

Schroder

Japan Growth Fund plc

Report and Accounts to 31 July 2011



Schroders

Investment Objective

The Company's principal investment objective is to achieve capital growth from an actively managed portfolio principally comprising securities listed on the Japanese stock markets, with the aim of achieving growth in excess of the TSE First Section Total Return Index over the longer term.

Directors

Jonathan Taylor (Chairman)*†

Aged 67, was appointed as a Director of the Company on 29 July 1999 and as Chairman on 20 April 2004. He is Chairman and Managing Director of Dragon Partners Limited. He is a Director of Greater China Fund Inc. and member of the international advisory board, Datawind Inc. He was previously a Director of Baring Asset Management Limited (1976–1997). He is a Barrister at law.

Richard Greer*†

Aged 57, was appointed as a Director of the Company on 5 November 2009. Mr Greer has worked in Japan for fifteen years, for Jardine Matheson and subsequently, as branch manager, for Baring Securities (Japan) Limited, until 1993. He has extensive experience of company research, and headed the group established by the Japanese Ministry of Finance representing the EU investment banks and brokerages. On returning to London, he was global head of research at Barings, Caspian Limited and Commerzbank AG, before becoming a partner at WMG Limited, a wealth management group, and head of marketing at Toscafund Limited. He is now a partner at Laurel Capital Kingsway LLP, an investment firm.

* Member of the Audit and Management Engagement Committees

† Member of the Nomination Committee

Peter Lyon*†

Aged 70, was appointed as a Director of the Company on 31 May 1994. In March 2008 he retired from Clay Finlay Inc., a US based institutional fund management group where he was a director from 1998 until his retirement.

John Scott*†

Aged 59, was appointed as a Director of the Company on 20 April 2004. He is Chairman of Scottish Mortgage Investment Trust PLC and Dunedin Income Growth Investment Trust PLC and a non-executive director of Martin Currie Pacific Trust plc and JPMorgan Claverhouse Investment Trust plc. His other directorships include Endace Ltd. and Miller Insurance Services Ltd. He previously worked in the Far East for Jardine Matheson (1974–1980), and in London for Lazard Brothers & Co., Limited (1981–2001), during which time he spent three years in Tokyo with responsibility for Lazard Brothers' investment banking activities in Japan.

Jan Kingzett†

Aged 55, was appointed as a Director of the Company on 3 October 2001. He is an employee of Schroders. He is also a non-executive Director of Thos. Agnew and Sons (Holdings) Limited.

Mr Lyon is Chairman of the Nomination and Management Engagement Committees

Mr Scott is Chairman of the Audit Committee

Advisers

Investment Manager

Schroder Investment Management Limited
31 Gresham Street, London EC2V 7QA

Company Secretary and Registered Office

Schroder Investment Management Limited
31 Gresham Street, London EC2V 7QA
Telephone: 020 7658 3206

Bankers

ING Bank N.V.
60 London Wall, London EC2M 5TQ

Custodian

JP Morgan Chase Bank, N.A.
1 Chaseside
Bournemouth BH7 7DB

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
7 More London Riverside
London SE1 2RT

Corporate Broker

Matrix Corporate Capital LLP
One Vine Street
London W1J 0AH

Registrar

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

Shareholder Helpline: 0800 032 0641*
Website: www.shareview.co.uk

*Calls to this number are free of charge from landlines.

Contents

Financial Highlights and Portfolio Sector Distribution	2
Ten-Year Record	3
Chairman's Statement	4
Investment Manager's Review	6
Investment Portfolio	7
Report of the Directors	9
Remuneration Report	17
Corporate Governance	18
Independent Auditors' Report	22
Income Statement	23
Reconciliation of Movements in Shareholders' Funds	24
Balance Sheet	25
Cash Flow Statement	26
Reconciliation of Net Cash Flow to Movement in Net Debt	26
Notes to the Accounts	27
Notice of Meeting	39
Explanatory Notes to the Notice of Meeting	40
Company Summary and Shareholder Information	Inside Back Cover

Financial Highlights

	31 July 2011	31 July 2010	% Change
Total assets (£'000)*	154,331	137,076	12.6
Borrowings (£'000)	(23,677)	(22,105)	7.1
Shareholders' funds (£'000)	130,654	114,971	13.6
Shares in issue ('000)	125,008	125,008	
Net asset value per share	104.52p	91.97p	13.6
Share price	92.88p	78.25p	18.7
Share price discount	11.14%	14.92%	
TSE First Section Total Return Index (in sterling terms)**	8.43	7.78	8.4
Yen rate to Sterling	126.71	135.72	(6.6)
Total expense ratio (TER)***	1.10%	1.09%	
Market capitalisation (£'000)	116,108	97,819	18.7

*Calculated in accordance with AIC guidance and comprises shareholders' funds plus gearing used for investment purposes.

**Source: Thomson Financial Datastream

***Calculated in accordance with AIC guidance and expressed as a percentage of average monthly net assets. Expenses exclude finance costs and are net of tax relief (if tax relief is ignored the TER would be 1.49% (2010: 1.51%)).

Comparison of Portfolio Sector Distribution with the TSE First Section Total Return Index as at 31 July 2011

	Valuation £'000	% of Portfolio	% of Index
Chemicals	15,172	10.47	6.10
Transportation Equipment	13,965	9.64	10.30
Wholesale Trade	13,137	9.07	5.60
Electrical Appliances	11,728	8.09	14.50
Retail Trade	11,404	7.87	3.80
Banks	10,514	7.26	9.10
Land Transportation	8,156	5.63	3.60
Real Estate	7,471	5.16	2.40
Machinery	6,959	4.80	5.30
Information and Communication	6,430	4.44	6.00
Insurance	5,893	4.07	2.50
Pharmaceuticals	5,564	3.84	4.70
Services	5,050	3.48	1.80
Rubber Products	5,027	3.47	0.80
Construction	4,392	3.03	2.30
Precision Instruments	3,529	2.44	1.50
Oil and Coal Products	2,528	1.74	1.00
Securities and Commodity	2,504	1.73	1.30
Glass and Ceramics Products	2,185	1.51	1.30
Other Products	1,649	1.14	1.60
Mining	945	0.65	0.70
Non-Ferrous Metals	683	0.47	1.40
Foods	–	–	3.20
Electric Power and Gas	–	–	3.00
Iron and Steel	–	–	2.20
Textiles and Apparels	–	–	1.00
Other Financing Business	–	–	0.80
Metal Products	–	–	0.70
Marine Transportation	–	–	0.50
Pulp and Paper	–	–	0.40
Air Transportation	–	–	0.30
Warehousing and Harbour Transport	–	–	0.20
Fishery, Agriculture & Forestry	–	–	0.10
Total	144,885	100.00	100.00

Ten-Year Record to 31 July

	Total assets* £'000	Shareholders' funds £'000	NAV per Ordinary share	Market price of Ordinary shares	Share price discount %
2011	154,331	130,654	104.52p	92.88p	(11.14)
2010	137,076	114,971	91.97p	78.25p	(14.92)
2009	126,333	107,324	85.85p	71.25p	(17.01)
2008	133,547	110,194	88.15p	77.50p	(12.08)
2007	156,292	135,626	108.49p	99.25p	(8.52)
2006	172,587	142,164	113.72p	110.50p	(2.83)
2005	142,245	119,443	95.55p	91.75p	(3.98)
2004	130,995	111,259	89.00p	79.50p	(10.67)
2003	109,842	89,199	71.36p	65.75p	(7.86)
2002	114,112	92,731	74.18p	69.25p	(6.65)

*Calculated in accordance with AIC guidance and comprises shareholders' funds plus gearing used for investment purposes.

	Cost of running trust* £'000	Actual gearing ratio**	Potential gearing ratio***
2011	1,853	1.10	1.18
2010	1,758	1.12	1.19
2009	1,563	1.10	1.18
2008	1,816	1.14	1.21
2007	1,955	1.13	1.15
2006	2,102	1.17	1.21
2005	1,655	1.16	1.19
2004	1,627	1.14	1.18
2003	1,334	1.22	1.23
2002	1,492	1.18	1.23

*Operating expenses, excluding share dealing and finance costs.

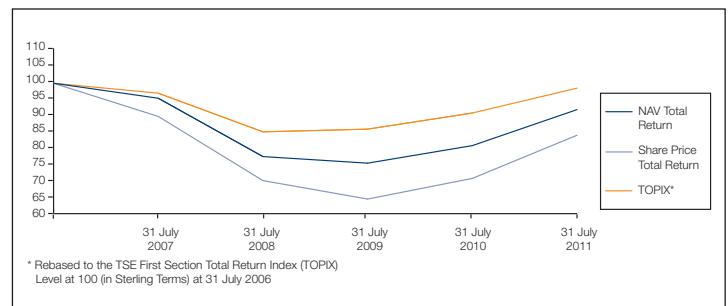
**Total assets less cash and fixed interest assets, divided by shareholders' funds.

