was appointed as a non-executive Director on 1 February 2019 and Neil Gaskell retired from the Board on 31 March 2019.

With the exception of Neil Gaskell, all Directors will stand for re-election at the AGM. The reasons for the Board's recommendations for their re-elections are set out in the Statement of Corporate Governance.

No contract or arrangement existed during the year in which any of the Directors was materially interested. No Director has a service contract with the Company.

### Directors' Insurances and Indemnities

Directors' & Officers' liability insurance cover has been maintained throughout the year at the expense of the Company.

Each Director of the Company is entitled to be indemnified out of the assets of the Company to the extent permitted by law against all costs, charges, losses, expenses and liabilities incurred by them in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or office. These rights are included in the Articles of Association of the Company and the Company has granted indemnities to each Director on this basis.

### Corporate Governance

The Statement of Corporate Governance, which forms part of the Directors' Report, is contained on pages 27 to 30.



### Principal Agreements

#### Management Agreement

The Company has appointed Aberdeen Standard Fund Managers Limited ("ASFML" or "Manager"), a wholly owned subsidiary of Standard Life Aberdeen plc, as its alternative investment fund manager ("AIFM"). ASFML has been appointed to provide investment management, risk management, administration and company secretarial services as well as promotional activities. The Company's portfolio is managed by Aberdeen Standard Investments (Japan) Limited ("ASIJ" or "Investment Manager") by way of a group delegation agreement between ASFML and ASIJ.

Company secretarial, accounting and administrative services are provided by Aberdeen Asset Management PLC ("Aberdeen"). The management agreement may be terminated by either the Company or the Manager on the expiry of six months' written notice. Aberdeen supplies the Board with monthly reports on the Company's activities.

For the year to 31 March 2019 the management fee was payable at a rate of 0.75% per annum of the value of the Company's net assets. No performance fee is payable. The basis for the fee calculation is net assets. The management fees paid during the year ended 31 March 2019 are shown in Note 4 to the Financial Statements.

The Board and Manager have agreed a change to the basis on which the management fee is calculated. Effective from 1 June 2019, the fee of 0.75% per annum will be charged on the lesser of the Company's net asset value or market capitalisation (as defined below), rather than on purely the net asset value. The fee will continue to be payable monthly in arrears. Market capitalisation is defined as the closing share price quoted on the London Stock Exchange multiplied by the number of shares in issue (less the number of any shares held in treasury), as determined on the last business day of the applicable calendar month to which the remuneration relates.

The total Ongoing Charges Ratio (OCR) for the period was 1.10% of net assets, a reduction from 1.18% in the previous year. The Board is committed to seeking reductions in OCR whenever possible.

#### Depositary Agreement

The Company has appointed BNP Paribas Securities Services, London Branch as its depositary.

#### Global Greenhouse Gas Emissions

The Company has no greenhouse gas emissions or other emissions producing sources to report from its operations.

### Substantial Interests

At 31 March 2019 the following were registered, or had notified the Company, as being interested in 3% or more of the Company's Ordinary share capital:

Shareholder	Number of shares held	% held
1607 Capital Partners	2,559,315	17.7
Aberdeen Standard Investments – retail plans	1,243,787	8.6
Wells Capital Management	1,196,424	8.3
Wesleyan Assurance	749,950	5.2
Brewin Dolphin	590,421	4.1
Hargreaves Lansdown	500,092	3.5
Rathbones	477,356	3.3
Raymond James Investment Services	461,259	3.2

Subsequent to the year end the Company was notified of the following change:

- 1607 Capital Partners' interest of 2,648,961 Ordinary shares (representing 18.3% of the issued shares).

As at the date of this Report, no other changes to the above interests had been notified to the Company.

### Going Concern

The Company's assets consist of equity shares in companies listed on recognised stock exchanges and in most circumstances are realisable within a short timescale.

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 (31 March), the Ordinary shares have been trading, on average, at a discount in excess of 10% to the underlying NAV over the same period, notice will be given of an ordinary resolution to be proposed at the following AGM to approve the continuation of the Company. In the 90 days to 31 March 2019, the Ordinary shares traded at an average discount of 9.4% to the underlying NAV. Accordingly, no resolution on the continuation of the Company will be put to the Company's shareholders at the Annual General Meeting.

The Company has in place loan facilities to the value of Yen 2.3 billion, available until January 2020 of which Yen 1.7 billion was drawn down at the year end. The Board has set limits for borrowing and regularly reviews the Company's gearing levels and its compliance with bank covenants. In advance of expiry of these facilities in January 2020, replacement options for the Company's

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gearing would be sought or, should the Board decide not to do so, any outstanding borrowing would be repaid through the proceeds of equity sales as required.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of these financial statements. This takes account of the liquidity of the Company's investments, and that the earliest date that the Company may be subject to a continuation vote is at the Annual General Meeting of the Company to be held in 2020. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

### Disclosure of information to the Auditor

The Directors who held office at the date of this Report each confirm that, so far as he or she is aware, there is no relevant audit information of which the Company's auditor is unaware; and he or she has taken all the steps that he or she might reasonably be expected to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

A resolution will be proposed at the AGM to re-appoint KPMG LLP, and to authorise the Directors to fix their remuneration.

### Annual General Meeting

The Annual General Meeting will be held on 9 July 2019. The notice of the Annual General Meeting and related notes may be found on pages 75 to 78. Resolutions relating to the following items will be proposed at the forthcoming Annual General Meeting:-

#### Authority to Allot Shares

Resolution 9, which is an ordinary resolution, seeks to renew the authority to allot the unissued share capital up to an aggregate nominal amount of £144,803 (equivalent to 10% of the Company's existing issued share capital at the date of this Report).

#### Limited Disapplication of Pre-emption Provisions

Resolution 10, which is a special resolution, seeks to renew the Directors' authority to allot Ordinary shares and sell shares held in treasury (see below), without first being required to offer those shares to shareholders, at a price above the undiluted NAV 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 £144,803 (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 Annual General Meeting held in 2020 or, if earlier, 30 September 2020 (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 10 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 price not less than the NAV per share. (Treasury shares are explained in more detail under the heading "Share Repurchases" below).

### Share Repurchases

Resolution 11, which is a special resolution, 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 is 14.99% of the issued Ordinary share capital of the Company as at the date of the passing of the resolution (approximately 2.17 million Ordinary shares at the date of this report). The minimum price which may be paid for an Ordinary share shall be 10p (exclusive of expenses). The maximum price (exclusive of expenses) which may be paid for the shares is 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 NAV 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 Annual General Meeting of the Company to be held in 2020 or, if earlier, 30 September 2020 (unless previously revoked, varied or renewed).

#### **Amendment to Dividend Policy**

Resolution 12, which is an ordinary resolution, proposes an amendment to the Company's dividend policy. In the past the Board has aimed to pay a dividend each year marginally greater than that required to maintain investment trust status. Going forward and subject to shareholder approval, the Board expects to pay an enhanced distribution to shareholders, which would consist of the Company's earnings for the year, 3p from revenue reserves plus an amount from capital reserves. Dividend distributions will be made on a semi-annual basis. Further details of the proposed change is contained in the Chairman's Statement.

Your Board considers the above resolutions 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 the resolutions to be proposed at the Annual General Meeting.

By Order of the Board and signed on its behalf

#### **Aberdeen Asset Management PLC**

Secretary  
Bow Bells House  
1 Bread Street  
London, EC4M 9HH

29 May 2019

# Governance

## Statement of Corporate Governance

### Introduction

The Company is committed to high standards of corporate governance. The Board is 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 "UK Code") published in 2016, which is available on the Financial Reporting Council's website: [www.frc.org.uk](http://www.frc.org.uk). The Association of Investment Companies has 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 UK Code that may be preferable. There is a certain amount of overlap with the UK Code, although the focus of attention is on the points of difference.

### Application of the Principles of the Codes

The Listing Rules of the UK Listing Authority require the Board to report on compliance with the UK Code provisions. The Company has complied in full throughout the year to 31 March 2019 with the AIC Code. In instances where the UK Code and AIC Code differ, an explanation is given in this Statement of Corporate Governance.

The exception to compliance with the UK Code, which is explained more fully under the heading of "The Board", is that the Chairman chairs the Remuneration Committee (UK Code Principle D.2.1). The Board is of the opinion that the Company has complied fully with the recommendations of the AIC Code and the relevant provisions of the UK Code.

### The Board

The Board consists of a Chairman and three non-executive Directors, all of whom are considered under the Codes to be independent of the Manager, Aberdeen Standard Fund Managers Limited, and free of any relationship which could materially interfere with the exercise of their independent judgement on issues of strategy, performance, resources and standards of conduct.

The number of routine Board and Committee meetings attended by each Director during the year compared to the total number of meetings that each Director was eligible to attend is provided in the table below. The Board meets formally at least five times a year, and more frequently where business needs require. In addition, the Board maintains regular contact with the Manager.

The primary focus at regular Board meetings is a review of investment performance and associated matters including gearing and hedging policies, asset allocation, promotion and investor relations, peer group information and industry issues. To enable the Board to function effectively and allow Directors to discharge their responsibilities, full and timely access is given to all relevant information. In the case of Board meetings, this consists of a comprehensive set of papers, including the Investment Manager's review, performance reports and discussion documents regarding specific matters. Directors have made further enquiries where necessary.

The Board sets the Company's values and objectives and ensures that its obligations to its shareholders are met. It has formally adopted a schedule of matters which are required to be brought to it for decision, thus ensuring that it maintains full and effective control over appropriate strategic, financial, operational and compliance issues. This includes:

- maintenance of clear investment objectives and risk management policies;
- monitoring of the business activities of the Company ranging from analysis of investment performance through to annual budgeting and quarterly forecasting and variance analysis;
- setting the range of gearing and hedging within which the Manager may operate;
- major changes relating to the Company's structure, including share buy-backs and share issuance;
- Board appointments and removals and the related terms;
- authorisation of Directors' conflicts or possible conflicts of interest;

Meetings held and attendance	Board	Audit Committee	Remuneration Committee	Nomination Committee	Management Engagement Committee
Karen Brade	5/5	2/2	2/2	2/2	2/2
Claire Boyle (appointed 1 Feb 19)	1/1	N/A	1/1	1/1	1/1
Neil Gaskell (retired 31 March 19)	5/5	2/2	2/2	2/2	2/2
Kevin Pakenham	5/5	2/2	2/2	2/2	2/2
Sir David Warren	5/5	2/2	2/2	2/2	2/2



- terms of reference and membership of Board Committees;
- appointment and removal of the Manager and the terms and conditions of the management and administration agreements relating thereto; and
- regulatory, accounting and legal requirements such as the approval of the half yearly and annual financial statements and approval and recommendation of any dividends respectively, any circulars, listing particulars and other releases concerning matters decided by the Board.

### Governance

The Board regularly monitors the interests of each Director and a register of Directors' interests, including potential conflicts of interest, is maintained by the Company. Directors who have potential conflicts of interest will not take part in any discussions which relate to that particular conflict.

The Board adopts a zero tolerance approach to bribery and corruption and has implemented appropriate procedures designed to prevent bribery.

In relation to the corporate offence of failing to prevent tax evasion, it is the Company's policy to conduct all business in an honest and ethical manner. The Company takes a zero-tolerance approach to facilitation of tax evasion whether under UK law or under the law of any foreign country and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships.

There is no age limit for Directors in the articles of association. The Board's policy on tenure is that Directors need not serve on the Board for a limited period of time only. The Board does not consider that the length of service of a Director is as important as the contribution he or she has to make, and therefore the relevance of individual length of service will be determined on a case by case basis, but taking into account the maximum service periods recommended in the UK Code.

The Board has implemented the provisions of the UK Code whereby all Directors of the Company will stand for re-election on an annual basis.

There is an agreed procedure for Directors to take independent professional advice, if necessary, at the Company's expense. The Directors have access to the advice and services of the corporate Company Secretary through its appointed representatives who are responsible to the Board:

- for ensuring that Board procedures are complied with;

- under the direction of the Chairman, for ensuring good information flows with the Board and its Committees, as well as facilitating induction and assisting with professional development as required; and
- for advising, through the Chairman, on all corporate governance matters.

### Board Committees

The terms of reference, which are reviewed annually, for each of the four Board Committees, may be found on the Company's website ([www.aberdeenjapan.co.uk](http://www.aberdeenjapan.co.uk)) under 'Corporate Governance' within the 'Trust Profile' section.

### Management Engagement Committee

The Management Engagement Committee is chaired by Karen Brade and comprises all Directors of the Company.

The Board monitors the resources and performance of the Manager during the financial year. The Committee undertakes a detailed annual review of the performance of the Manager and the terms of the management agreement.

As a result of these reviews, the Board concluded that the Manager has satisfactorily met the terms of the management agreement with the Company, and considers that the continuing appointment of the Manager is in the interests of the Company and its shareholders. The key factors taken into account in reaching this decision were the commitment, investment skills and experience of the Manager's personnel and the long term record of their performance in managing equities in Japan.