***Total assets divided by shareholders' funds.

Five-Year Share Price and NAV Performance*

	NAV	Share price	Benchmark index
2011	91.91	84.05	98.49
2010	80.87	70.81	90.87
2009	75.49	64.48	85.92
2008	77.51	70.14	85.09
2007	95.40	89.82	96.95
2006	100.00	100.00	100.00

*Rebased to 100 at 31 July 2006.



Chairman's Statement

Performance

The year to 31 July 2011 was another positive year for sterling investors in Japanese equities, in spite of the traumatic events in March. Measured in local currency terms, the NAV rose by 6.1% during the year but the strength of the yen again meant that, in sterling terms, the NAV produced a total return of 13.6%. The Company's NAV also continued to out-perform the TSE First Section Index, which produced a total return of 8.4% in sterling terms over the year.

Gearing

During the year under review, the Company maintained a borrowing facility of ¥3 billion. At the beginning of the year, the net effective gearing was 12.7%, and this had decreased to 10.3% at 31 July 2011. All of the borrowings were obtained via a revolving credit facility in order to provide flexibility and the facility was renewed on an unsecured basis in April 2011.

The Directors do not envisage net effective gearing exceeding 25% of shareholders' funds and the gearing continues to be operated within the limits agreed by the Board.

Purchase of Shares for Cancellation

The Board will be seeking to renew the share buyback authority to purchase up to 14.99% of the Company's issued share capital for cancellation, granted to the Company at the Company's Annual General Meeting in November 2010. During the year ended 31 July 2011, the Directors did not use the authority given to them and no purchases for cancellation were undertaken. However, the share buyback facility is one of a number of tools that may be used to enhance shareholder value and to reduce the discount volatility and it is therefore proposed that the authority be renewed at the forthcoming Annual General Meeting.

Annual General Meeting

The Annual General Meeting will be held at 2.30 p.m. on Wednesday 2 November 2011 and shareholders are invited to attend. The meeting will follow our usual format, which includes a presentation on the prospects for the Japanese economy and investment strategy.

Retirement of Director

The Company announced on 1 August that Mr Yoshindo Takahashi had retired as a Director of the Company on 31 July 2011. The Board would like to take this opportunity to thank Mr Takahashi for his valued contribution to the deliberations of the Board since his appointment in 2005.

Outlook

While it has been a traumatic year, the speed with which Japan is recovering from the tsunami has illustrated some of its underlying strengths. The corporate sector has shown a swiftness and flexibility of response for which it has traditionally been renowned; national solidarity has been strong; and the authorities' short-term policy responses seem plausible. Stockmarket investors could be excused for feeling it ironic that it took a natural disaster to elicit some of these strengths, and to hope that similar fortitude will be shown in solving Japan's longer term problems.

Chairman's Statement

In the meantime, the Board agrees with the comments in the Manager's Review about the potential upside in the Company's portfolio. The Japanese market cannot wholly isolate itself from the volatility of Western markets, but local share ratings are not excessive and there is further room for a recovery in corporate profits.

Jonathan Taylor

Chairman

4 October 2011

Investment Manager's Review

Market Background

The Japanese stock market rose 1.2% in yen terms during the year ended 31 July 2011, a figure that was increased to 8.4% in sterling terms by further appreciation of the yen.

The early months of the period were a dull period of trading but the market then rose strongly from November through to March encouraged by an apparent shift in Bank of Japan policy, including the first currency intervention for six years, and by a view that a mid-cycle pause in global growth was not a precursor to a double-dip recession. The rally was brought to an abrupt and tragic halt by the Great East Japan Earthquake. The market fell sharply and then rebounded somewhat before trading in a narrow range between the pre-earthquake high and subsequent low.

To a degree the impact of the earthquake was apparent in sector trends for the year, with the utilities sector by far the worst performer, reflecting the Fukushima nuclear power plant disaster and resultant impact on Japanese energy policy more generally. Financials had another poor year. Construction was one of the better performing sectors (again partly as a result of the earthquake) whilst tyre companies and the machinery sector also performed well for industry specific reasons.

The Company's NAV rose 13.6% in sterling terms. This represented 5.2% outperformance of the benchmark. Not owning utility companies made the largest contribution whilst the holdings in trading companies was again positive. Several of the small company holdings performed strongly. This was more than sufficient to offset the negative impact from technology and machinery stock selection.

Outlook

The economy's recovery from the shocks of the earthquake and tsunami has exceeded most expectations. However this has happened at a time when recent global economic and financial market developments have taken a significant turn for the worse. That has clouded the outlook for the Japanese economy and contributed to the yen hitting new highs, but we expect a profit recovery next fiscal year which is not reflected in current valuations. In addition Japan should benefit from supply chains coming back on line in key industries such as cars, and from additional spending to rebuild parts of Tohoku (the recent change in Prime Minister renders this spending more likely). This should cushion to a degree the negative affects of a more difficult export backdrop.

Investment Policy

The moderate pro-cyclical bias has been maintained. Opportunities arose after the earthquake to add to holdings which suffered as a result of the disaster but where we were confident conditions would normalise, on which basis valuations looked too cheap. This opportunity has to a degree played itself out with the rapid progress towards normalisation now apparent. We are seeing opportunities to add to technology and more cyclical companies where share prices have been especially hard hit in the market sell-off after the Company's year end. Some of the small cap holdings have performed well and we are taking profits whilst maintaining an overweight position in this part of the market overall.

Net gearing was reduced somewhat during the year and was around 10% at the end of July.

Schroder Investment Management Limited

4 October 2011

Investment Portfolio

As at 31 July 2011

Company	Industrial Classification	Activity	Market Value of Holding £'000	% of Shareholders' Funds
Toyota Motor	Transportation Equipment	Automobile manufacturer	7,644	5.85
Mitsui	Wholesale Trade	General trading company	6,488	4.97
Hi-Lex	Transportation Equipment	Automobile cables manufacturer	4,916	3.76
Bridgestone	Rubber Products	Automobile tyre manufacturer	4,683	3.58
SK Kaken	Chemicals	Paint manufacturer for construction	4,559	3.49
East Japan Railway	Land Transportation	Railway company	4,125	3.16
Nidec	Electrical Appliances	Small and mid size spindle manufacturer	3,930	3.01
KDDI	Information and Communication	Telecommunication services	3,431	2.63
Ricoh	Electrical Appliances	Copiers and printers manufacturer	3,119	2.39
NKSJ Holdings	Insurance	Non-life and life insurance	3,059	2.34
Sumitomo Mitsui Financial	Banks	Banking and other financial services	3,035	2.32
Seven & I Holdings	Retail Trade	Retail store operator	3,032	2.32
Tachihi Enterprise	Real Estate	Real estate investment	2,999	2.29
Nippon Telegraph & Telephone	Information and Communication	Telecommunication services	2,999	2.29
T&D Holdings	Insurance	Life insurance products and services	2,834	2.17
Sakata Inx	Chemicals	Printing ink manufacturer	2,726	2.09
JX Holdings	Oil and Coal Products	Petroleum refining and selling	2,528	1.93
Hoya	Precision Instruments	Optical lens manufacture	2,513	1.92
Central Japan Railway	Land Transportation	Railway company	2,362	1.81
Mitsubishi UFJ Financial Group	Banks	Banking and other financial services	2,243	1.72
Twenty largest investments			73,225	56.04
Asahi Glass	Glass and Ceramics Products	Glass and related products	2,185	1.67
Mitsubishi	Wholesale Trade	General trading company	2,117	1.62
Jupiter Telecommunications	Services	Cable network operator	2,116	1.62
AT Group	Retail Trade	Car distribution	2,097	1.61
Sankyo	Machinery	Pachinko machine manufacturer	2,076	1.59
Sankei Building	Real Estate	Real estate investment	2,072	1.59
Inabata	Wholesale Trade	Trading company	1,930	1.48
Nomura Holdings	Securities and Commodity	Stockbroker	1,855	1.42
Haseko	Construction	House builder	1,815	1.39
JGC	Construction	Construction of plants and facilities	1,803	1.38
Shimamura	Retail Trade	Clothing store	1,719	1.32
Nafco	Retail Trade	Operates home and furniture chain stores	1,697	1.30
Yamato Holdings	Land Transportation	Delivery service company	1,669	1.28
Santen Pharmaceutical	Pharmaceutical	Pharmaceutical products	1,664	1.27
Nippon Thompson	Machinery	Manufacturer of needle roller bearings	1,658	1.27
Fuji Photo Film	Chemicals	Imaging and information solutions	1,657	1.27
Daikyo	Real Estate	Real estate development and sales	1,646	1.26
ABC-Mart	Retail Trade	Shoe retailer	1,646	1.26
Koito Manufacturing	Electrical Appliances	Manufacturer of car lighting	1,626	1.24
T & K Toka	Chemicals	Printing ink manufacturer	1,610	1.23
Fukuoka Financial Group	Banks	Banking and other financial services	1,553	1.19
Nitto Denko	Chemicals	Manufacturer of LCDs	1,527	1.17
Chiba Bank	Banks	Banking services	1,370	1.05
Nintendo	Other Products	Manufacture of games consoles	1,232	0.94

Investment Portfolio

Company	Industrial Classification	Activity	Market Value of Holding £'000	% of Shareholders' Funds
Hitachi	Electrical Appliances	Electrical appliances and industrial machinery	1,229	0.94
Sumitomo Heavy Industries	Machinery	Manufacturer of industrial machinery	1,217	0.93
Don Quijote	Retail Trade	Discount store operator	1,213	0.93
Sekisui Chemical	Chemicals	Manufacture of housing chemicals	1,210	0.93
Mirai Industry	Machinery	Construction and building maintenance	1,202	0.92
Takeda Pharmaceutical	Pharmaceutical	Pharmaceutical products	1,160	0.89
Seventy Seven Bank	Banks	Banking services	1,150	0.88
Sumitomo Corporation	Wholesale Trade	General trading company	1,116	0.85
Shimadzu	Precision Instruments	Precision tools and equipment maker	1,016	0.78
Musashi Seimitsu Industry	Transportation Equipment	Automobile parts manufacturer	993	0.76
Inpex	Mining	Energy exploration	945	0.72
Accordia Golf	Services	Golf and country club management	927	0.71
Toyota Tsusho	Wholesale Trade	General trading company	854	0.65
JTEKT	Machinery	Manufacturer of ball and roller bearings	806	0.62
Sanki Engineering	Construction	Installation service	774	0.59
Kaneka	Chemicals	Chemical products manufacturer	762	0.58
Astellas Pharma	Pharmaceutical	Pharmaceutical products	757	0.58
Mabuchi Motor	Electrical Appliances	Micro-motors manufacturer	756	0.58
Mitsui Fudosan	Real Estate	Leasing and sale of real estate	754	0.58
Moshi Moshi Hotline	Services	Provision of call centre services	745	0.57
Aeon Delight	Services	Building facility maintenance	738	0.56
Kissei Pharmaceuticals	Pharmaceutical	Pharmaceutical products	706	0.54
JSR	Chemicals	Synthetic rubber manufacturer	684	0.52
Sumitomo Electric Industries	Non-Ferrous Metals	Copper wire manufacturer	683	0.52
Tokai Tokyo Securities	Securities and Commodity	Stockbroker	649	0.50
Itochu	Wholesale Trade	General trading company	632	0.48
Seven Bank	Banks	Banking services	627	0.48
Nippon Chemiphar	Pharmaceutical	Pharmaceutical products	543	0.42
Musashino Bank	Banks	Banking services	536	0.41
TDK	Electrical Appliances	Electronic components manufacturer	535	0.41
Rohm	Electrical Appliances	LSIs manufacturer	533	0.41
Chubu Nippon Broadcasting	Services	Commercial broadcaster	524	0.40
Nissan Chemical Industries	Chemicals	Chemical products manufacturer	437	0.33
Asics	Other Products	Manufacture of sporting products	417	0.32
Yamaha Motor	Transportation Equipment	Motorcycle manufacturer	412	0.32
Tsumura	Pharmaceutical	Pharmaceutical products	398	0.30
Nitta	Rubber Products	Manufacturer of belts and rubber products	344	0.26
Otsuka	Pharmaceutical	Pharmaceutical products	336	0.26
Total investments			144,885	110.89
Net current liabilities			(14,231)	(10.89)
Total equity shareholders' funds			130,654	100.00

At 31 July 2010, the twenty largest investments represented 57.55% of shareholders' funds.

Report of the Directors

Business Review

Company's Business

The Company carries on business as an investment trust and is an investment company within the meaning of Section 833 of the Companies Act 2006. In order to continue to obtain exemption from capital gains tax, the Company has conducted itself with a view to being an approved investment trust for the purposes of Section 1158 of the UK Corporation Tax Act 2010. The last accounting period for which the Company has been treated as approved by HMRC is the year ended 31 July 2010 and the Company has subsequently directed its affairs so as to enable it to continue to qualify for such approval. The Company is not a close company for taxation purposes.

Investment Objective

The principal investment objective of the Company is to achieve capital growth from an actively managed portfolio principally comprising securities listed on the Japanese stock markets, with the aim of achieving growth in excess of the TSE First Section Total Return Index over the longer term.

Relationship with the Investment Manager

Schroder Investment Management Limited ("Schroders"), which is authorised and regulated by the Financial Services Authority ("FSA"), provides investment management, accounting and company secretarial services to the Company under the terms of an investment management agreement. Schroders also provides general marketing support for the Company and manages relationships with key investors, in conjunction with the Chairman, other Board members or the corporate broker as appropriate.

The Company's assets are managed in line with appropriate restrictions placed on Schroders by the Board. These restrictions include limits on the type and relative size of holdings which may be held in the portfolio and on the use of gearing, hedging, cash, derivatives and other financial instruments. Schroders is also responsible for ensuring that the voting rights held in respect of portfolio companies are used as part of a process of effective engagement with the management of portfolio companies. The Company also gives instructions to Schroders to ensure that it discharges the obligations of the Stewardship Code on its behalf.

Schroders, in its capacity as Company Secretary, liaises with the Company's corporate broker to assist in the implementation of the Company's discount management policy. The Company Secretary also advises the Board on key relationships with other third party service providers and ensures regular review of the services provided by these parties.

All services carried out by Schroders are subject to regular reporting to, and monitoring by, the Board and Audit Committee as appropriate.

Investment Policy

The Manager utilises an active stock driven investment approach, drawing on Schroders' extensive research resources in Japan. The portfolio will principally be invested in a broad range of companies quoted on the Tokyo Stock Exchange, the regional stock markets of Fukuoka, Hiroshima, Kyoto, Nagoya, Niigata, Osaka and Sapporo and the Japanese over the counter (OTC) market. Investments may also be made in companies listed elsewhere but controlled from Japan or with a material exposure to the Japanese economy. There are no constraints on size of company or sector allocation. This flexibility will allow the Manager to take advantage of changes in market sentiment and in the domestic economic cycle as it develops.

The portfolio will mainly be invested in equities but may also be invested in warrants, convertibles and other derivative instruments where appropriate. The Company may invest up to 5% of its assets in securities which are not listed on any stock exchange, but would not normally make such investment except where the Manager expects that the securities will shortly become listed on a Japanese stock market.

In order to maximise potential returns gearing may be employed by the Company from time to time. The Directors do not envisage net effective gearing levels in excess of 25% of shareholders' funds. Where appropriate the Directors may authorise the hedging of the Company's currency exposure to the Yen.

Spread of Investment Risk

Risk in relation to the Company's investments is spread as a result of the Manager monitoring the Company's portfolio with a view to ensuring that the portfolio retains an appropriate balance to meet the Company's investment objective. The key restrictions imposed on the Manager include a) no more than 15% of the Company's total net

Report of the Directors

assets, at the date of acquisition, may be invested in any one single company; b) no more than 10% of the value of the Company's gross assets may be invested in other listed investment companies unless such companies have a stated investment policy not to invest more than 15% of their gross assets in other listed companies; c) no more than 15% of the Company's total net assets may be invested in open-ended funds and; d) no more than 25% of the Company's total net assets may be invested in the aggregate of unlisted investments and holdings representing 20% or more of the equity capital of any company. The Investment Portfolio on pages 7 and 8 demonstrates that, as at 31 July 2011, the Manager held 82 investments spread over several sectors. The largest investment, Toyota Motor, represented 5.85% of shareholders' funds at 31 July 2011. At the year end, the Company did not hold any unlisted investments, and did not hold any open-ended funds. The Board therefore believes that the objective of spreading risk has been achieved in this way.