### Remuneration Committee

The Remuneration Committee is chaired by Karen Brade and comprises all Directors of the Company.

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

### Nomination Committee

The Nomination Committee is chaired by Karen Brade and comprises all Directors of the Company. The Committee's duties include annual appraisals, succession planning, new appointments and training. New appointments are made on merit, taking into account the benefits of diversity, including gender. The Board's overriding priority is to appoint the most appropriate candidate and has not set any measurable targets in relation to the diversity of the Board. The Committee reviews the composition, experience and commitment of the Directors.

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New Directors are given appropriate induction from the Manager covering the Manager's operations, legal responsibilities and industry matters. Directors are provided with appropriate training on changes in regulatory requirements, relevant industry issues and developments and are able to participate in training courses run by the AIC and other financial services providers.

The Committee has undertaken an annual performance evaluation, using questionnaires and discussion, to ensure that the Directors have all devoted sufficient time and contributed adequately to the work of the Board and Committees and to consider each Director's independence and other commitments. The outcome of this evaluation was satisfactory in each case and each Director is committed to serve the Company effectively.

Following a review of its composition and succession planning, the Board appointed an independent external search consultant, Trust Associates, to identify potential candidates for the Board which resulted in the appointment of Claire Boyle as a non-executive Director on 1 February 2019. Karen Brade took over the chairmanship of the Board on 10 July 2018 and Neil Gaskell retired from the Board on 31 March 2019.

The Committee considers that the Board's current significant diversity of skills, experience and culture serve the Company well and should be a consideration in selecting a new Director.

The Committee recommended, with the relevant Directors recusing themselves, the nomination for re-election, at the forthcoming Annual General Meeting, of Karen Brade, Claire Boyle, Kevin Pakenham and Sir David Warren. Karen Brade has over 20 years' investment experience in a range of sectors and markets, including equity and debt investing, portfolio management, fund raising and investor development in Asia. Claire Boyle is a chartered accountant and has over 13 years' experience of equity investment management. Kevin Pakenham has considerable experience of the investment management industry, long business experience in Asia and his role as Chairman of the Audit Committee is greatly valued. Sir David Warren has over 40 years' experience and knowledge of Japan from his diplomatic career.

### Communication with Shareholders

The Company places a great deal of importance on communication with its shareholders. The Manager has an annual programme of meetings with institutional shareholders and reports back to the Board on these meetings.

When shares in Aberdeen Japan Investment Trust 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 customers. 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 names of the plan administrator, are given the opportunity to vote by means of a Letter of Direction enclosed with the Annual Report. The Letter of Direction is forwarded to the administrator of the Share Plan and ISA, who will complete a proxy on behalf of the participants and forward it to the Company's registrars for inclusion in the voting figures.

As recommended best practice under the UK Code, the Annual Report is normally posted to shareholders at least twenty business days before the AGM. The Notice of Meeting sets out the business of the meeting and the resolutions are explained more fully in the Directors' Report. Separate resolutions are proposed for each substantive issue.

The Board is conscious that the AGM is an event at which all shareholders are encouraged to attend and participate. The Investment Manager makes a presentation to the meeting outlining the key investment issues that affect the Company. All shareholders have the opportunity to put questions at the AGM. Proxy voting figures for each resolution are announced to the meeting after voting on a show of hands and details are available on the Company's website.

The Board's policy is to communicate directly with shareholders and their representative bodies without the involvement of the management group (either the Company Secretary or the Manager) in situations where direct communication is required.

Shareholders have direct access to the Company via the Customer Services Department operated by the Manager. The Company also responds to letters from shareholders. Contact details may be found on page 79.

A website from which the Company's reports and other publications can be downloaded is maintained at [www.aberdeenjapan.co.uk](http://www.aberdeenjapan.co.uk).

### UK Stewardship Code and Proxy Voting as an Institutional Shareholder

Responsibility for actively monitoring the activities of portfolio companies has been delegated by the Board to the Manager which has sub-delegated that authority to the Investment Manager.

## Governance

# Statement of Corporate Governance continued

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The Company has been assessed by the FRC as a Tier 1 signatory to the Stewardship Code and the full text of the Company's response to the Stewardship Code may be found on its website.

### **Socially Responsible Investment Policy**

The Directors, through the Manager, encourage companies in which investments are made to adhere to best practice in the area of Corporate Governance and Socially Responsible Investing. 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 both areas.

The Manager's ultimate objective, however, is to deliver superior investment returns for their clients. Accordingly, whilst the Manager will seek to favour companies which pursue best practice in these areas, this must not be to the detriment of the return on the investment portfolio.

# Governance

## Report of the Audit Committee

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### Composition

The Audit Committee ("Committee") is chaired by Kevin Pakenham and comprises all Directors of the Company with Claire Boyle becoming the Chairman with effect from 9 July 2019. The Committee is satisfied that it has the necessary recent and relevant financial experience and competence relevant to the investment trust sector to fulfil its responsibilities. The main responsibilities of the Committee include:

- to monitor the integrity of the the annual and half yearly financial statements, including the accounting policies applied therein and to ensure compliance with financial and regulatory reporting requirements;
- to assess whether the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy;
- to review and report to the Board on the significant issues and judgements made in connection with the financial reporting including the statement on the Company's viability;
- to review the internal control and risk management systems on which the Company is reliant and meet the needs of the Company and provide appropriate mitigation to the risks of the Company's operations.
- to consider annually the need for the Company to have its own internal audit function;
- as the Company has no employees, to consider the Manager's arrangements whereby staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters ('whistleblowing');
- to consider the re-appointment, remuneration and terms of engagement of the external auditor and to review annually the external auditor's independence, objectivity, effectiveness, resources and qualification;
- to consider reports from the external auditor, including its audit strategy and findings; and
- to develop and implement policy on the engagement of the external auditor to supply non-audit services. All non-audit services must be approved in advance by the Committee.

The respective responsibilities of the Directors and the external auditor in connection with the financial statements appear on pages 38 and 42.

### Activities During the Year

The Committee meets at least twice per year when it reviews the annual and half yearly financial reports in detail. Reports from the Aberdeen Group's internal audit, risk and compliance departments are also considered by

the Committee which cover internal control systems, risk and the conduct of the business in the context of its regulatory environment.

### Significant Accounting Issue

The significant accounting issue considered by the Committee, including those communicated by the external auditor, in relation to the Company's financial statements for the year to 31 March 2019 was the valuation, existence and ownership of investments. The valuation of investments is undertaken in accordance with the stated accounting policies. All investments are in quoted securities in active markets, are considered to be liquid and have been categorised as Level 1 within FRS 102 fair value hierarchy. The portfolio holdings and their pricing is reviewed and verified by the Manager on a regular basis and management accounts, including a full portfolio listing, are prepared for each Board meeting. The Company used the services of an independent Depositary (BNP Paribas Securities Services) during the year under review to hold the assets of the Company. The investment portfolio is reconciled regularly by the Manager. The Committee reviews internal control reports from the Manager which provides details of the controls in place regarding the recording and pricing of investments. In addition, the Depositary, which is appointed to safeguard the Company's assets, checks its records on a monthly basis.

### Other Accounting Issues

Other accounting issues considered by the Committee include:

- Improper revenue recognition. Investment income is accounted for in accordance with stated accounting policies and regularly reviewed by the Committee. The Board regularly reviews the Company's income and revenue forecasts.
- Compliance with investment trust status, under section 1158 of the Corporation Tax Act 2010 which is monitored by the Manager on an ongoing basis and reported to the Committee.

### Review of Auditor

The Committee has reviewed the independence and the effectiveness of the auditor, KPMG LLP ("KPMG"), as follows:

- The auditor reports on an annual basis the steps it takes to ensure its independence and objectivity and confirms that it has complied with the relevant UK independence guidelines. The level of non-audit services provided by the auditor is assessed and for the period ended 31 March 2019 there were no non-audit services provided.



## Governance

# Report of the Audit Committee continued

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- The Committee considers the experience, continuity and tenure of the audit team, including the audit director. The audit team consists of suitably experienced staff with knowledge of the investment trust sector and there is a process in place for the rotation of the audit director.
- The Committee assesses the level of audit service annually. The audit plan is reviewed well in advance and subsequent audit findings are reported comprehensively in a timely manner and are resolved satisfactorily. The auditor has a good working relationship with both the Board and the Manager.

Following a review, the Committee is satisfied that KPMG remains independent and effective and supports the re-appointment of KPMG LLP as auditor for approval at the Annual General Meeting.

### Audit Tenure

Under EU legislation listed companies are required to tender the external audit at least every ten years, and change auditor at least every twenty years. The Committee last undertook an audit tender process in 2015 when KPMG LLP was appointed as auditor in respect of the financial year ended 31 March 2016. Under EU legislation, the Company will be required to tender the external audit no later than for the year ending 31 March 2026. In accordance with professional and regulatory standards, the audit director responsible for the audit is rotated at least every five years in order to protect independence and objectivity and to provide fresh challenge to the business. A new audit director from KPMG was appointed for the 2019 year-end audit.

### Internal Control

The Board is ultimately responsible for the Company's system of internal control and for reviewing its effectiveness. The Audit Committee confirms that as at 31 March 2018 there was a robust 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 financial statements, and is regularly reviewed by the Board and accords with the Financial Reporting Council's Guidance on Internal Controls.

Under the Management Agreement, the management of the Company's assets has been delegated to the Manager (ASFML) within overall guidelines. Risks are identified and documented through a risk management framework by each function within the Manager's activities. The internal control systems operated by the Manager are monitored and supported by internal audit and compliance function which undertakes periodic examination of business processes, including compliance with the terms of the

management agreement, and ensures that recommendations to improve controls are implemented.

The Committee has reviewed the effectiveness of the Manager's system of internal control, in particular the process for identifying and evaluating the significant risks affecting the Company, including financial, operational, regulatory and compliance, and the policies by which these risks are managed.

In addition, the Committee has adopted its own risk matrix which identifies the key risks for the Company and covers strategy, investment management, operations, regulatory and financial obligations and third party service providers.

A monitoring system is undertaken whereby the controls to mitigate these risks, and the impact of the residual risks, are assessed on a regular basis. Details of the principal risks faced by the Company during the financial year are provided in the Overview of Strategy.

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

- the Manager prepares management reports, covering investment activities and financial matters 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 Manager as appropriate;
- the Manager's risk management, internal audit and compliance departments continually review the Manager's operations and reports to the Committee on a six monthly basis. A representative from the Manager's internal audit team meets with the Committee annually; and
- written agreements are in place which specifically define the roles and responsibilities of the Manager and other third party service providers.

During the year the Committee reviewed detailed reports from the Manager's risk management, internal audit and compliance functions. Areas covered included the arrangements for IT security, the control of transactions between shareholders and the Company, the adequacy of key investment staff succession plans and the effectiveness of the Manager's risk and internal audit functions for the purposes of the Company. The Committee also reviewed a report from the Depositary

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covering their functions in relation to safeguarding the Company's assets.

The Committee has monitored developments within the Standard Life Aberdeen plc Group to ensure that the effective management of the Company, including its performance, continues. The Committee has considered the need for an internal audit function but, because of the compliance and internal control systems in place at the Manager, has decided to place reliance on the Manager's systems and internal audit procedures.

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.

No significant failings or weaknesses in the Company's process for identifying, evaluating and managing the significant risks faced by the Company were identified during the year under review

# Governance

## Directors' Remuneration Report

The Board has prepared this Remuneration Report in accordance with the regulations governing the disclosure and approval of Directors' remuneration. This Remuneration Report comprises three parts:

- (i) A Remuneration Policy, set out below, which was last approved by shareholders at the Annual General Meeting held in 2017. This policy is subject to a vote at least every three years. Any change to this policy during this interval would also require shareholder approval.
- (ii) An annual Implementation Report, which provides information on how the Remuneration policy has been applied during the year and will be subject to an advisory vote.
- (iii) An Annual Statement.

The law requires the Company's auditor to audit certain of the disclosures provided in the Remuneration Report. Where disclosures have been audited, they are indicated as such. The auditor's opinion is included in the report on page 41.

The principles remain the same as for previous years. There have been no changes to the Directors' Remuneration Policy during the period of this Report nor are there any proposals for the foreseeable future, except for the level of Directors' fees as set out in the Implementation Report below.

### Remuneration Policy for Directors

The Remuneration Policy takes into consideration the principles of the UK Corporate Governance Code and the AIC's recommendations regarding the application of those principles to investment companies. Directors' remuneration is determined by the Remuneration Committee which comprises all Directors of the Company.

### Directors' Fees

The Directors are non-executive and their fees are set within the limits of the Company's articles of association, which limit the aggregate fees payable to £200,000 per annum. The limit may only be increased by a shareholder resolution. The Directors' fees for the year to 31 March 2019 totalled £93,000.