Performance

An outline of performance, market background, investment activity and portfolio strategy during the year under review, as well as outlook, is provided in the Chairman's Statement and Investment Manager's Review.

Measuring Success – Key Performance Indicators

The Board has adopted key performance indicators ("KPIs") which assist it in measuring the development and success of the Company's business. The KPIs focus on the following areas: the measurement of the success of the Company's investment objective, the management of the discount and the level of expenses incurred in the running of the Company.

Investment Performance

The Board considers that monitoring the relative success of the Company's investment performance, measured against its established benchmark, is one of its most important roles. Performance against peer group companies is also reviewed.

Quarterly reports, including commentary on its view of markets, the impact of stock selection decisions and other attribution analyses, portfolio activity and strategy and outlook for the portfolio are provided by the Manager and form the basis of discussions at every board meeting. On a regular basis, the Board also reviews the investment processes of the Manager and considers reports from its broker on the perception of shareholders and the market on the Manager's performance, and the Company's strategy.

For the year ended 31 July 2011, the Company's net asset value produced a total return of 13.6% compared to a total return of 8.4% for the benchmark. Charts showing the Company's sector distribution and five-year performance measured against the benchmark as at 31 July 2011 can be found on pages 2 and 3 of this Report.

Discount Management

The shares of the Company often trade at a discount to net asset value and the management of this discount is a key factor for the Board. The Board has therefore adopted a second KPI, which measures the success of the Board's strategy to limit volatility in the discount.

As the discount is a function of the balance between the supply and demand for the Company's shares and is dependent on sentiment towards the Japanese stock market, a principal objective for the Board is to ensure that, through Schroders' marketing team and the Company's stockbrokers, potential shareholders and their advisers continue to be kept informed of the Company's progress and the ways they can invest in it. Share buy-backs are a more direct way of managing the discount. The discount of the Company's share price to its underlying net asset value and the discounts of peer group companies are monitored and the Board considers the use of its share buy-back authority on a regular basis.

During the year under review the share price traded at a discount ranging from 6.6% to 18.5%.

Control of Total Expenses

The Board has adopted a third KPI which assists the Board in keeping the total expense ratio ("TER") of the Company under review.

An analysis of the Company's costs, including management fees, Directors' fees and general expenses, is submitted to each Board meeting.

Report of the Directors

The TER for the Company for the year to 31 July 2011 (calculated in accordance with AIC guidance as total annualised net operating expenses after tax divided by average net assets during the year) was 1.10% (2010: 1.09%).

Principal Risks and Uncertainties

The Board has adopted a matrix of key risks which affect its business and a robust framework of internal control which is designed to monitor those risks to enable the Directors to mitigate them as far as possible and which assists in determining the nature and extent of the significant risks the Board is willing to take in achieving its strategic objectives. A full analysis of the Directors' system of internal control and its monitoring system is set out in the Corporate Governance Statement. The principal risks are considered to be as follows:

Financial Risk

The Company is exposed to the effect of market fluctuations due to the nature of its business. A significant fall in Japanese equity markets would have an adverse impact on the value of the Company's underlying investments. The Board considers the portfolio's risk profile at each Board meeting and discusses with the Manager appropriate strategies to mitigate any negative impact of substantial changes in markets.

The Company invests predominantly in underlying assets which are denominated in Yen and therefore has an exposure to changes in the exchange rate between Sterling and Yen which has the potential to have a significant effect on returns. While the Directors consider the Company's hedging policy on a regular basis, the Company did not engage in currency hedging to reduce the risk of currency fluctuations and the volatility of returns which might result from such currency exposure during the year ended 31 July 2011.

The Company utilises a credit facility, currently in the amount of Yen 3 billion, which increases the funds available for investment through borrowing ("gearing"). Therefore, in falling markets, any reduction in the net asset value and, by implication, the consequent share price movement is amplified by the gearing. The Directors keep the Company's gearing under constant review and impose strict restrictions on borrowings to mitigate this risk. The Company's gearing continues to operate within pre-agreed limits so that actual gearing does not represent more than 25% of shareholders' funds.

A full analysis of the financial risks facing the Company is set out in note 20 on pages 34 to 38.

Strategic Risk

Over time, investment vehicles and asset classes can become out of favour with investors or may fail to meet their investment objectives. This may be reflected in a wide discount of the share price to underlying asset value. Directors periodically review whether the Company's investment remit remains appropriate and they continually monitor the success of the Company in meeting its stated objectives. Further details may be found under the sections on "Investment Performance" and "Discount Management" KPIs above.

Accounting, Legal and Regulatory Risk

In order to continue to qualify as an investment trust, the Company must comply with the requirements of Section 1158 of the UK Corporation Tax Act 2010. Should the Company not comply with these requirements, it might lose investment trust status and capital gains within the Company's portfolio could, as a result, be subject to Capital Gains Tax.

Breaches of the UK Listing Rules, the Companies Act or other regulations with which the Company is required to comply, could lead to a number of detrimental outcomes and damage the Company's reputation. Breaches of controls by service providers, including the Manager, could also lead to reputational damage or loss.

The Board's system of internal control seeks to mitigate the potential impact of these risks and it also relies on its advisers to assist it in ensuring continued compliance.

Report of the Directors

The Directors submit their Report and the Audited Accounts of the Company for the year ended 31 July 2011.

Revenue and Earnings

The net revenue return before finance costs and taxation for the year was £1,490,000 (2010: £875,000). As the Company has accumulated net revenue losses, no final dividend is proposed for the year ended 31 July 2011 (2010: nil).

Directors and their Interests

The Directors of the Company and their biographical details can be found on the inside front cover. All Directors held office throughout the year under review, with the exception of Mr Takahashi who retired as a Director on 31 July 2011.

In accordance with the Company's Articles of Association and the Company's policy on tenure as outlined in the Corporate Governance Statement, Mr Lyon, Mr Scott and Mr Taylor will retire and, being eligible, offer themselves for re-election. Mr Kingzett is also required to stand for re-election each year in accordance with the UK Listing Rules, as he is an employee of Schroder Investment Management Limited, which receives fees from the Company in accordance with the Management Agreement referred to below. He is not considered by the Board to be independent.

No Director has any material interest in any other contract which is significant to the Company's business.

The Board, having reviewed its performance during the year, considers that each of Mr Lyon, Mr Scott, Mr Taylor and Mr Kingzett continues to demonstrate commitment to their roles and provide valuable contributions to the deliberations of the Board. It therefore recommends that shareholders vote in favour of their re-elections.

The Directors' interests in the Company's share capital at the beginning and end of the financial year ended 31 July 2011, all of which were beneficial, were as follows:

Director	Ordinary shares of 10p each 31 July 2011	Ordinary shares of 10p each 1 August 2010
Jonathan Taylor	5,000	5,000
Richard Greer	Nil	Nil
Jan Kingzett	15,000	15,000
Peter Lyon	3,000	3,000
John Scott	8,170	8,170
Yoshindo Takahashi*	Nil	Nil

*Mr Takahashi retired as a Director on 31 July 2011.

There have been no changes in the above holdings between the end of the financial year and the date of this Report.

As at the date of this Report, the Company had 125,008,200 ordinary shares of 10p each in issue. No shares were held in treasury. Accordingly, the total number of voting rights in the Company at the date of this Report is 125,008,200. Full details of the Company's share capital are given in note 14 on page 32.

Substantial Share Interests

As at the date of this report, the Company has received notifications in accordance with the FSA's Disclosure and Transparency Rule 5.1.2 R of the following direct or indirect interests in 3% or more of the voting rights attaching to the Company's issued share capital.

	Number of Ordinary shares	Percentage of total voting rights
1607 Capital Partners, LLC	17,798,713	14.24
Derbyshire County Council	9,025,000	7.22
Laxey Partners Limited	6,153,434	4.92
Legal and General Group plc	4,953,394	3.96

Report of the Directors

Investment Manager

The Directors believe that the Investment Manager has a strong management team which adopts a transparent investment strategy to assist the Company in meeting its investment objective. The Manager is supported by significant depth of knowledge and experience in Japan, with regional resources and local analysts. The Manager has demonstrated that it operates with stringent controls across all aspects of its business. Investment management is further backed up with good quality administration.

Therefore the Directors consider the continuing appointment of the Investment Manager on the terms of the existing investment management agreement to be in the best interests of the Company.

The investment management agreement is terminable by either party on not less than one year's notice. At the date of this report no such notice by either party had been given. The Investment Manager is entitled to a management fee at an annual rate of 1.00% payable quarterly in arrears and calculated by reference to the value of the Company's assets under management (net of current liabilities other than short term borrowings) at the end of the relevant quarter up to £150,000,000 and at an annual rate of 0.95% on assets above that amount. The investment management fee payable in respect of the year ended 31 July 2011 is shown in note 5 to the accounts.