Subject to this overall limit, the Board's policy is that the remuneration of non-executive Directors should reflect the nature of their duties, responsibilities and the value of their time spent and be fair and comparable to that of other investment trusts that are similar in size, have a similar capital structure and have a similar investment objective. No shareholder views were sought in setting the remuneration policy although any comments received

from shareholders would be considered on an on-going basis.

Fee rates are established after reviewing external sources as to current market levels.

	From 1 April 2019 £	From 1 April 2018 £
Chairman	29,000	28,000
Chairman of Audit Committee	22,750	22,000
Director	20,750	20,000

### Appointment of Directors

- The Company only intends to appoint non-executive Directors under the terms of Letters of Appointment.
- Directors must retire and be subject to election at the first AGM after their appointment, and at least every three years thereafter.
- New appointments to the Board will be placed on the fee applicable to all Directors at the time of appointment.
- No incentive or introductory fees will be paid to encourage a Directorship.
- The Directors are not eligible for bonuses, pension benefits, share options, long term incentive schemes or other benefits.
- The Company indemnifies its Directors for costs, charges, losses, expenses and liabilities which may be incurred in the discharge of duties, as a Director of the Company.
- The Directors are entitled to be re-imbursed for out-of-pocket expenses incurred in connection with performing their duties including travel expenses.

### Performance, Service Contracts, Compensation and Loss of Office

- The Directors' remuneration is not subject to any performance related fee.
- No Director has a service contract.
- No Director was interested in contracts with the Company during the period or subsequently.
- The terms of appointment provide that a Director may be removed without notice.
- Compensation will not be due upon leaving office.
- No Director is entitled to any other monetary payment or any assets of the Company.

Directors' & Officers' liability insurance cover is maintained by the Company on behalf of the Directors.

The above Remuneration Policy was approved at the AGM on 10 July 2017 and is effective for three years.

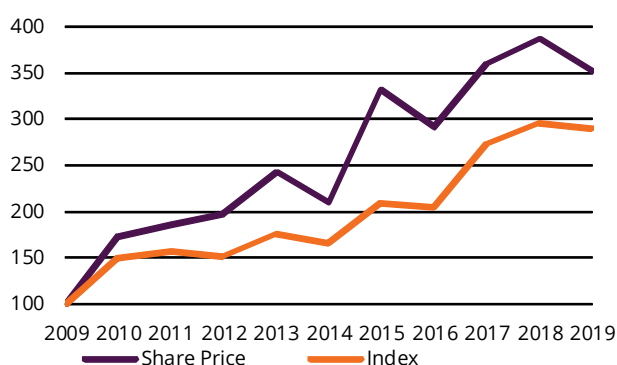
## Implementation Report

### Directors' Fees Increase

During the financial year the Board carried out a review of the level of Directors' fees and increased the amounts payable to £29,000 for the Chairman, £22,750 for the Audit Committee Chairman and £20,750 for each Director, effective from 1 April 2019. There are no further fees to disclose as the Company has no employees, Chief Executive or Executive Directors.

### Company Performance

During the year the Board carried out a review of investment performance. The graph below shows the share price and NAV total return (assuming all dividends are reinvested) to Ordinary shareholders compared to the total return from a composite index, in Sterling terms, consisting of the MSCI All Countries Asia Pacific Index (including Japan) up to 7 October 2013 and the TOPIX Index thereafter, for the ten year period ended 31 March 2019 (rebased to 100 at 31 March 2009). This index was chosen for comparison purposes, as it is the reference index used for investment performance measurement purposes.



### Statement of Voting at General Meeting

At the Company's last AGM, held on 10 July 2018, shareholders approved the Directors' Remuneration Report in respect of the year ended 31 March 2018 and the Directors Remuneration Policy:

Resolution	For	Against	Withheld
Receive and Adopt Directors' Remuneration Report	6.1m (99.6%)	8,858 (0.1%)	19,269 (0.3%)

At the Company's AGM held on 10 July 2017, shareholders approved the Directors' Remuneration Policy with 99.4% of proxy votes in favour of the resolution, 0.3% against and 0.3% abstained.

## Spend on Pay

As the Company has no employees, the Directors do not consider it appropriate to present a table comparing remuneration paid to employees with distributions to shareholders. The total fees paid to Directors are shown below.

### Audited Information

#### Fees Payable

The Directors who served in the year received the fees in the table below which exclude employers' NI payable. This represents the entire remuneration paid to the Directors.

Director	2019 £	2018 £	2017 £
Karen Brade	26,000	19,500	19,000
Claire Boyle <sup>1</sup>	3,333	-	-
Neil Gaskell <sup>2</sup>	22,000	27,500	27,000
Kevin Pakenham	22,000	21,500	21,000
Sir David Warren	20,000	19,500	19,000
Sir Andrew Burns <sup>3</sup>	-	-	5,005
<b>Total</b>	<b>93,333</b>	<b>88,000</b>	<b>91,005</b>

<sup>1</sup> Appointed on 1 February 2019; <sup>2</sup> Retired on 31 March 2019; <sup>3</sup> Retired on 5 July 2016;

Fees are pro-rated where a change takes place during a financial year. No fees were paid to third parties.

### Directors' Interests in the Company

Directors are not required to have a shareholding in the Company. The Directors (including their connected persons) at 31 March 2019 and 31 March 2018 had no interest in the share capital of the Company other than those interests, all of which are beneficial interests, shown in the table below.

	31 March 2019 Ord 10p	31 March 2018 Ord 10p
Karen Brade	1,537	1,510
Claire Boyle (appointed 1.2.19)	nil	N/A
Neil Gaskell (retired 31.3.19)	35,078	35,078
Kevin Pakenham	11,207	11,175
Sir David Warren	3,319	nil

### Annual Statement

On behalf of the Board and in accordance with Part 2 of Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, I confirm that the above Report on Remuneration Policy and Remuneration Implementation summarises, as applicable, for the year ended 31 March 2019:

- the major decisions on Directors' remuneration;



## Governance

# Directors' Remuneration Report continued

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- any substantial changes relating to Directors' remuneration made during the year; and
- the context in which the changes occurred and in which decisions have been taken.

The Directors' Remuneration Report was approved by the Board of Directors and signed on its behalf by:

**Karen Brade**  
Chairman

29 May 2019



An aerial photograph of a very busy pedestrian crossing in Tokyo, Japan. The crossing is a large square with multiple sets of white zebra stripes on a dark asphalt surface. Hundreds of people are walking across the crossing in various directions. In the top left corner, there is a red-paved area with several cars parked or stopped. In the bottom left corner, a green taxi and a white taxi are visible. The background shows city buildings and more pedestrians. A white text box is overlaid in the top right corner.

## Financial statements

Over the year, your Company's NAV returned -10.2%, compared to the benchmark return of -1.8%.

Tokyo, Japan, view of Shibuya Crossing, one of the busiest crosswalks in the world.



# Financial Statements

## Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they are required to prepare the financial statements in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 its profit or loss for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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 Strategic Report, 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.

### Responsibility statement of the Directors in respect of the annual financial report

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the strategic report includes a fair review of the development and performance of the business and the position of the issuer, together with a description of the principal risks and uncertainties that they face.

We consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

For and on behalf of Aberdeen Japan Investment Trust PLC

**Karen Brade**  
Chairman

29 May 2019

# Financial Statements

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

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### 1 Our opinion is unmodified

We have audited the financial statements of Aberdeen Japan Investment Trust PLC ("the Company") for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows, and the related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of Company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### *Basis for opinion*

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were appointed as auditor by the shareholders on 14 July 2015. The period of total uninterrupted engagement is for the four financial years ended 31 March 2019. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

### 2 Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matter (unchanged from 2018), in arriving at our audit opinion above, together with our key audit procedures to address this matter and, as required for public interest entities, our results from those procedures. This matter was addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on this matter.

	The risk	Our response
<b>Carrying amount of quoted investments</b> (£97.7 million; 2018: £110.4 million)  Refer to page 31 (Audit Committee Report), page 48 (accounting policy) and page 53 (financial disclosures).	<b>Low risk, high value:</b> The Company's portfolio of quoted investments makes up 97.1% of the Company's total assets (by value) and is considered to be the key driver of results. We do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgement because they comprise liquid, quoted investments. However, due to their materiality in the context of the financial statements as a whole, they are considered to be the area which had the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit.	Our procedures included: <ul style="list-style-type: none"><li>• Tests of detail: Agreeing the valuation of 100 per cent of investments in the portfolio to externally quoted prices; and</li><li>• Enquiry of Depositary: Agreeing 100 per cent of investment holdings in the portfolio to independently received third party confirmations from Depositary.</li></ul> Our results: We found the carrying amount of quoted investments to be acceptable (2018: acceptable).



# Financial Statements

## Independent Auditor's Report to the Members of Aberdeen Japan Investment Trust PLC continued

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### 3 Our application of materiality and an overview of the scope of our audit

Materiality for the financial statements as a whole was set at £1.0m (2018: £1.1m), determined with reference to a benchmark of total assets, of which it represents 1% (2018: 1%).

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £50,000 (2018: £56,000) for the financial statements as a whole, in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality level specified above and was performed at KPMG LLP in Edinburgh and BNP Paribas office in Dundee.

### 4 We have nothing to report on going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

Our responsibility is to conclude on the appropriateness of the Directors' conclusions and, had there been a material uncertainty related to going concern, to make reference to that in this audit report. However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model, including the impact of Brexit and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We evaluated those risks and concluded that they were not significant enough to require us to perform additional procedures.

Based on this work, we are required to report to you if:

- we have anything material to add or draw attention to in relation to the Directors' statement in Note 2 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Company's use of that basis for a period of at least twelve months from the date of approval of the financial statements; or
- the related statement under the Listing Rules set out on page 24 is materially inconsistent with our audit knowledge.

We have nothing to report in these respects, and we did not identify going concern as a key audit matter.

### 5 We have nothing to report on the other information in the Annual Report

The Directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

#### **Strategic report and Directors' report**

Based solely on our work on the other information:

- we have not identified material misstatements in the Strategic Report and the Directors' Report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements;
- and

- 
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

#### ***Directors' remuneration report***

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

#### ***Disclosures of principal risks and longer-term viability***

Based on the knowledge we acquired during our financial statements audit, we have nothing material to add or draw attention to in relation to:

- the Directors' confirmation within the Viability Statement on pages 12 to 13 that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency and liquidity;
- the disclosures describing these risks and explaining how they are being managed and mitigated; and
- the Directors' explanation in the Viability Statement of how they have assessed the prospects of the Company, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Under the Listing Rules we are required to review the Viability Statement. We have nothing to report in this respect.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgments that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Company's longer-term viability.

#### ***Corporate governance disclosures***

We are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our financial statements audit and the Directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy; or
- the section of the annual report describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.

We are required to report to you if the Statement of Corporate Governance does not properly disclose a departure from the eleven provisions of the UK Corporate Governance Code specified by the Listing Rules for our review.

We have nothing to report in these respects.

## **6 We have nothing to report on the other matters on which we are required to report by exception**

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.

We have nothing to report in these respects.

# Financial Statements

## Independent Auditor's Report to the Members of Aberdeen Japan Investment Trust PLC *continued*

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### 7 Respective responsibilities

#### *Directors' responsibilities*

As explained more fully in their statement set out on page 38, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### *Auditor's responsibilities*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or other irregularities (see below), or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud, other irregularities or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

#### *Irregularities – ability to detect*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the Directors and the manager and the administrator (as required by auditing standards), and discussed with the Directors and the manager the policies and procedures regarding compliance with laws and regulations. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), and its qualification as an Investment Trust under UK tax legislation, any breach of which could lead to the Company losing various deductions and exemptions from UK corporation tax, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: the Listing Rules and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

### 8 The purpose of our audit work and to whom we owe our responsibilities

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

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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.

**Gary Fensom (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EG

29 May 2019



## Financial Statements

# Statement of Comprehensive Income

	Notes	Year ended 31 March 2019			Year ended 31 March 2018		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
(Losses)/gains on investments	10	–	(9,972)	(9,972)	–	6,829	6,829
Income	3	1,839	–	1,839	1,879	–	1,879
Exchange (losses)/gains	14	–	(857)	(857)	–	4,104	4,104
Investment management fee	4	(282)	(424)	(706)	(339)	(508)	(847)
Administrative expenses	5	(331)	(11)	(342)	(326)	(15)	(341)
<b>Net return before finance costs and taxation</b>		<b>1,226</b>	<b>(11,264)</b>	<b>(10,038)</b>	<b>1,214</b>	<b>10,410</b>	<b>11,624</b>
Finance costs	6	(44)	(65)	(109)	(42)	(63)	(105)
<b>Net return before taxation</b>		<b>1,182</b>	<b>(11,329)</b>	<b>(10,147)</b>	<b>1,172</b>	<b>10,347</b>	<b>11,519</b>
Taxation	7	(184)	–	(184)	(188)	–	(188)
<b>Net return after taxation</b>		<b>998</b>	<b>(11,329)</b>	<b>(10,331)</b>	<b>984</b>	<b>10,347</b>	<b>11,331</b>
<b>Return per Ordinary share (pence)</b>	<b>9</b>	<b>6.83</b>	<b>(77.46)</b>	<b>(70.63)</b>	<b>6.59</b>	<b>69.24</b>	<b>75.83</b>

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

All revenue and capital items in the above statement derive from continuing operations.

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

# Financial Statements

## Statement of Financial Position

	Notes	As at 31 March 2019 £'000	As at 31 March 2018 £'000
<b>Fixed assets</b>			
Investments held at fair value through profit or loss	10	97,709	110,414
<b>Current assets</b>			
Debtors	11	1,359	743
Cash at bank and in hand		1,516	881
		2,875	1,624
<b>Creditors: amounts falling due within one year</b>			
Foreign currency bank loans	12	(11,785)	(2,681)
Other creditors	12	(774)	(175)
		(12,559)	(2,856)
<b>Net current liabilities</b>		(9,684)	(1,232)
<b>Total assets less current liabilities</b>		88,025	109,182
<b>Creditors: amounts falling due in more than one year</b>			
Foreign currency bank loans	12	–	(8,710)
<b>Net assets</b>		<b>88,025</b>	<b>100,472</b>
<b>Share capital and reserves</b>			
Called-up share capital	13	1,582	1,582
Share premium		6,656	6,656
Capital redemption reserve		2,273	2,273
Capital reserve	14	74,675	87,357
Revenue reserve		2,839	2,604
<b>Equity shareholders' funds</b>		<b>88,025</b>	<b>100,472</b>
<b>Net asset value per Ordinary share (pence)</b>	15	<b>607.89</b>	<b>682.31</b>

The financial statements were approved and authorised for issue by the Board of Directors on 29 May 2019 and were signed on its behalf by:

**Karen Brade**  
Chairman

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

## Financial Statements

# Statement of Changes in Equity

For the year ended 31 March 2019

		Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
Notes							
Balance at 31 March 2018		1,582	6,656	2,273	87,357	2,604	100,472
Return after taxation		-	-	-	(11,329)	998	(10,331)
Dividend paid	8	-	-	-	-	(763)	(763)
Purchase of Ordinary shares to be held in treasury	13	-	-	-	(1,353)	-	(1,353)
<b>Balance at 31 March 2019</b>		<b>1,582</b>	<b>6,656</b>	<b>2,273</b>	<b>74,675</b>	<b>2,839</b>	<b>88,025</b>

For the year ended 31 March 2018

		Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
Balance at 31 March 2017		1,582	6,656	2,273	79,137	2,520	92,168
Return after taxation		-	-	-	10,347	984	11,331
Dividend paid	8	-	-	-	-	(900)	(900)
Purchase of Ordinary shares to be held in treasury	13	-	-	-	(2,127)	-	(2,127)
<b>Balance at 31 March 2018</b>		<b>1,582</b>	<b>6,656</b>	<b>2,273</b>	<b>87,357</b>	<b>2,604</b>	<b>100,472</b>

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

# Financial Statements

## Statement of Cash Flows

	Year ended 31 March 2019 £'000	Year ended 31 March 2018 £'000
<b>Operating activities</b>		
Net return before taxation	(10,147)	11,519
Adjustment for:		
Losses/(gains) on investments	9,972	(6,829)
(Decrease)/increase in other creditors	(12)	12
Finance costs	109	105
Expenses taken to capital reserve	11	15
Foreign exchange losses/(gains)	337	(690)
Overseas withholding tax	(184)	(188)
Decrease/(increase) in accrued dividend income	50	(4)
Decrease in other debtors	3	8
<b>Net cash inflow from operating activities</b>	<b>139</b>	<b>3,948</b>
<b>Investing activities</b>		
Purchases of investments	(29,080)	(29,919)
Sales of investments	31,755	28,994
Expenses allocated to capital	(11)	(15)
<b>Net cash inflow/(outflow) from investing activities</b>	<b>2,664</b>	<b>(940)</b>
<b>Financing activities</b>		
Bank and loan interest paid	(109)	(105)
Equity dividend paid	(763)	(900)
Purchase of own shares to treasury	(1,353)	(2,127)
<b>Net cash outflow from financing activities</b>	<b>(2,225)</b>	<b>(3,132)</b>
<b>Increase/(decrease) in cash</b>	<b>578</b>	<b>(124)</b>
<b>Analysis of changes in cash during the year</b>		
Opening balance	881	1,007
Effects of exchange rate fluctuations on cash held	57	(2)
Increase/(decrease) in cash as above	578	(124)
<b>Closing balance</b>	<b>1,516</b>	<b>881</b>

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



# Financial Statements

## Notes to the Financial Statements

For the year ended 31 March 2019

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### 1. Principal activity

The Company is a closed-end investment company, registered in England and Wales No 3582911, with its Ordinary shares being listed on the London Stock Exchange.

### 2. Accounting policies

#### (a) Basis of accounting and going concern

The financial statements have been prepared in accordance with Financial Reporting Standard 102 and with the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' issued in November 2014 and updated in February 2018 with consequential amendments (applicable for accounting periods beginning on or after 1 January 2019 but adopted early). They have also been prepared on the assumption that approval as an investment trust will continue to be granted. The financial statements have been prepared on a going concern basis. 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 details is included in the Directors' Report (unaudited) on page 24.

The Company's financial statements are presented in Sterling, which is also the functional currency as it is the basis upon which shareholders operate and expenses are generally paid. All values are rounded to the nearest thousand pounds (£'000) except when otherwise indicated.

The accounting policies applied are unchanged from the prior year and have been applied consistently.

#### (b) Valuation of investments

The Company's business is investing in financial assets with a view to profiting from their total return in the form of income and capital growth. This portfolio of financial assets is managed and its performance evaluated on a fair value basis, in accordance with a documented investment strategy, and information about the portfolio is provided internally on that basis to the Company's Board of Directors. Accordingly, upon initial recognition the Company designates the investments 'at fair value through profit or loss'. Fair value is taken to be the investment's cost at the trade date (excluding expenses incidental to the acquisition which are written off in the Statement of Comprehensive Income, and allocated to 'capital' at the time of acquisition).

Subsequent to initial recognition, investments continue to be designated at fair value through profit or loss, which is deemed to be bid prices, where the bid price is available, or otherwise at fair value based on published price quotations.

#### (c) Income

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. 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.

Where applicable the dividend income is disclosed net of irrecoverable taxes deducted at source. UK dividend income is recorded net of tax credits.

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**(d) Expenses**

All expenses are accounted for on an accruals basis. Expenses are allocated to revenue in the Statement of Comprehensive Income except as follows:

- expenses are allocated and borne by capital where a connection with the maintenance or enhancement of the value of the investments can be demonstrated. In this respect, the investment management fee is allocated 40% to revenue and 60% to realised capital reserves to reflect the Company's investment policy and prospective income and capital growth; and
- transactions costs are charged to capital.

**(e) Taxation**

The tax payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income because it excludes items of income or expenditure that are taxable or deductible in other years and it further excludes items that are never taxable or deductible (see note 7 for a more detailed explanation). The Company has no liability for current tax.

**Deferred taxation**

Deferred taxation is provided on all timing differences, that have originated but not reversed at the Statement of Financial Position 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 Statement of Financial Position date, measured on an undiscounted basis and based on tax rates expected to apply in the period that the timing differences reverse. 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 foreseeable future, the Company has not provided deferred tax on any capital gains and losses arising on the revaluation or disposal of investments.

**(f) Nature and purpose of reserves**

**Called-up share capital**

The Ordinary share capital on the Statement of Financial Position relates to the number of shares in issue and in treasury. Only when the shares are cancelled, either from treasury or directly, is a transfer made to the capital redemption reserve. This reserve is not distributable.

**Share premium account**

The balance classified as share premium includes the premium above nominal value from the proceeds on issue of any equity share capital comprising Ordinary shares of 10p. This reserve is not distributable.

**Capital redemption reserve**

The capital redemption reserve is used to record the amount equivalent to the nominal value of any of the Company's own shares purchased and cancelled in order to maintain the Company's capital. This reserve is not distributable.

**Capital reserve**

Gains or losses on disposal of investments and changes in fair values of investments are transferred to the capital reserve. The capital element of the management fee and relevant finance costs are charged to this reserve. Any associated tax relief is also credited to this reserve. The costs of share buybacks to be held in treasury are also deducted from this reserve. The capital reserve, to the extent that the gains are deemed realised, is distributable.

**Revenue reserve**

This reserve reflects all income and costs which are recognised in the revenue column of the Statement of Comprehensive Income. The revenue reserve represents the amount of the Company's reserves distributable by way of dividend.

**(g) Foreign currencies**

Transactions involving foreign currencies are converted at the rate ruling at the date of the transaction.

Foreign currency asset and liability balances are translated to Sterling at the middle rate of exchange at the year end. Differences arising from translation are treated as capital gain or loss to capital or revenue within the Statement of Comprehensive Income depending upon the nature of the gain or loss.

**(h) Dividends payable**

Final dividends are recognised in the financial statements in the period in which they are paid.

**(i) Borrowings**

All secured borrowings are initially recognised at cost, being the fair value of the consideration received, less issue costs where applicable, after initial recognition, all interest bearing borrowings are subsequently measured at amortised cost. The finance costs of such borrowings are accounted for on an accruals basis using the effective interest rate method and are charged 40% to revenue and 60% to realised capital reserves to reflect the Company's investment policy and prospective income and capital growth.

**(j) Derivative financial instruments**

The Company used forward foreign exchange contracts to manage currency risk arising from investment activity. On 10 July 2018, the Company amended its investment policy to no longer use forward foreign exchange contracts and no derivative positions were held at the year end.

Derivatives are measured at fair value calculated by reference to forward exchange rates for contracts with similar maturity profiles.

Changes in the fair value of derivatives are recognised in the Statement of Comprehensive Income as revenue or capital depending on their nature.

**(k) Significant estimates and judgements**

The Directors do not believe that any accounting judgements or estimates have been applied to these financial statements that have a significant risk of causing material adjustment to the carrying amount of assets and liabilities within the next financial year. The Directors believe that there is one key judgement. The Company's investments and borrowings are made in Japanese yen, however the Board considers the Company's functional currency to be Sterling. In arriving at this conclusion, the Board considered that the shares of the Company are listed on the London Stock Exchange, it is regulated in the United Kingdom, principally having its shareholder base in the United Kingdom and also, pays dividends and expenses in sterling.

	2019 £'000	2018 £'000
<b>3. Income</b>		
<b>Income from investments</b>		
Overseas dividends	1,838	1,879
<b>Other income</b>		
Deposit interest	1	–
<b>Total income</b>	<b>1,839</b>	<b>1,879</b>

	2019			2018		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>4. Management fee</b>						
Management fee	282	424	706	339	508	847

For further details see note 19 Related party transactions and transactions with the Manager.

	2019			2018		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>5. Administrative expenses</b>						
Promotional fees	56	–	56	70	–	70
Directors' fees	93	–	93	88	–	88
Depositary fees	15	–	15	16	–	16
Transaction costs on investment purchases	–	11	11	–	15	15
Auditor's remuneration (excluding irrecoverable VAT):						
– fees payable to the Company's auditor for the audit of the annual accounts	23	–	23	19	–	19
Other	144	–	144	133	–	133
	<b>331</b>	<b>11</b>	<b>342</b>	<b>326</b>	<b>15</b>	<b>341</b>

	2019			2018		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>6. Finance costs</b>						
Bank loans	44	65	109	42	63	105

	2019			2018		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>7. Taxation</b>						
(a) Analysis of charge for the year						
Irrecoverable overseas taxation	184	–	184	188	–	188
<b>Total tax charge</b>	<b>184</b>	<b>–</b>	<b>184</b>	<b>188</b>	<b>–</b>	<b>188</b>

# Financial Statements

## Notes to the Financial Statements *continued*

### (b) Factors affecting current tax charge for the year

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The differences can be explained below:

	2019			2018		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>Net return before taxation</b>	<b>1,182</b>	<b>(11,329)</b>	<b>(10,147)</b>	<b>1,172</b>	<b>10,347</b>	<b>11,519</b>
Net return multiplied by standard rate of corporation tax in the UK of 19% (2018 – 19%)	225	(2,153)	(1,928)	223	1,966	2,189
Effects of:						
Losses/(gains) on investments not taxable	–	1,897	1,897	–	(1,272)	(1,272)
Currency losses/(gains) not taxable	–	163	163	–	(802)	(802)
Irrecoverable overseas withholding tax	184	–	184	188	–	188
Excess management expenses	124	93	217	134	108	242
Non-taxable overseas dividends	(349)	–	(349)	(357)	–	(357)
<b>Total tax charge for the year</b>	<b>184</b>	<b>–</b>	<b>184</b>	<b>188</b>	<b>–</b>	<b>188</b>

### (c) Provision for deferred taxation

At 31 March 2019 the Company had surplus management expenses and loan relationship debits with a tax value of £2,057,000 (2018 – £1,863,000) based on enacted tax rates in respect of which a deferred tax asset has not been recognised. This is because the Company is not expected to generate taxable income in the future in excess of deductible expenses of that future period, and accordingly, it is unlikely that the Company will generate taxable revenue in the future and therefore will be unable to utilise the existing surplus expenses.