During the year ended 31 July 2011 Schroders was entitled to receive a fee of £90,000 for secretarial services provided to the Company.

The Investment Manager is authorised and regulated by the Financial Services Authority.

Policy for the Payment of Creditors

It is the policy of the Company to settle all investment transactions in accordance with the terms and conditions of the relevant market in which it operates. All other expenses are paid on a timely basis in the ordinary course of business. There were no outstanding trade creditors, other than purchases for future settlement, at 31 July 2011 (2010: £nil).

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare accounts for each financial year. Under that law they have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 accounts respectively; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts and the Remuneration Report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of accounts may differ from legislation in other jurisdictions.

Each of the Directors, whose names and functions are listed within the Directors and Advisers section on the inside front cover, confirms that, to the best of their knowledge:

- the accounts, which have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), give a true and fair view of the assets, liabilities, financial position and net return of the Company; and

Report of the Directors

- the Report of the Directors includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

Going Concern

The Directors are of the opinion that it is appropriate to continue to adopt the going concern basis in accordance with the FRC's "Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009" in the preparation of the accounts as the assets of the Company consist predominantly of securities that are readily realisable and, accordingly, the Company has adequate financial resources to continue in operational existence for the foreseeable future.

Corporate Governance Statement

The Company's Corporate Governance Statement is set out on pages 18 to 21 and forms part of the Report of the Directors.

Anti-Bribery Policy

The Board notes the recent implementation of the Bribery Act 2010, which came into force on 1 July 2011. The Company continues to be committed to carrying out its business fairly, honestly and openly. To this end, it has undertaken a risk assessment of its internal procedures and the policies of the Company's service providers and has adopted a revised anti-bribery policy which aims to prevent bribery being committed by Directors and persons associated with the Company on the Company's behalf and to ensure compliance with the Bribery Act.

Environmental Policy

As an investment trust, the Company has no direct social or environmental responsibilities; its policy is focussed on ensuring that its portfolio is properly managed and invested. The Company has however adopted an environmental policy, details of which are set out in the Corporate Governance Statement.

Independent Auditors

The Company's Auditors, PricewaterhouseCoopers LLP, have expressed their willingness to remain in office and resolutions to reappoint them as Auditors to the Company and to authorise the Directors to determine their remuneration will be proposed at the forthcoming Annual General Meeting.

The Audit Committee remains satisfied with the effectiveness of the audit provided by PricewaterhouseCoopers LLP and therefore has not considered it necessary to require an independent tender process. The auditors are required to rotate the audit partner every five years and this is the fourth year that the current audit partner has been in place.

The Audit Committee has adopted a pre-approval policy on the engagement of the Auditors to supply non-audit services to the Company. The Auditors did not supply any non-audit services during the year under review (2010: £nil).

Provision of Information to the Auditors

The Directors at the date of approval of this report confirm that, so far as each of the Directors is aware, there is no relevant audit information of which the Company's Auditors are unaware; and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

Annual General Meeting ("AGM")

The following information is important and requires your immediate attention. If you are in any doubt about the action you should take, you should consult an independent financial adviser, authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your ordinary shares in the Company, please forward this document with its accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The AGM will be held on Wednesday, 2 November 2011 at 2.30 p.m. The formal notice of the AGM is set out on page 39.

Report of the Directors

Special Business to be Proposed at the AGM

Resolutions relating to the following items of special business will be proposed at the AGM:

Resolution 9 – Authority to Allot Shares (Ordinary Resolution) and Resolution 10 – Power to Disapply Pre-emption Rights (Special Resolution)

At the AGM on 4 November 2010, the Directors were granted authority to allot a limited number of new ordinary shares for cash. No shares have been allotted under this authority, which will expire at the forthcoming AGM. At the AGM held in November 2010, power was also given to the Directors to allot a limited number of new ordinary shares other than pro rata to existing shareholders. This authority will also expire at the forthcoming AGM and resolutions to renew both authorities will therefore be proposed at the forthcoming AGM, details of which are set out in full in the Notice of Meeting.

An ordinary resolution will be proposed to authorise the Directors to allot new ordinary shares for cash up to a maximum aggregate nominal amount of £625,041 (being 5% of the issued share capital as at 4 October 2011). A special resolution will also be proposed to give the Directors power to allot securities for cash on a non pre-emptive basis up to a maximum aggregate nominal amount of £625,041 (being 5% of the Company's issued share capital as at 4 October 2011).

The Directors intend to issue new ordinary shares pursuant to these authorities if investor demand for them is strong. However, the Directors will issue shares only when they believe it to be advantageous to the Company's existing shareholders to do so. The issue of new shares will only be made at a premium to net asset value.

If renewed, both authorities will expire at the conclusion of the AGM in 2012 unless renewed or revoked earlier.

Resolution 11 – Authority to make Market Purchases of the Company's own Ordinary Shares (Special Resolution)

At the AGM on 4 November 2010, the Company was granted authority to make market purchases of up to 18,738,729 ordinary shares for cancellation. No shares have been bought back under this authority and the Company therefore has remaining authority to purchase up to 18,738,729 ordinary shares. This authority will expire at the forthcoming AGM.

The Directors believe it is in the best interests of the Company and its shareholders to have a general authority for the Company to buy back its ordinary shares in the market as they keep under review the share price discount to net asset value and the purchase of ordinary shares. A special resolution will be proposed at the forthcoming AGM to give the Company authority to make market purchases of up to 14.99% of the ordinary shares in issue on 4 October 2011. The Directors will exercise this authority only if the Directors consider that any purchase would be for the benefit of the Company and its Shareholders, taking into account relevant factors and circumstances at the time. Any shares so purchased would be cancelled. The authority to be given at the 2011 AGM will lapse at the conclusion of the AGM in 2012, unless renewed or revoked earlier.

The maximum purchase price that may be paid for an ordinary share will not be more than the greater of 5% above the average of the middle market values of the shares, as taken from the London Stock Exchange Daily Official List, for the five business days preceding the date of purchase and the higher of the price of the last independent trade in the shares and the highest then current independent bid for the shares on the London Stock Exchange. The minimum price will be 10p, being the nominal value per ordinary share.

Resolution 12 – Adoption of new Articles of Association (Special Resolution)

A special resolution will be proposed at the AGM to adopt new articles of association (the "New Articles") reflecting certain recent changes to UK company law, including those required to comply with the EU Shareholders' Rights Regulations, which have come in to force since the Company's Articles of Association were last updated in November 2008.

Copies of the proposed New Articles are available from the Company Secretary and will be on display at the registered office of the Company during normal business hours on any weekday (English public holidays excepted). They will also be available for inspection by any person attending the AGM.

The principal changes to the articles of association are set out below. The opportunity has also been taken to reformat and reword the articles to bring them up to date and so as to comply with recent changes in UK Company law.

Report of the Directors

1. Memorandum of Association

From 1 October 2009 the memorandum of association of a company must only contain a statement that the original subscribers wish to form a company, agree to be members of the company and accept at least one share each in the company. Other provisions previously contained in the Company's memorandum of association are now deemed to form part of the articles of association. Those provisions of the memorandum of association are included in the New Articles with the exception of information about the authorised share capital of the Company (see 2 below) and the objects clause formerly contained in the memorandum which has been excluded from the New Articles because the Company is no longer required to set out its objects and its objects will accordingly be unrestricted.

2. Authorised share capital

It is no longer necessary for a company to have an authorised share capital and references to authorised share capital have been removed.

3. Redemption of redeemable shares

Directors can now determine the terms, conditions and manner of redemption of any redeemable shares which are to be issued by the Company as long as they determine the terms of redemption prior to the issue of shares. The New Articles have been amended to enable the Directors to do this.

Currently the Company has no redeemable shares in issue.

4. Reduction and re-purchase of share capital

The Company no longer needs authorisation in its articles of association to reduce its share capital or purchase or redeem its own shares or to pass an ordinary resolution to consolidate or sub-divide its shares and reference to these activities have been removed.

5. Consolidation and sub-division of shares

The Current Articles give the Company authority to consolidate and/or sub-divide its shares by ordinary resolution. Under the Companies Act 2006 it is no longer necessary for this authority to be given in the articles of association. This provision has therefore been removed.

6. Notice of general meetings

The Companies Act 2006 has changed the requirements for calling a general meeting on short notice, for making such a notice available on a website and for the content of a notice calling a general meeting. The New Articles have been amended to reflect these provisions of the Companies Act 2006.

7. Change of name by directors

A company can now change its name either by special resolution or by other means provided for by the company's articles, such as by board resolution. The New Articles provide for approval of a change of name of the Company by a board resolution.

Recommendation

The Board considers that the resolutions relating to the above items of special business are in the best interests of the Company and shareholders as a whole. Accordingly, the Board unanimously recommends to shareholders that they vote in favour of the above resolutions to be proposed at the forthcoming AGM, as they intend to do in respect of their own beneficial holdings.

By Order of the Board
Schroder Investment Management Limited
Company Secretary
4 October 2011

Remuneration Report

The determination of the Directors' fees is a matter dealt with by the Management Engagement Committee and the Board.

The Company's Articles of Association limit the aggregate fees payable to the Board of Directors to a total of £175,000 per annum. Subject to this overall limit, it is the Company's policy to determine the level of Directors' fees having regard to the level of fees payable to non-executive Directors in the industry generally, the role that individual Directors carry out in respect of Board and Committee responsibilities, and the time committed to the Company's affairs. The Directors' fees are reviewed annually by the Board. During the year ended 31 July 2011, Directors received fees of £17,000 and the Chairman received fees of £25,000 to reflect his more onerous role.

Additional fees are also paid for membership of each of the Audit, Management Engagement and Nomination Committees. The Committee fees are payable to members of each Committee for their contributions to the deliberations of such Committees. Members of the Audit Committee each receive an additional fee of £2,000 per annum and members of the Management Engagement and Nomination Committees each receive an additional £1,000 per annum.

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

The Board believes that the principles set out in Section D of the UK Corporate Governance Code relating to remuneration do not apply to the Company, except as outlined above, as the Company has no executive Directors.

No Director has a service contract with the Company. However, Directors have a letter of appointment with the Company under which they are entitled to one month's notice in the event of termination. The terms of appointment are available for inspection at the Company's Registered Office address during normal business hours and at the AGM.

All Directors are appointed for an initial term covering the period from the date of their appointment until the first AGM thereafter, at which they are required to stand for election in accordance with the Articles of Association. Thereafter Directors retire by rotation at least every three years and as required by the Company's policy on tenure. The Chairman meets with each Director before such Director is proposed for re-election and, subject to the evaluation of performance carried out each year, the Board agrees whether it is appropriate for such Directors to seek an additional term.

When recommending whether an individual Director should seek re-election, the Board will take into account the provisions of the Combined Code, including the appropriateness of refreshing the Board and its Committees.

Performance Graph

A graph showing the Company's net asset value and share price total return compared with its benchmark, the TSE First Section Total Return Index, over the last 5 years is shown on page 3.

Directors' Remuneration Report for the year ended 31 July 2011

Director	For the year ended 31 July 2011 fees for services to the Company	For the year ended 31 July 2010 fees for services to the Company
	£	£
Jonathan Taylor	29,000	25,000
Richard Greer*	21,000	13,282
Jan Kingzett	18,000	15,000
Peter Lyon	21,000	18,000
John Scott	21,000	18,000
Yoshindo Takahashi**	21,000	18,000
	131,000	107,282

*Richard Greer was appointed as a Director on 5 November 2009.

**Yoshindo Takahashi retired as a Director on 31 July 2011.

The information in the above table has been audited (see the Independent Auditors' Report on page 22).

By order of the Board
Schroder Investment Management Limited
Company Secretary
4 October 2011

Corporate Governance

The Board is committed to high standards of corporate governance and has implemented a framework for corporate governance which it considers to be appropriate for an investment trust in order to comply with the principles of the UK Corporate Governance Code (the "Code"), which replaces the 2008 Combined Code and is applicable to the Company for the year under review. The Code is published by the FSA and is available to download from www.fsa.gov.uk.

Compliance Statement

The UK Listing Authority requires all UK listed companies to disclose how they have complied with the provisions of the Code. This Corporate Governance Statement, together with the Statement of Directors' Responsibilities and Going Concern set out on pages 13 and 14, indicates how the Company has complied with the principles of good governance of the Code and its requirements on Internal Control.

The Board considers that the Company has, throughout the year under review, complied with all relevant provisions set out in the Code, save in respect of the appointment of a Senior Independent Director, where departure from the Code is considered appropriate given the Company's position as an investment trust. The Board has considered whether a Senior Independent Director should be appointed. As the Board comprises entirely non-executive Directors, the appointment of a Senior Independent Director is not considered necessary. However, the Chairman of the Audit Committee effectively acts as the Senior Independent Director, leads the evaluation of the performance of the Chairman and is available to the Directors and/or shareholders if they have concerns which cannot be resolved through discussion with the Chairman.

Application of Code Principles

Role of the Chairman

The Chairman is responsible for leading the Board, ensuring its effectiveness in all aspects of its role and promoting a culture of openness and debate by facilitating the effective contribution of Directors, setting the Board's agenda and for ensuring that adequate time is available for discussion of all agenda items, including strategy.

Role of the Board

The Board is collectively responsible for the long-term success of the Company.

The Board determines and monitors the Company's investment objectives and policy, and considers the future strategic direction of the Company. Matters specifically reserved for decision by the Board have been adopted. The Board is responsible for presenting a balanced and understandable assessment of the Company's position and, where appropriate, prospects in annual and half-yearly accounts and other forms of public reporting. It monitors and reviews the shareholder base of the Company, marketing and shareholder communication strategies, and evaluates the performance of all service providers, with input from its Committees where appropriate. A procedure has been adopted for Directors, in the furtherance of their duties, to take independent professional advice at the expense of the Company, where appropriate. The Directors have access to the advice and services of the corporate Company Secretary through its appointed representative, who is responsible to the Board, inter alia, for ensuring that Board procedures are followed, and that applicable rules and regulations are complied with.

Composition and Independence

The Board currently consists of five non-executive Directors. The biographies of each of these Directors, including their age and length of service, are set out on the inside front cover of this Report. The Board considers each of Mr Taylor, Mr Greer, Mr Lyon and Mr Scott to be independent. Mr Kingzett is not deemed independent by virtue of his relationship with the Investment Manager.

The Board has no executive Directors and has not appointed a Chief Executive Officer as it has contractually delegated responsibility for the management of the Company's investment portfolio, the arrangement of custodial services and the provision of accounting and company secretarial services. The Company has no employees.

The Board is satisfied that it is of sufficient size with an appropriate balance of skills and experience, independence and knowledge of both the Company and the wider investment company industry to enable them to discharge their respective duties and responsibilities effectively and that no individual or group of individuals is, or has been, in a position to dominate decision making.

Board Committees

The Board has delegated certain responsibilities and functions to Committees. Terms of Reference for each of these Committees, which are reviewed annually, are available on the Company's website at www.schroderjapangrowthfund.com. Details of membership of the Committees at 31 July 2011 may be found on

Corporate Governance

the inside front cover of this report and information regarding attendance at Committee meetings during the year under review may be found on page 20.

Audit Committee

The role of the Audit Committee is to ensure that the Company maintains the highest standards of integrity in financial reporting and internal control. The Board considers each member of the Committee to be independent. The Board also considers that members of the Committee have recent and relevant financial experience.

To discharge its duties, the Committee met on two occasions during the year ended 31 July 2011 and considered the annual and half-yearly accounts, the external Auditors' year-end report, management representation letters, the effectiveness of the audit process, the independence and objectivity of the external Auditor and internal controls operating within the management company and custodian.

Management Engagement Committee

The role of the Management Engagement Committee is to ensure that the Company's investment manager remains suitable to manage the portfolio, that the management contract is competitive and reasonable for the shareholders, and that the Company maintains appropriate administrative and company secretarial support. In addition, the Committee reviews fees paid to Directors and makes recommendations to the Board in this regard. The Board considers each member of the Committee to be independent.

To discharge its duties, the Committee met on one occasion during the year ended 31 July 2011 and considered the performance and suitability of the Investment Manager, the terms and conditions of the management contract and the fees paid to Directors.

Nomination Committee

The role of the Committee is to consider and make recommendations to the Board on its composition so as to maintain an appropriate balance of skills, experience and diversity, including gender, and to ensure progressive refreshing of the Board. On individual appointments, the Committee leads the process and make recommendations to the Board. The Board considers each member of the Committee, with the exception of Mr Kingzett, to be independent.

The Nomination Committee did not have cause to meet during the year under review but has done so since the end of the year to consider the balance of the Board.