## 8. Dividends

	2019 £'000	2018 £'000
Amounts recognised as distributions to equity holders in the year:		
Final dividend 2018 – 5.20p (2017 – 6.00p)	763	900

In order to comply with the requirements of Sections 1158-1159 of the Corporation Tax Act 2010 the Company is required to make a dividend distribution.

The proposed final dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability. It is proposed that the final dividend will be paid on 12 July 2019 to shareholders on the register at the close of business on 14 June 2019.

The table below sets out the total dividends proposed in respect of the financial year, which is the basis on which the requirements of Sections 1158 – 1159 are considered. The revenue available for distribution by way of dividend for the year is £998,000 (2018 – £984,000). Presently, only the revenue reserve can be used for the distribution of dividends.



	2019 £'000	2018 £'000
Proposed final dividend for 2019 – 5.40p per Ordinary share (2018 – 5.20p)	782	763

The cost of the proposed final dividend for 2019 is based on 28,430,504 Ordinary shares in issue, being the number of Ordinary shares in issue at the date of this report.

9. Return per Ordinary share	2019 p	2019 £'000	2018 p	2018 £'000
Returns per share are based on the following figures:				
Revenue return	6.83	998	6.59	984
Capital return	(77.46)	(11,329)	69.24	10,347
<b>Total return</b>	<b>(70.63)</b>	<b>(10,331)</b>	<b>75.83</b>	<b>11,331</b>
 Weighted average number of Ordinary shares in issue		14,626,276		14,942,878

10. Investments held at fair value through profit or loss	2019 £'000	2018 £'000
Opening book cost	79,521	70,899
Opening investment holding gains	30,893	31,894
<b>Opening fair value</b>	<b>110,414</b>	<b>102,793</b>
Movements in the year:		
Purchases at cost (excluding transaction costs)	29,691	29,786
Sales – proceeds (net of transaction costs)	(32,424)	(28,994)
Sales – gains on sales	3,572	7,830
Decrease in investment holding gains	(13,544)	(1,001)
<b>Closing fair value</b>	<b>97,709</b>	<b>110,414</b>

	2019 £'000	2018 £'000
Closing book cost	80,360	79,521
Closing investment holding gains	17,349	30,893
	<b>97,709</b>	<b>110,414</b>

(Losses)/gains on investments	2019 £'000	2018 £'000
Gains on sales	3,572	7,830
Decrease in investment holding gains	(13,544)	(1,001)
	<b>(9,972)</b>	<b>6,829</b>

As at 31 March 2019, all investments held are in quoted stocks (2018 – same).

# Financial Statements

## Notes to the Financial Statements *continued*

### Transaction costs

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

	2019 £'000	2018 £'000
Purchases	11	15
Sales	11	9
	<b>22</b>	<b>24</b>

The above transaction costs are calculated in line with the AIC SORP. The transaction costs in the Company's Key Information Document are calculated on a different basis and in line with the PRIIPs regulations.

### 11. Debtors: amounts falling due within one year

	2019 £'000	2018 £'000
Amounts due from brokers	669	-
Prepayments and accrued income	690	742
Other loans and receivables	-	1
	<b>1,359</b>	<b>743</b>

All financial assets are included at amortised cost.

### 12. Creditors

	2019 £'000	2018 £'000
(a) Foreign currency bank loans		
Falling due within one year	11,785	2,681
Falling due after more than one year	-	8,710
	<b>11,785</b>	<b>11,391</b>

The Company entered into a two year credit facility with ING Bank in January 2018. At the year end, JPY1,300,000,000 (2018 – JPY1,300,000,000) equivalent to £9,012,000 (2018 – £8,710,000) had been drawn down at an all-in interest rate of 0.7865% (2018 – 0.7865%) which is due to mature on 23 January 2020.

In addition, on 23 January 2019, the Company entered into a one year JPY1,000,000,000 revolving credit facility with ING Bank which rolls over quarterly and has a final maturity on 23 January 2020. . At the year end JPY400,000,000, equivalent to £2,773,000, had been drawn down at an all-in interest rate of 0.70%. At the date of this Report the Company had drawn down JPY400,000,000 at an all-in interest rate of 0.70%.

The terms of both loan facilities with ING Bank contain a covenant that total borrowings should not exceed 35% of the adjusted net asset value of the Company at any time and that the net asset value should not fall below £40,000,000 at any time. The Company has met these covenants throughout the period.

	2019	2018
	£'000	£'000
(b) Other creditors falling due within one year		
Amounts due to brokers	611	-
Sundry creditors	163	175
	<b>774</b>	<b>175</b>

	2019		2018	
	Number	£'000	Number	£'000
13. Called-up share capital				
Allotted, called-up and fully paid				
Ordinary shares of 10p each	14,480,439	1,448	14,725,277	1,472
Held in treasury	1,341,133	134	1,096,295	110
	<b>15,821,572</b>	<b>1,582</b>	<b>15,821,572</b>	<b>1,582</b>

	Ordinary shares	Treasury shares	Total
	Number	Number	Number
Opening balance	14,725,277	1,096,295	15,821,572
Ordinary shares bought back for holding in treasury	(244,838)	244,838	-
Closing balance	<b>14,480,439</b>	<b>1,341,133</b>	<b>15,821,572</b>

During the year 244,838 Ordinary shares (2018 – 349,320) were bought back and held in treasury at a cost of £1,353,000 (2018 – £2,127,000). Subsequent to the year end a further 200 Ordinary shares were bought back for holding in treasury at a cost of £1,000.

	2019	2018
	£'000	£'000
14. Capital reserve		
At 1 April 2018	87,357	79,137
Losses over cost arising on movement in investment holdings	(13,544)	(1,001)
Gains on realisation of investments at fair value	3,572	7,830
Currency (losses)/gains	(857)	4,104
Administrative expenses charged to capital	(11)	(15)
Management fee charged to capital	(424)	(508)
Buyback of Ordinary shares for holding in treasury	(1,353)	(2,127)
Finance costs charged to capital	(65)	(63)
<b>At 31 March 2019</b>	<b>74,675</b>	<b>87,357</b>

The capital reserve includes investment holding gains amounting to £17,349,000 (2018 – gains of £30,893,000) as disclosed in note 10.

Net currency losses arising during the year of £857,000 (2018 – gains of £4,104,000) are analysed further in the table below.

# Financial Statements

## Notes to the Financial Statements *continued*

	2019 £'000	2018 £'000
(Losses)/gains on forward foreign exchange contracts	(522)	3,544
(Losses)/gains on revaluation of bank loan	(392)	810
Gains/(losses) on cash deposits	57	(250)
	(857)	4,104

### 15. 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:

	Net asset value per share		Net asset values attributable	
	2019 p	2018 p	2019 £'000	2018 £'000
Ordinary shares	607.89	682.31	88,025	100,472

The movements during the year of the assets attributable to the Ordinary shares were as follows:

	2019 £'000	2018 £'000
Net assets attributable at 1 April 2018	100,472	92,168
Capital return for the year	(11,329)	10,347
Revenue after taxation	998	984
Dividend paid	(763)	(900)
Purchase of Ordinary shares to be held in treasury	(1,353)	(2,127)
<b>Net assets attributable at 31 March 2019</b>	<b>88,025</b>	<b>100,472</b>

The net asset value per Ordinary share is based on net assets, and on 14,480,439 (2018 – 14,725,277) Ordinary shares, being the number of Ordinary shares in issue, after deducting 1,341,133 (2018 – 1,096,295) shares held in treasury, at the year end.

### 16. Financial instruments

#### Risk management

The Company's investment activities expose it to various types of financial risk associated with the financial instruments and markets in which it invests. The Company's financial instruments comprise securities and other investments, cash balances, loans, debtors and creditors that arise directly from its operations; for example, in respect of sales and purchases awaiting settlement, and debtors for accrued income.

Certain risk management functions have been delegated to Aberdeen Standard Fund Managers Limited ("ASFML" or "Manager") under the terms of the management agreement (further details of which are included under note 19). The Board regularly reviews and agrees policies for managing each type of risk, are summarised below. This approach has been applied throughout the year within the Manager's risk management framework which is described on page 57 and has not changed since the previous accounting period.

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### **Risk management framework**

The directors of Aberdeen Standard Fund Managers Limited collectively assume responsibility for ASFML's obligations under the AIFMD including reviewing investment performance and monitoring the Company's risk profile during the year.

ASFML is a fully integrated member of the Standard Life Aberdeen Group ("the Group"), which provides a variety of services and support to ASFML in the conduct of its business activities, including in the oversight of the risk management framework for the Company. The AIFM has delegated the day to day administration of the investment policy to Aberdeen Asset Management Asia Limited, which is responsible for ensuring that the Company is managed within the terms of its investment guidelines and the limits set out in its pre-investment disclosures to investors (details of which can be found on the Company's website). The AIFM has retained responsibility for monitoring and oversight of investment performance, product risk and regulatory and operational risk for the Company.

The Manager conducts its risk oversight function through the operation of the Group's risk management processes and systems which are embedded within the Group's operations. The Group's Risk Division supports management in the identification and mitigation of risks and provides independent monitoring of the business. The Division includes Compliance, Business Risk, Market Risk, Risk Management and Legal. The team is headed up by the Group's Head of Risk, who reports to the CEO of the Group. The Risk Division achieves its objective through embedding the Risk Management Framework throughout the organisation using the Group's operational risk management system ("SHIELD").

The Group's Internal Audit Department is independent of the Risk Division and reports directly to the Group's CEO and to the Audit Committee of the Group's Board of Directors. The Internal Audit Department is responsible for providing an independent assessment of the Group's control environment.

The Group's corporate governance structure is supported by several committees to assist the board of directors of the Group, its subsidiaries and the Company to fulfil their roles and responsibilities. The Group's Risk Division is represented on all committees, with the exception of those committees that deal with investment recommendations. The specific goals and guidelines on the functioning of those committees are described on the committees' terms of reference.

### **Risk management**

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

#### **Market risk**

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

#### **Management of the risk**

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 rate sensitivity**

Movements in interest rates would not significantly affect net assets attributable to the Company's shareholders and total profit due to there being no investments in fixed interest securities during the year and a relatively low level of bank borrowings.



### Price risk

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

### Management of the risk

It is the Board's investment policy for the Company's assets to be invested in a selected portfolio of securities in quoted companies as explained on page 9. The Manager has a dedicated investment management process, which ensures that the risk inherent in this investment policy is controlled. Underlying the process is the belief that risk is not that individual stock prices fluctuate in the short term, or that movement in the value of the portfolio deviates from the benchmark but that risk is investment in poorly managed expensive companies which the Manager does not understand. In-depth research and stock selection procedures are in place based on this risk control philosophy. The portfolio is reviewed on a periodic basis by the Manager's Investment Committee and by the Board.

### Price sensitivity

If market prices at the Statement of Financial Position date had been 10% higher or lower while all other variables remained constant, the return attributable to Ordinary shareholders for the year ended 31 March 2019 would have increased/(decreased) by £9,771,000 (2018 increased/(decreased) by £11,041,000) and equity reserves would have increased/(decreased) by the same amount.

### Foreign currency risk

The Company primarily invests in the shares of companies which are listed in Japan but can include companies listed on other stock markets which earn significant revenue from trading in Japan or hold net assets predominantly in Japan. The Statement of Financial Position, therefore, can be significantly affected by movements in foreign exchange rates.

### Management of the risk

The Company may, from time to time, match specific overseas investment with foreign currency borrowings. The Company's borrowings, as detailed in note 12, are also in foreign currency. In addition, the Company sought to ensure that the Company's Yen net exposure is appropriately Sterling-hedged through the use of rolling forward currency contracts. On 10 July 2018, the Company amended its investment policy and no longer use forward currency contracts. During the year, a net loss of £522,000 (2018 – gain of £3,544,000) was realised from the use of such contracts.

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 risk exposure by currency of denomination:

	31 March 2019			31 March 2018		
	Overseas	Net	Total	Overseas	Net	Total
	investments <sup>A</sup>	monetary	currency	investments <sup>A</sup>	monetary	currency
	£'000	assets	exposure	£'000	assets	exposure
	£'000	£'000	£'000	£'000	£'000	£'000
Japanese Yen	97,709	(9,662)	88,047	59,814	(9,838)	49,976

<sup>A</sup> Overseas investment is stated net of forward currency contracts with a net Sterling equivalent amount of nil (2018 – £50,600,000)

### Foreign currency sensitivity

The following table details the positive impact to a 10% decrease in Sterling against the foreign currency in which the Company has exposure (based on exposure >5% of total exposure including foreign exchange contracts). The sensitivity analysis includes foreign currency denominated monetary items and adjusts their translation at the year end for a 10% change in foreign currency rates. In the event of a 10% increase in Sterling then there would be a negative impact on the Company's returns.

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	2019 Revenue £'000	2019 Equity <sup>A</sup> £'000	2018 Revenue £'000	2018 Equity <sup>A</sup> £'000
Japanese Yen	184	8,805	188	10,058

<sup>A</sup> Represents equity exposure to relevant currencies.

### Liquidity risk

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

### Management of the risk

Liquidity risk is not considered to be significant as the Company's assets mainly comprise readily realisable securities which can be sold to meet funding requirements if necessary and flexibility is achieved through the use of loan facilities, details of which may be found in note 12.

### Liquidity risk exposure

At 31 March 2019, the Company had a short term bank loan of £9,012,000 (2018 – £8,710,000) which is due to mature on 23 January 2020 with interest due on the principal every six months. The Company also had a rolling facility of £2,773,000 (2018 – £2,681,000) which matured on 23 April 2019 with interest payable at maturity.

### 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.

### Management of the risk

Investment transactions are carried out with a large number of brokers of good quality credit standing, and cash is held only with reputable banks with high quality external credit enhancements.

In addition, both stock and cash reconciliations to the Depositary's records are performed on a daily basis to ensure discrepancies are investigated on a timely basis.

None of the Company's financial assets is secured by collateral or other credit enhancements and none are past due or impaired.

### Credit risk exposure

The amount of cash at bank and in hand of £1,516,000 (2018 – £881,000) and debtors of £1,359,000 (2018 – £743,000) in the Statement of Financial Position represent the maximum exposure to credit risk at 31 March.

### Fair values of financial assets and financial liabilities

The fair value of borrowings has been calculated at £11,785,000 as at 31 March 2019 (2018 – £11,414,000) compared to an accounts value in the financial statements of £11,785,000 (2018 – £11,391,000) (note 12), due to the short-term maturity. 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. The carrying value of all other assets and liabilities is an approximation of fair value.

## 17. Capital management policies and procedures

The Company's capital management objectives are:

- to ensure that the Company will be able to continue as a going concern; and
- to maximise the income and capital return to its equity shareholders through an appropriate balance of equity capital and debt. The Board normally seeks to limit gearing to 15% of net assets.

The Board monitors and reviews the broad structure of the Company's capital on an ongoing basis. This review includes the nature and planned level of gearing, which takes account of the Manager's views on the market 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 and year end positions are presented in the Statement of Financial Position.

## 18. Fair value hierarchy

FRS 102 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 classifications:

Level 1 – unadjusted quoted prices in an active market for identical assets or liabilities that the entity can access at the measurement date.

Level 2 – inputs other than quoted prices included within Level 1 that are observable (ie developed using market data) for the asset or liability, either directly or indirectly.

Level 3 – inputs are unobservable (ie for which market data is unavailable) for the asset or liability.

All of the Company's investments are in quoted equities actively traded on a recognised stock exchange, with their fair value being determined by reference to their quoted bid prices at the reporting date (2018 – same). The total value of the investments (2019 – £97,709,000; 2018 – £110,414,000) have therefore been deemed as Level 1.

## 19. Related party transactions and transactions with the Manager

### Directors' fees and interests

Fees payable during the year to the Directors and their interest in shares of the Company are disclosed within the Directors' Remuneration Report on page 35.

### Transactions with the Manager

The Company has agreements with ASFML to provide management, accounting, administrative and secretarial duties. The agreement for provision of management services has been delegated to Aberdeen Investment Management Kabushiki Kaisha.

The Company has an agreement with ASFML for the provision of promotional activities in relation to the Company's participation in the Aberdeen Standard Investment Trust Share Plan and ISA. The total fees paid and payable under the agreement were £56,000 (2018 – £70,000) and the accrual to ASFML at the year end was £13,000 (2018 – £18,000).

The management fee is payable at a rate of 0.75% per annum of the value of the Company's net assets, and is payable monthly in arrears. The balance due to ASFML at the year end was £55,000 (2018 – £71,000).

## 20. Subsequent events

Effective from 1 June 2019, the fee of 0.75% per annum will be charged on the lesser of the Company's net asset value or market capitalisation (as defined below), rather than on purely the net asset value. The fee will continue to be payable monthly in arrears. Market capitalisation is defined as the closing share price quoted on the London Stock Exchange multiplied by the number of shares in issue (less the number of any shares held in Treasury), as determined on the last business day of the applicable calendar month to which the remuneration relates.



## Corporate Information

The Manager, Aberdeen Standard Fund Managers Limited, is a subsidiary of Standard Life Aberdeen plc. Assets under the management of the combined investment division, Aberdeen Standard Investments, were equivalent to £505.1 billion at 31 December 2018.

Today Aberdeen Standard Investments has over 50 staff in its Tokyo office, most of the staff being Japanese.

## Corporate Information

# Information about the Manager

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### Aberdeen Standard Fund Managers Limited

Aberdeen Standard Fund Managers Limited ("ASFML"), authorised and regulated by the Financial Conduct Authority, has been appointed as the alternative investment fund manager to the Company. ASFML has in turn delegated portfolio management to Aberdeen Standard Investments (Japan) Limited ("ASIJ"), which is based in Tokyo.

Both ASFML and ASIJ are subsidiaries of Standard Life Aberdeen plc.

Aberdeen Standard Investments ("ASI") is a brand of the investment businesses of Aberdeen Asset Management and Standard Life Investments.

Assets under the management of the combined investment division, Aberdeen Standard Investments, were equivalent to £505.1 billion as at 31 December 2018 for a range of clients, including individuals and institutions, through mutual and segregated funds.

ASIJ is primarily responsible for the Japan equity portfolios managed within ASI and is supported by the Group's Asian equities team in Singapore.

### The Investment Team Senior Managers



**Chern-Yeh Kwok**  
Deputy Head of Equities, Asia Pacific & Head of Investment Management, Japan

BA in Journalism from the University of Missouri- Columbia and MSc in Finance from the London Business School. Joined AAM Asia in 2005 from MSCI Barra where he was an equity research analyst. Became Head of Japanese equities in January 2011 and is based in Tokyo.



**Keita Kubota**  
Deputy Head of Japan Equities

BA in Law from Ritsumeikan University, Kyoto. Joined AAM Asia in 2006 and is based in Tokyo.



**Flavia Cheong**  
Head of Equities, Asia Pacific

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 ASI Asia in 1996 and is based in Singapore.



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## The Investment Process

### Philosophy and Style

The Manager's investment philosophy is that markets are not always efficient. The Manager believes 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. The Manager undertakes substantial due diligence before initiating any investment including company visits in order to assure themselves of the quality of the prospective investment. The Manager is then careful not to pay too high a price when making the investment. Subsequent to that investment the Manager then keeps in close touch with the company, aiming to meet management at least twice a year. Given their long-term fundamental investment philosophy, one would not expect much change in the companies in which we invest. The Manager does, however, take opportunities offered to them by what they see as anomalous price movements within stock markets to either top up or top slice positions,

which accounts for the bulk of the activity within the portfolio during the year under review.

### Risk Controls

The Manager seeks to minimise risk by in depth research. The Manager does not view divergence from a benchmark as risk – they view investment in poorly run expensive companies that they do not understand as risk. In fact where risk parameters are expressed in benchmark relative terms, asset – including sector – allocation constitutes a significant constraint on stock selection. Hence diversification of stocks provides their main control.

The Manager'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 Investment Manager primarily to check the portfolio is behaving as expected, not as a predictive tool.



### Direct

Investors can buy and sell shares in Aberdeen Japan Investment Trust PLC (the "Company") directly through a stockbroker or indirectly through a lawyer, accountant or other professional adviser. Many have online facilities. Alternatively, for retail clients, shares may be bought directly through Aberdeen Standard Investment Trust Share Plan, Individual Savings Account ("ISA") or Investment Plan for Children.

### Aberdeen Standard Investment Trust Share Plan

Aberdeen Standard Investments operates an Investment Trust Share Plan (the "Plan") through which shares in the Company 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 purchases. 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 Aberdeen Standard Investments in writing at any time.

### Aberdeen Standard Investment Trust ISA

Aberdeen Standard Investments operates an Investment Trust ISA ("ISA") through which an investment made be made of up to £20,000 in the tax year 2019/20.

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 Japan 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.

### Aberdeen Standard Investment Plan for Children

Aberdeen Standard Investments operates an Investment Plan for Children (the "Children's Plan") which covers a number of investment companies under its management including the Company. Anyone can invest in the Children's Plan, including parents, grandparents and family friends (subject to eligibility criteria as stated within terms and conditions). 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 purchases. 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 Aberdeen Standard Investments in writing at any time.

### Nominee Accounts and Voting Rights

In common with other schemes of this type, all investments in Aberdeen Standard Investment Trust Share Plan, Investment Plan for Children and Investment Trust ISA are held in nominee accounts and investors have full voting and other rights of share ownership.

### Dividend Tax Allowance

The annual tax-free personal allowance for dividend income, for UK investors, is £2,000 for the 2019/20 tax year. Above this amount, individuals will pay tax on their dividend income at a rate dependent on their income tax bracket and personal circumstances. The Company will continue to provide registered shareholders with a confirmation of dividends paid by the Company and this should be included with any other dividend income received when calculating and reporting to HMRC total dividend income received. It is the shareholder's responsibility to include all dividend income when calculating any tax liability.

### Keeping You Informed

The Company's share price appears under the heading 'Investment Companies' in the Financial Times and information on the Company may be found on its dedicated website, [www.aberdeenjapan.co.uk](http://www.aberdeenjapan.co.uk). This provides access to information on the Company's share price performance, capital structure, London Stock Exchange announcements, current and historic Annual and Half Yearly Reports, and the latest monthly factsheet on the Company issued by the Manager.

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If investors would like details on the Company or literature and application forms on Aberdeen Standard investment trust products please contact:

Aberdeen Standard Investment Trusts  
PO Box 11020  
Chelmsford  
Essex CM99 2DB  
Telephone: 0808 500 00 40  
E-mail: [inv.trusts@aberdeenstandard.com](mailto:inv.trusts@aberdeenstandard.com)  
Website: [invtrusts.co.uk](http://invtrusts.co.uk)

Terms and conditions for the Aberdeen Standard investment trust products can be found under the Literature section of this website.

### Registrar (for direct shareholdings)

If you have an administrative query which relates to a direct shareholding, please contact the Company's Registrar, as follows:

Link Asset Services  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU

Tel: 0871 664 0300  
(UK calls cost 10p per minute plus network extras. Lines are open 9.00 am - 5.30 pm, Monday – Friday excluding public holidays)

Tel International: ++44 (0) 371 664 0300  
E-mail: [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk)  
Website: [www.linkassetsservices.com](http://www.linkassetsservices.com)

### Pre-investment Disclosure Document (PIDD)

The Alternative Investment Fund Managers Directive ("AIFMD") requires Aberdeen Standard Fund Managers Limited, as the alternative investment fund manager of Aberdeen Japan Investment Trust PLC ("the Company"), to make available to investors certain information prior to such investors' investment in the Company. The AIFMD is intended to offer increased protection to investors in investment products that do not fall under the existing European Union regime for regulation of investment products known as the UCITS regime.

The Company's PIDD is available for viewing on the Company's website.

### Key Information Document ("KID")

The KID relating to the Company and published by the Manager can be found on the Manager's website at: [invtrusts.co.uk/en/investmenttrusts/literature-library](http://invtrusts.co.uk/en/investmenttrusts/literature-library).

### Suitable for Retail/NMPI Status

The Company's shares are intended for investors primarily in the UK (including retail investors), professional-advised private clients and institutional investors who are wanting to benefit from the growth prospects of Japanese companies by investment in a relatively risk averse investment trust 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.

The Company currently conducts its affairs so that the shares issued by Aberdeen Japan Investment Trust PLC can be recommended by a financial adviser to ordinary retail investors in accordance with the FCA's rules in relation to non-mainstream pooled investments (NMPIs) and intends to continue to do so for the foreseeable future.

The Company's shares are excluded from the FCA's restrictions which apply to NMPIs because they are shares in an investment trust.

### Online Dealing providers and platforms

There are a number of online dealing platforms for private investors that offer share dealing, ISAs and other means to invest in the Company, such as self-invested personal pension (SIPP). Real-time execution-only stockbroking services allow you to trade online, manage your portfolio and buy UK listed shares. These sites do not give advice. Some comparison websites also look at dealing rates and terms. Some well-known online providers, which can be found through internet search engines, include:

AJ Bell You Invest; Alliance Trust Savings; Barclays Stockbrokers; Charles Stanley Direct; Halifax Share Dealing; Fidelity Personal Investing; Hargreave Hale; Hargreaves Lansdown; Idealing; Interactive Investor; Selftrade; The Share Centre; Stocktrade.