Before the appointment of a new Director, the Nomination Committee will prepare a description of the role and capabilities required for a particular appointment, having evaluated the balance of skills, knowledge and experience and diversity of the Board. When considering whether to replace a Director, the Company's policy on tenure is also taken into account. In light of this evaluation, the Nomination Committee will consider a range of candidates sourced either from recommendation from within the Company or by using external consultants.

The Nomination Committee will assess potential candidates on merit against a range of criteria including experience, knowledge, professional skills and personal qualities as well as independence, if this is required for the role. Candidates' ability to commit sufficient time to the business of the Company is also key, particularly in respect of the appointment of the Chairman. The Chairman of the Nomination Committee is primarily responsible for interviewing suitable candidates and a recommendation will be made to the Board for final approval.

Tenure

The Directors have adopted a policy on tenure that is considered appropriate for an investment company. The Board does not believe that length of service, by itself, leads to a closer relationship with the Investment Manager or necessarily affects a Director's independence of character or judgement. Therefore, the independence of Directors will continue to be assessed on a case by case basis. In order to give shareholders the opportunity to endorse this policy, and in accordance with the provisions of the Code, any Director who has served for more than nine years will thereafter be subject to annual re-election by shareholders.

Induction and Training

The Board has adopted a full, formal and tailored induction programme for new Directors, which is administered by the Company Secretary. Directors are provided, on a regular basis, with key information on the Company's policies, regulatory requirements and its internal controls. Regulatory and legislative changes affecting Directors' responsibilities are advised to the Board as they arise along with changes to best practice. Advisers to the Company also prepare reports for the Board from time to time. In addition, the Chairman reviews the training and development needs of each Director annually, as part of the evaluation process outlined below.

Corporate Governance

Board Evaluation

The Board has adopted a formal and rigorous annual evaluation of its own performance and that of its Committees and individual Directors. The last evaluation took place in September 2011. The evaluation takes place in two stages, firstly, the evaluation of individual Directors is led by the Chairman, and the evaluation of the Chairman's performance is led by the Chairman of the Audit Committee. Secondly, the Board evaluates its own performance and that of its Committees. The Directors meet at least once a year without the Chairman present and the Chairman of the Audit Committee chairs this meeting.

Evaluation is conducted utilising a questionnaire combined with one to one meetings if appropriate. The Board has developed criteria for use at the evaluation, which focuses on the individual contribution to the Board and its Committees made by each Director, an analysis of the time which Directors are able to allocate to the Company to discharge their duties effectively and the responsibilities, composition and agenda of the Committees and of the Board itself.

Meetings and Attendance

The Board meets at least four times each year and, in addition, meets specifically to discuss strategy once each year. Additional meetings are also arranged as required and regular contact between Directors, the Investment Manager and the Company Secretary is maintained throughout the year. Representatives of the Investment Manager and Company Secretary attend each meeting and other advisers also attend when requested to do so by the Board. Attendance at the four scheduled Board meetings and at Committee meetings held during the year under review was as follows:

Director	Board	Audit Committee	Management Engagement Committee
Jonathan Taylor	4/4	2/2	1/1
Richard Greer	4/4	2/2	1/1
Jan Kingzett	4/4	N/A	N/A
Peter Lyon	4/4	2/2	1/1
John Scott	4/4	2/2	1/1
Yoshindo Takahashi*	4/4	2/2	1/1

*Mr Takahashi retired as a Director on 31 July 2011.

Information Flows

The Chairman ensures that all Directors receive in a timely manner relevant management, regulatory and financial information and are provided, on a regular basis, with key information on the Company's policies, regulatory requirements and internal controls. The Board receives and considers reports regularly from the Investment Manager and other key advisers and ad hoc reports and information are supplied to the Board as required.

Directors' and Officers' Liability Insurance

During the year, the Company has maintained insurance cover for its Directors and Officers under a Directors' and Officers' liability insurance policy.

Directors' Indemnities

The Company provides a Deed of Indemnity to each Director to the extent permitted by United Kingdom law whereby the Company is able to indemnify such Director against any liability incurred in proceedings in which the Director is successful, and for costs in defending a claim brought against the Director for breach of duty where the Director acted honestly and reasonably.

Conflicts of Interest

The Board has approved a policy on Directors' conflicts of interest. Under this policy, the Directors are required to disclose all actual and potential conflicts of interest to the Board as they arise for consideration and approval. The Board may impose restrictions or refuse to authorise such conflicts, if deemed appropriate.

Major Shareholders

Details of the Company's major shareholders are set out in the Report of the Directors on page 12.

Relations with Shareholders

The Board believes that the maintenance of good relations with both institutional and retail shareholders is important for the long-term prospects of the Company. It has, since its launch, sought engagement with investors. The Chairman, and other Directors where appropriate, discusses governance and strategy with major shareholders and

Corporate Governance

the Chairman ensures communication of shareholders' views to the Board. The Board receives feedback on the views of shareholders from its corporate broker and the Investment Manager.

The Board believes that the Annual General Meeting provides an appropriate forum for investors to communicate with the Board, and encourages participation. The Annual Report is, when possible, sent to shareholders at least 20 business days before the Annual General Meeting. The Annual General Meeting is typically attended by the full Board of Directors and proceedings include a presentation by the Investment Manager. There is an opportunity for individual shareholders to question the Chairmen of the Board, Audit and Management Engagement Committees at the Annual General Meeting. Details of proxy votes received in respect of each resolution are made available to shareholders at the meeting and on the Company's website as soon as practicable after the meeting.

The Board believes that the Company's policy of reporting to shareholders as soon as possible after the Company's year-end and holding the earliest possible Annual General Meeting is valuable. The Notice of Meeting on page 39 sets out the business of the meeting.

Environmental Policy

The Company's primary investment objective is to achieve optimal financial returns for shareholders, within established risk parameters and regulatory constraints. Providing that this objective is not compromised in the process the Board does however, believe that it is also possible to develop a framework that, in the interests of our shareholders, allows a broader range of considerations, including environmental and social issues, to be taken into account when selecting and retaining investments. The investment process therefore contains a review of research into the environmental, social and ethical stance of companies. Where potential financial or reputational risks are identified, their materiality is assessed and given due consideration when selecting or retaining investments.

Exercise of Voting Rights and the UK Stewardship Code

The Company has delegated responsibility for voting to Schroders which votes in accordance with its corporate governance policy. A copy of this policy is available on the Company's website. The Board has noted the recent implementation of the UK Stewardship Code, which it considers to be an important tool in shareholder engagement. Schroders' compliance with the principles of the UK Stewardship Code is reported on its website, www.schroders.com.

Internal Controls

The Code requires the Board at least annually to conduct a review of the adequacy of the Company's systems of internal control, including its risk management system, and report to shareholders that it has done so. The Board has undertaken a full review of all the aspects of the Turnbull Guidance, as revised in October 2005 (the "Turnbull Guidance"), under which the Board is responsible for the Company's system of internal control and for reviewing its effectiveness. The Board has approved a detailed Risk Map identifying significant strategic, investment-related, operational and service provider-related risks and has in place a monitoring system to ensure that risk management and all aspects of internal control are considered on a regular basis, and fully reviewed at least annually. The monitoring system assists in determining the nature and extent of the significant risks the Board is willing to take in achieving its strategic objectives.

The Board believes that the key risks identified and the implementation of a system to identify, evaluate and manage these risks are based upon and relevant to the Company's business as an investment trust. Risk assessment, which has been in place throughout the financial year and up to the date of this report, includes consideration of the scope and quality of the systems of internal control, including any whistleblowing policies where appropriate, adopted by the Investment Manager and other major service providers, and ensures regular communication of the results of monitoring by third parties to the Board, the incidence of significant control failings or weaknesses that have been identified at any time and the extent to which they have resulted in unforeseen outcomes or contingencies that may have a material impact on the Company's performance or condition. No significant control failings or weaknesses were identified during the course of the year and up to the date of this report, from the Board's on-going risk assessment.

Although the Board believes that it has a robust framework of internal control in place this can provide only reasonable and not absolute assurance against material financial misstatement or loss and is designed to manage, not eliminate, risk.

The Company does not have an internal audit function as it employs no staff and contracts to third parties most of its operations. The Board will continue to monitor its system of internal control and will continue to take steps to embed the system of internal control and risk management into the operations of the Company. In doing so, the Audit Committee will review at least annually whether a function equivalent to an internal audit is needed.