### Discretionary Private Client Stockbrokers

If you have a large sum to invest, you may wish to contact a discretionary private client stockbroker. They can manage your entire portfolio of shares and will advise you on your investments. To find a private client stockbroker

visit The Personal Investment Management & Financial Advice Association at: [pimfa.co.uk](http://pimfa.co.uk).

### Financial Advisers

To find an adviser who recommends on investment trusts, visit: [unbiased.co.uk](http://unbiased.co.uk)

### Regulation of Stockbrokers

Before approaching a stockbroker, always check that they are regulated by the Financial Conduct Authority:  
Tel: 0800 111 6768 or at [fca.org.uk/firms/systems-reporting/register/search](http://fca.org.uk/firms/systems-reporting/register/search)  
Email: [register@fca.org.uk](mailto:register@fca.org.uk)

### Investor Warning: Be alert to share fraud and boiler room scams

Aberdeen Standard Investments (ASI) has been contacted by investors informing that they have received telephone calls and emails from people who have offered to buy their investment company shares, purporting to work for ASI or for third party firms. ASI has also been notified of emails claiming that certain investment companies under its management have issued claims in the courts against individuals. These may be scams which attempt to gain investors' personal information with which to commit identity fraud or could be 'boiler room' scams where a payment from them is required to release the supposed payment for their shares.

These callers/senders do not work for ASI and any third party making such offers/claims has no link with ASI. ASI does not 'cold-call' investors in this way. If you have any doubt over the veracity of a caller, do not offer any personal information, end the call and contact ASI's

investor services centre using the details on the 'Contact Us' page.

The Financial Conduct Authority provides advice with respect to share fraud and boiler room scams:  
<http://www.fca.org.uk/consumers/scams>

*The above information 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 Standard Fund Managers Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom.*

### 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.

## Financial Calendar

29 May 2019	Announcement of annual financial report for year ended 31 March 2019
9 July 2019	Annual General Meeting at 11.00 am
12 July 2019	Proposed final dividend payable for year ended 31 March 2019
November 2019	Announcement of half yearly financial report for the six months ending 30 September 2019

## General information

# Investment Policy

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The Company's holdings will be generally listed in Japan although the portfolio may also include companies traded on stock markets outside Japan whose consolidated revenue is earned predominantly from trading in, or consolidated net assets are predominantly held in, Japan. The investment portfolio of the Company may comprise investments of any market capitalisation or sector. From time to time, fixed interest holdings, or quasi-equity investments such as convertible securities and warrants, may be held although the book value of such investments will never represent in aggregate more than 25% of gross assets.

The portfolio will be constructed through the identification of individual companies which offer long-term growth potential. The portfolio will be actively managed and not seek to track the Company's reference benchmark, hence a degree of volatility against the benchmark is inevitable.

In constructing the equity portfolio a spread of risk will be achieved by diversifying the portfolio through investment in 30 to 70 holdings. Sector concentration and thematic characteristics of the portfolio will be carefully monitored. There will be no maximum limits to deviation from the Company's reference benchmark, stock or sector weights except as imposed by banking covenants on any borrowings.

On acquisition, no holding shall exceed 10% of the Company's portfolio at the time of purchase although market movements may increase this percentage. Also, on acquisition, no more than 15% of the Company's gross assets will be invested in other UK listed investment companies, being companies holding the majority of their net assets in Japan.

The Board is responsible for determining the gearing strategy for the Company. Gearing may be used selectively to leverage the Company's portfolio in order to enhance returns where and to the extent it is considered appropriate to do so. Gearing will be subject to a maximum gearing level of 25% of net assets at the time of draw down. Any borrowing, except for short-term liquidity purposes, will be used for investment purposes or buying back shares.

The Company may use derivatives for the purpose of efficient portfolio management and hedging (i.e. for the purpose of reducing, transferring or eliminating investment risk in its investments, including protection against currency risks). The Company may purchase and sell derivative investments such as exchange-listed and over-the-counter put and call options on currencies, securities, fixed income, currency and interest rate indices

and other financial instruments, purchase and sell financial futures contracts and options thereon and enter into various interest rate and currency transactions such as swaps, caps, floors or collars or credit transactions and credit derivative instruments. The Company may also purchase derivative instruments that combine features of these instruments. The Company's aggregate exposure to derivative instruments will not exceed 50% of its gross assets.

The Company will not acquire securities that are unlisted or unquoted at the time of investment (with the exception of securities which are about to be listed or traded on a stock exchange or are convertible into listed securities). However, the Company may continue to hold securities that cease to be listed or quoted if the Investment Manager considers this to be appropriate.

The Company may underwrite or sub-underwrite any issue or offer for sale of investments. No such commitment will be entered into if the aggregate of such investments would exceed 10% of the Company's gross assets and no such individual investment would exceed 5% of the Company's gross assets.

Any minimum and maximum percentage limits set out in the Investment Policy will only be applied at the time of the relevant acquisition, trade or borrowing.

The Company will normally be substantially fully invested in accordance with its investment policy but, during periods in which changes in economic conditions or other factors (such as political and diplomatic events, natural disasters and changes in laws) so warrant, the Company may reduce its exposure to securities and increase its position in cash and money market instruments.'

The Company will invest and manage its assets, including its exposure to derivatives, in accordance with the objective of spreading risk in accordance with the Company's investment policy.



## General information

# Alternative Performance Measures

### Alternative Performance Measures

Alternative performance measures are numerical measures of the Company's current, historical or future performance, financial position or cash flows, other than financial measures defined or specified in the applicable financial framework. The Company's applicable financial framework includes FRS 102 and the AIC SORP. The Directors assess the Company's performance against a range of criteria which are viewed as particularly relevant for closed-end investment companies.

### Total return

Total return is considered to be an alternative performance measure. NAV and share price total returns show how the NAV and share price has performed over a period of time in percentage terms, taking into account both capital returns and dividends paid to shareholders. NAV total return involves investing the net dividend in the NAV of the Company with debt at fair value on the date on which that dividend goes ex-dividend. Share price total return involves reinvesting the net dividend in the share price of the Company on the date on which that dividend goes ex-dividend.

The tables below provide information relating to the NAVs and share prices of the Company on the dividend reinvestment dates during the years ended 31 March 2019 and 31 March 2018.

	Dividend rate	NAV	Share price
<b>2019</b>			
31 March 2018	N/A	682.31p	582.50p
14 June 2018	5.20p	703.94p	620.00p
31 March 2019	N/A	607.89p	525.00p
<b>Total return</b>		<b>-10.2%</b>	<b>-9.1%</b>

	Dividend rate	NAV	Share price
<b>2018</b>			
31 March 2017	N/A	611.41p	547.50p
15 June 2017	6.00p	642.73p	574.50p
31 March 2018	N/A	682.31p	582.50p
<b>Total return</b>		<b>+12.6%</b>	<b>+7.5%</b>

### Discount to net asset value per Ordinary share

The discount is the amount by which the share price of 525.00p (2018 – 582.50p) is lower than the net asset value per share of 607.89p (2018 – 682.31p), expressed as a percentage of the net asset value.

### Net gearing

Net gearing measures the total borrowings of £11,785,000 (31 March 2018 – £11,391,000) less cash and cash equivalents of £1,574,000 (31 March 2018 – £881,000) divided by shareholders' funds of £88,025,000 (31 March 2018 – £102,472,000), expressed as a percentage. Under AIC reporting guidance cash and cash equivalents includes amounts due and to brokers at the year end as well as cash and cash equivalents. These balances can be found in notes 11 and 12 on pages 54 and 55.

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### Ongoing charges

Ongoing charges is considered to be an alternative performance measure. The ongoing charges ratio has been calculated in accordance with guidance issued by the AIC as the total of investment management fees and administrative expenses and expressed as a percentage of the average net asset values with debt at fair value throughout the year.

	2019	2018
Investment management fees (£'000)	706	847
Administrative expenses (£'000)	342	341
Less: transaction costs on investment purchases (£'000)	(11)	(15)
<b>Ongoing charges (£'000)</b>	<b>1,037</b>	<b>1,173</b>
<b>Average net assets (£'000)</b>	<b>94,269</b>	<b>99,497</b>
<b>Ongoing charges ratio</b>	<b>1.10%</b>	<b>1.18%</b>

At 31 March 2019 the Company's OCR was 1.10% as above compared to the Peer Group weighted average OCR of 0.85% (average net assets at 31 March 2019 – £361 million)(Source AIC).The ongoing charges ratio provided in the Company's Key Information Document is calculated in line with the PRIIPs regulations.

## General information

# Glossary of Terms and Definitions

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<b>Aberdeen Standard Investments</b>	Aberdeen Standard Investments ("ASI") is a brand of the investment businesses of Aberdeen Asset Management and Standard Life Investments.
<b>ASFML, AIFM or Manager</b>	Aberdeen Standard Fund Managers Limited ("ASFML") is a wholly owned subsidiary of Standard Aberdeen plc and acts as the Alternative Investment Fund Manager ("AIFM") for the Company as required by EU Directive 2011/61/EU. ASFML is authorised and regulated by the Financial Conduct Authority.
<b>ASIJ or Investment Manager</b>	Aberdeen Standard Investments (Japan) Limited ("ASIJ") is a subsidiary company of Standard Life Aberdeen plc has been delegated responsibility for the Company's day-to-day investment management. ASIJ is regulated by the by the Financial Services Authority in Japan.
<b>AIC</b>	The Association of Investment Companies.
<b>AIFMD</b>	The Alternative Investment Fund Managers Directive ("AIFMD") is European legislation which created a European-wide framework for regulating managers of 'alternative investment funds' (AIFs). It is designed to regulate any fund which is not a UCITs fund and which is managed and/or marketed in the EU. The Company has been designated as an AIF.
<b>Benchmark index or Index</b>	The benchmark index is the TOPIX (in Sterling terms). Prior to October 2013 the Company invested in companies across Asia Pacific including Japan. Performance is measured against the Composite Index which is comprised of:  TOPIX (in Sterling terms) from 8 October 2013. MSCI AC Asia Pacific (including Japan) Index (in Sterling terms) to 7 October 2013.
<b>Discount</b>	The amount by which the market price per share of an investment trust is lower than the NAV per share. The discount is normally expressed as a percentage of the NAV per share.
<b>Dividend Cover</b>	Earnings per share divided by dividends per share expressed as a ratio.
<b>Dividend Yield</b>	The annual dividend expressed as a percentage of the share price.
<b>Hedge or Currency Hedge</b>	The Company's investment policy enables an appropriate level of a currency hedge to be implemented to cover fluctuations in the Yen Sterling exchange rate and the portfolio's underlying Yen net exposure in sterling terms through the use of rolling forwards, options or similar derivative instruments.
<b>Leverage</b>	Any method by which the AIFM increases the exposure of the Company whether through borrowing of cash or securities, or leverage embedded in derivative positions or by any other means
<b>Listing Rules</b>	The Financial Conduct Authority's Listing Rules are a set of regulations that are applicable to all companies that are listed on the London Stock Exchange.
<b>Net Asset Value or NAV</b>	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.
<b>Net Gearing/(Cash)</b>	Net gearing/(cash) is calculated by dividing total assets (as defined below) less cash or cash equivalents by shareholders' funds expressed as a percentage.
<b>Ongoing Charges Ratio or OCR</b>	Ratio of expenses as percentage of average daily shareholders' funds calculated as per the industry standard method.
<b>Peer Group</b>	The Peer Group is the Japan sector within the Association of Investment Companies.
<b>Pre-Investment Disclosure Document ("PIDD")</b>	The AIFM and the Company are required to make certain disclosures available to investors in accordance with the AIFMD. Those disclosures that are required to be made pre-investment are included within a PIDD, a copy of which can be found on the Company's website.
<b>Premium</b>	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.
<b>Price/Earnings Ratio</b>	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.

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<b>Prior Charges</b>	The name given to all borrowings including debentures, loans 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.
<b>PRIIPs</b>	Packaged Retail and Insurance-based Investment Products Regulations which applies to a broad range of structures and products including investment trusts. The regulations require the product 'manufacturer' to prepare a key information document ("KID") in respect of the investment trust.
<b>Standard Life Aberdeen plc or the Group</b>	The Standard Life Aberdeen plc group of companies. Standard Life Aberdeen plc was formed by the merger of Aberdeen Asset Management PLC and Standard Life plc on 14 August 2017.
<b>Total Assets</b>	Total assets less current liabilities (before deducting prior charges as defined above).
<b>Total Return</b>	Total Return involves reinvesting the net dividend in the month that the share price goes ex-dividend. The NAV Total Return involves investing the same net dividend in the NAV of the Company on the date to which that dividend was earned.
<b>UCITS</b>	UCITS stands for Undertakings for Collective Investments in Transferable Securities and relates to mutual funds located in the European Union.

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## General information

# Your Company's Share Capital History

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### Issued Share Capital at 31 March 2019

15,821,572                      Ordinary shares of 10p (of which 1,341,133 are held in treasury)

### Capital History

Year ended 31 March 2019	During the year to 31 March 2019 244,838 Ordinary shares were repurchased into treasury at a discount to the prevailing NAV.
Year ended 31 March 2018	During the year to 31 March 2018 349,320 Ordinary shares were repurchased into treasury at a discount to the prevailing NAV.
Year ended 31 March 2017	During the year to 31 March 2017 517,975 Ordinary shares were repurchased into treasury at a discount to the prevailing NAV.
Year ended 31 March 2016	During the year to 31 March 2016 1.23 million Ordinary shares were issued at a premium to the prevailing NAV. 229,000 Ordinary shares were repurchased into treasury at a discount to the prevailing NAV.
Year ended 31 March 2015	No changes in the issued share capital.
Year ended 31 March 2014	No changes in the issued share capital. The Company changed its investment objective from an All Asia to a Japan only mandate. The name of the Company was changed to Aberdeen Japan Investment Trust PLC.
Year ended 31 March 2013	700,000 Ordinary shares held in treasury were cancelled. No shares were purchased or issued.
Year ended 31 March 2012	900,795 Ordinary shares purchased, 200,795 of which for cancellation, and 700,000 held in treasury.
Year ended 31 March 2011	No shares purchased, cancelled or issued.
Year ended 31 March 2010	240,000 Ordinary shares purchased for cancellation at prices per share in a range between 239.0p and 280.38p.
Year ended 31 March 2009	541,000 Ordinary shares purchased for cancellation at prices per share in a range between 150.0p and 176.0p.
Year ended 31 March 2008	413,400 Ordinary shares purchased for cancellation at prices per share in a range between 199.3p and 244.0p.
Year ended 31 March 2007	Change in name to Aberdeen All Asia investment Trust PLC from Gartmore Asia Pacific Trust PLC.
Year ended 31 March 2004	Change in name to Gartmore Asia Pacific Trust PLC from Govett Asian Recovery Trust PLC Tender Offer and Matching facility - 18,971,310 Ordinary shares purchased for cancellation.
Year ended 31 March 2003	544,000 Ordinary shares purchased for cancellation.
Year ended 31 March 2001	720,000 Ordinary shares purchased for cancellation.
Year ended 31 March 2000	200,000 Ordinary shares purchased for cancellation.
Year ended 31 March 1999	200,000 Ordinary shares purchased for cancellation.
August 1998	Company established as Govett Asian Recovery Trust PLC with 37,322,077 Ordinary shares of 10p subscribed.



## General information

# AIFMD Disclosures (Unaudited)

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### Pre-investment Disclosure Document (PIDD)

The AIFMD is intended to offer increased protection to investors in investment products that do not fall under the existing European Union regime for regulation of investment products known as “UCITS”.

Aberdeen Standard Fund Managers Limited (“ASFML”) and the Company are required to make certain disclosures available to investors in accordance with the Alternative Investment Fund Managers Directive (‘AIFMD’). Those disclosures that are required to be made pre-investment are included within a pre-investment disclosure document (‘PIDD’) the latest version of which can be found on the Company’s website [www.aberdeenjapan.co.uk](http://www.aberdeenjapan.co.uk). There have been no material changes to the disclosures contained within the PIDD since its most recent update in July 2018.

The periodic disclosures as required under the AIFMD to investors are made below:

- Information on the investment strategy and sector investment focus and principal stock exposures are included in the Strategic Report.
- None of the Company’s assets are subject to special arrangements arising from their illiquid nature.
- The Strategic Report, note 16 to the Financial Statements and the PIDD together set out the risk profile and risk management systems in place. There have been no changes to the risk management systems in place in the period under review and no breaches of any of the risk limits set, with no breach expected. The financial instruments as described in note 15 are managed within the risk management framework operated by ASFML and further details are provided below.
- There are no new arrangements for managing the liquidity of the Company or any material changes to the liquidity management systems and procedures employed by ASFML.
- All authorised Alternative Investment Fund Managers are required to comply with the AIFMD Remuneration Code. In accordance with the Remuneration Code, the Company’s AIFM remuneration policy is available from the Company Secretaries, Aberdeen Asset Management PLC on request (see contact details on page 79) and the remuneration disclosures in respect of the AIFM’s reporting period for the year ended 30 September 2018 are available on the Company’s website.

### ASFML’s Risk management framework

ASFML is responsible for ensuring that the Company is managed within the terms of its investment guidelines and the limits set out in its pre-investment disclosures to investors (details of which can be found on the Company’s website) and has responsibility for monitoring and oversight of investment performance, product risk and regulatory and operational risk for the Company.

The Manager conducts its risk oversight function through the operation of the Group’s risk management processes and systems which are embedded within the Group’s operations. The Group’s Risk Division supports management in the identification and mitigation of risks and provides independent monitoring of the business. The Division includes Compliance, Business Risk, Market Risk, Risk Management and Legal. The team is headed up by the Group’s Head of Risk, who reports to the Chief Executive Officer of the Group. The Risk Division achieves its objective through embedding the Risk Management Framework throughout the organisation using the Group’s operational risk management system (“SWORD”).

The Group’s Internal Audit Department is independent of the Risk Division and reports directly to the the Group’s CEO, the Audit Committee of the Group’s Board of Directors and the Audit Committee of the Company. The Internal Audit Department is responsible for providing an independent assessment of Aberdeen’s control environment.

The Group’s corporate governance structure is supported by several committees to assist the board of directors of Aberdeen, its subsidiaries and the Company to fulfil their roles and responsibilities. The Group’s Risk Division is represented on all committees, with the exception of those committees that deal with investment recommendations. The specific goals and guidelines on the functioning of those committees are described on the committees’ terms of reference.

### Leverage

The table below sets out the current maximum permitted limit and actual level of leverage for the Company:

## General information

# AIFMD Disclosures (Unaudited) *continued*

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	Gross method	Commitment method
Maximum level of leverage	2.50:1	2.00:1
Actual level at 31 March 2019	1.11:1	1.13:1

There have been no breaches of the maximum level during the period and no changes to the maximum level of leverage employed by the Company. There is no right of re-use of collateral or any guarantees granted under the leveraging arrangement. Changes to the information contained either within this annual report or the PIDD in relation to any special arrangements in place, the maximum level of leverage which ASFML may employ on behalf of the Company; the right of use of collateral or any guarantee granted under any leveraging arrangement; or any change to the position in relation to any discharge of liability by the Depositary will be notified via a regulatory news service without undue delay in accordance with the AIFMD.

*The information on this page 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 Standard Fund Managers Limited which is authorised and regulated by the Financial Conduct Authority in the United Kingdom.*

# Notice

## Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting of Aberdeen Japan Investment Trust PLC will be held at Bow Bells House, 1 Bread Street, London EC4M 9HH, at 11.00 am on Tuesday, 9 July 2019 for the following purposes:

To consider and, if thought fit, pass the following Resolutions of which resolutions 1-8 and 12 will be proposed as Ordinary resolutions and resolutions 10-11 will be proposed as Special resolutions:

### Ordinary business

1. To receive and adopt the Directors' Report and Financial Statements for the year ended 31 March 2019, together with the independent auditor's report thereon.
2. To receive and adopt the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 March 2019.
3. To approve a final dividend of 5.4p per share for the year ended 31 March 2019.
4. To re-elect Karen Brade as a Director of the Company.
5. To elect Claire Boyle as a Director of the Company.
6. To re-elect Kevin Pakenham as a Director of the Company.
7. To re-elect Sir David Warren as a Director of the Company.
8. To re-appoint KPMG LLP as independent auditor and to authorise the Directors to agree their remuneration.

### Special business

9. 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 Section 551 of the Act to allot Ordinary shares of 10p each 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 £144,803, such authorisation to expire at the earlier of the conclusion of the next Annual General Meeting of the Company to be held in 2020 or 30 September 2020 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.
10. THAT, subject to the passing of the resolution numbered 9 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 £144,803 at a price not less than the undiluted net asset value per share at allotment, as determined by the Directors of the Company;
  - b) the allotment of equity securities at a price not less than the undiluted 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 such Ordinary shares of 10p each 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 such power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company to be held in 2020 or 30 September 2020, 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.

## Notice Notice of Annual General Meeting *continued*

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11. 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 10p 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 an aggregate of 2.17 million Ordinary shares or, if less, the number representing 14.99% of the issued Ordinary share capital of the Company as at the date of the passing of this resolution;
  - b) the minimum price which may be paid for an Ordinary share shall be 10p (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 earlier of the conclusion of the Annual General Meeting of the Company to be held in 2020 or 30 September 2020, 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.
12. To amend the dividend policy as detailed on page 26 within the Director's Report.

By order of the Board

**Aberdeen Asset Management PLC**

Secretary  
Bow Bells House  
1 Bread Street  
London  
EC4M 9HH

10 June 2019

### Notes:

- (i) 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 reply-paid form of proxy is enclosed.
- (ii) 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.
- (iii) 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 6pm on the date two days (excluding non-working days) before the time fixed for the meeting (or in the event that the meeting be adjourned on the register of members by not later than 6pm on the date two days (excluding non-working days) before the time of the adjourned meeting). Changes to entries on that register after that time (or, in the event that the meeting is

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- adjourned, on the register of members after 6pm on the date two days (excluding non-working days) before the time of any adjourned meeting) shall be disregarded in determining the rights of any member to attend and vote at the meeting referred to above.
- (iv) 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](http://www.euroclear.com). 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.
  - (v) 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 RA10) no later than 48 hours 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.
  - (vi) 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.
  - (vii) 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.
  - (viii) 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.
  - (ix) A person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in notes (i) and (ii) above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered members of the Company.
  - (x) 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.
  - (xi) No Director has a service contract with the Company. Copies of the Directors' letters of appointment are available for inspection on any
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day (except Saturdays, Sundays and bank holidays) from the date of this notice until the date of the meeting during usual business hours at the Company's registered office and for 15 minutes prior to, and at, the meeting.

- (xii) Information regarding the Annual General Meeting, including information required by Section 311A of the Companies Act 2006, is available from the Company's website, [www.aberdeenjapan.co.uk](http://www.aberdeenjapan.co.uk).
- (xiii) 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:
  1. answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  2. the answer has already been given on a website in the form of an answer to a question; or
  3. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (xiv) 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.
- (xv) 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 document on, or otherwise communicating with, the Company for any purposes other than those expressly stated.

- (xvi) As at 31 May 2019, the latest practicable date prior to publication of this document, the Company had 14,480,239 Ordinary shares in issue with a total of 14,480,239 voting rights.
- (xvii) There are special arrangements for holders of shares through the Share Plan and Investment Trust ISA. These are explained in the 'Letter of Direction' which such holders will have received with this report.
- (xviii) 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: 0371 664 0300 (Lines are open 9.00 am–5.30 pm Mon–Fri.)  
 Tel International: (+ 44 208 639 3399)  
 Email: [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk)

# Notice

## Contact Addresses

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### Directors

Karen Brade, Chairman  
Claire Boyle  
Neil Gaskell (retired 31 March 2019)  
Kevin Pakenham  
Sir David Warren

### Manager, Secretary and Registered Office

**Alternative Investment Fund Manager**  
Aberdeen Standard Fund Managers Limited  
Bow Bells House  
1 Bread Street  
London EC4M 9HH

Authorised and regulated by the Financial Conduct Authority

### Investment Manager

Aberdeen Standard Investments (Japan) Limited

A subsidiary of Standard Life Aberdeen plc  
Website: [www.aberdeen-asset.com](http://www.aberdeen-asset.com)

### Secretary and Registered Office

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

Registered in England & Wales No. 3582911  
Email: [company.secretary@aberdeen-asset.com](mailto:company.secretary@aberdeen-asset.com)

### Website

[www.aberdeenjapan.co.uk](http://www.aberdeenjapan.co.uk)

### Bankers

ING N. V. London Branch

### Depository

BNP Paribas Securities Services, London Branch

### Stockbrokers

JPMorgan Securities Limited  
25 London Wall  
London EC2Y 5AJ

### Independent Auditor

KPMG LLP

### Lawyers

Dentons UK LLP  
One Fleet Place,  
London EC4M 7WS

### Points of Contact

#### Manager

Customer Services Department: 0808 00 00 40  
(open Monday - Friday, 9am - 5pm)  
Email: [inv.trusts@aberdeen-asset.com](mailto:inv.trusts@aberdeen-asset.com)

#### Registrars

Link Asset Services  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU

Telephone: 0371 664 0300  
(Lines are open 9.00 am–5.30 pm Mon–Fri.)

Telephone International: +44 208 639 3399  
Email: [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk)  
Website [www.signalshares.com](http://www.signalshares.com)

### Legal Entity Identifier ("LEI")

5493007LN438OBLNLM64

### Foreign Account Tax Compliance Act ("FATCA") Registration Number (GIIN)

IRS Registration Number (GIIN): QHB2WK.99999.SL.826





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