Independent Auditors' Report

We have audited the accounts of Schroder Japan Growth Fund plc for the year ended 31 July 2011 which comprise the Income Statement, the Reconciliation of Movements in Shareholders' Funds, the Balance Sheet, the Cash Flow Statement, the Reconciliation of Net Cash Flow to Movement in Net Debt and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on pages 13 and 14, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit the accounts in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the accounts. In addition, we read all the financial and non-financial information in the Report and Accounts to 31 July 2011 to identify material inconsistencies with the audited accounts. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on accounts

In our opinion the accounts:

- give a true and fair view of the state of the company's affairs as at 31 July 2011 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following:

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the accounts and the part of the 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; or
- a corporate governance statement has not been prepared by the company.

Under the Listing Rules we are required to review:

- the Statement of Directors' Responsibilities, set out on pages 13 and 14, in relation to going concern;
- the parts of the Corporate Governance Statement relating to the company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review; and
- certain elements of the report to shareholders by the Board of Directors' remuneration.

Jeremy Jensen (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors, London

4 October 2011

Income Statement

	Note	For the year ended 31 July 2011			For the year ended 31 July 2010		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Gains on investments held at fair value	2	–	15,588	15,588	–	9,257	9,257
Other currency losses	3	–	(816)	(816)	–	(1,864)	(1,864)
Income	4	3,343	–	3,343	2,633	–	2,633
Investment management fee	5	(1,385)	–	(1,385)	(1,287)	–	(1,287)
Administrative expenses	6	(468)	–	(468)	(471)	–	(471)
Net return before finance costs and taxation		1,490	14,772	16,262	875	7,393	8,268
Finance costs	7	(345)	–	(345)	(437)	–	(437)
Net return on ordinary activities before taxation		1,145	14,772	15,917	438	7,393	7,831
Taxation on ordinary activities	8	(234)	–	(234)	(184)	–	(184)
Net return attributable to equity shareholders		911	14,772	15,683	254	7,393	7,647
Net return per ordinary share	9	0.73p	11.82p	12.55p	0.20p	5.91p	6.11p

The Total column of this statement is the profit and loss account of the Company. The Revenue and Capital columns are both provided in accordance with guidance issued by The Association of Investment Companies. The Company has no recognised gains or losses other than those disclosed in the Income Statement. Accordingly no Statement of Total Recognised Gains and Losses is presented.

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

The notes on pages 27 to 38 form an integral part of these accounts.

Reconciliation of Movements in Shareholders' Funds

	Called-up share capital £'000	Share premium account £'000	Share purchase reserve £'000	Warrant exercise reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
At 1 August 2009	12,501	7	97,205	3	4,447	(6,839)	107,324
Net return from ordinary activities	–	–	–	–	7,393	254	7,647
At 31 July 2010	12,501	7	97,205	3	11,840	(6,585)	114,971
At 1 August 2010	12,501	7	97,205	3	11,840	(6,585)	114,971
Net return from ordinary activities	–	–	–	–	14,772	911	15,683
At 31 July 2011	12,501	7	97,205	3	26,612	(5,674)	130,654

The notes on pages 27 to 38 form an integral part of these accounts.

Balance Sheet

	Note	At 31 July 2011 £'000	At 31 July 2010 £'000
Fixed assets			
Investments held at fair value through profit or loss	10	144,885	130,031
Current assets			
Debtors	12	158	339
Cash at bank and short-term deposits	18	10,548	8,042
		10,706	8,381
Current liabilities			
Creditors – amounts falling due within one year	13	(24,937)	(23,441)
Net current liabilities		(14,231)	(15,060)
Total assets less current liabilities		130,654	114,971
Capital and reserves			
Called-up share capital	14	12,501	12,501
Share premium account	15	7	7
Share purchase reserve	15	97,205	97,205
Warrant exercise reserve	15	3	3
Capital reserve	15	26,612	11,840
Revenue reserve	15	(5,674)	(6,585)
Total shareholders' funds		130,654	114,971
Net asset value per ordinary share	16	104.52p	91.97p

The accounts were approved and authorised for issue by the Board of Directors on 4 October 2011 and signed on its behalf by:

Jonathan Taylor

Chairman

The notes on pages 27 to 38 form an integral part of these accounts.

Cash Flow Statement

	Note	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Operating activities			
Dividends received from investments		3,312	2,637
Interest received on deposits		1	-
Stock lending fee income		-	2
Investment management fee paid		(1,027)	(1,258)
Administrative expenses paid		(458)	(432)
Net cash inflow from operating activities	17	1,828	949
Servicing of finance			
Bank loan interest paid		(359)	(385)
Net cash outflow from servicing of finance		(359)	(385)
Taxation			
Overseas tax paid		(232)	(185)
Total tax paid		(232)	(185)
Capital expenditure and financial investment			
Acquisition of investments		(17,379)	(23,731)
Disposal of investments		17,892	21,655
Net cash inflow/(outflow) from investment activities		513	(2,076)
Net cash inflow/(outflow)		1,750	(1,697)

Reconciliation of Net Cash Flow to Movement in Net Debt

		For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Net cash inflow/(outflow)		1,750	(1,697)
Net debt at 1 August		(14,063)	(10,502)
Realised exchange gains on currency balances		756	1,232
Unrealised exchange loss on the loan facility		(1,572)	(3,096)
Net debt at 31 July	18	(13,129)	(14,063)

The notes on pages 27 to 38 form an integral part of these accounts.

Notes to the Accounts

1. Accounting Policies

The principal accounting policies have been applied consistently throughout the year ended 31 July 2011, are unchanged from 2010 and are set out below.

a Basis of Preparation

The accounts have been prepared on a going concern basis under the historical cost convention, modified to include the revaluation of investments and in accordance with the Companies Act 2006, applicable UK Accounting Standards and with the Statement of Recommended Practice ('SORP') for "Financial Statements of Investment Trust Companies and Venture Capital Trusts" issued in January 2009 by The Association of Investment Companies (AIC).

b Presentation of Income Statement

In order to better reflect the activities of an investment trust company and in accordance with guidance issued by the AIC, supplementary information which analyses the Income Statement between items of a revenue and capital nature has been presented alongside the Income Statement. In accordance with the Company's status as a UK investment company under Section 833 of the Companies Act 2006, net capital returns may not be distributed by way of dividend.

c Income

Dividends receivable from equity shares are taken to revenue on an accruals basis and are recorded on an ex-dividend basis, except where in the opinion of the Directors, the dividend is capital in nature in which case it is taken to capital. Where the Company has elected to receive its dividends in the form of additional shares rather than cash, the amount of cash dividend foregone is recognised as revenue. Any excess in the value of the shares received over the amount of cash dividend foregone is recognised in the capital reserve.

Interest receivable from bank deposits, stock lending income (net of agents' fees and commissions) and other income is recognised on an accruals basis.

d Expenses and interest payable

All expenses, including the investment management fee and interest payable are accounted for on an accruals basis.

Expenses are charged through revenue except those expenses incidental to the acquisition or disposal of investments which are charged to capital. This allocation is in accordance with the Board's expected long-term split of returns in the form of capital and revenue profits respectively.

e Investments

All investments are classified as held at fair value through profit or loss. They are initially recognised on the trade date and measured, then and subsequently, at fair value. Fair value is the value of investments at the close of business on the relevant date. The convention of the Tokyo Stock Exchange, upon which the investments held by the Company are listed, is to quote a single price for the security being the last traded price. No separate bid or offer prices are given. Accordingly, listed investments are valued at last traded price.

Changes in fair value are included in the Income Statement as a capital item and are not distributable by way of a dividend.

f Foreign exchange

The Company is a UK listed company with a predominantly UK shareholder base. The results and financial position of the Company are expressed in sterling, which is the functional and presentational currency of the Company. Transactions denominated in foreign currencies are calculated in sterling at the rate of exchange ruling at the date of such transactions. Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date, and the resulting gains or losses are taken to capital.

g Taxation

Deferred tax is provided in full, using the liability method, on all taxable and deductible temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured, without discounting, at the tax rates that are expected to apply to the period when the asset is realised or the liability settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Due to the Company's status as an investment trust company, and the intention to continue to meet the conditions required by Section 1158 of the UK Corporation Tax Act 2010 to obtain approval in the foreseeable future, the Company has not provided for deferred tax on any capital gains and losses arising on the revaluation of investments, or current tax on any capital gains on the disposal of investments.

h Called up Share Capital

Represents the nominal value of authorised and allocated, called up and fully paid ordinary shares issued.

i Share Premium Account

Represents the amount by which the fair value of the consideration received exceeds the nominal value of ordinary shares issued.

Notes to the Accounts

j Share Purchase Reserve

The cost of repurchasing ordinary shares including related stamp duty and transaction costs are taken directly to the share purchase reserve and dealt with in the Reconciliation of Movements in Shareholders' Funds. Share purchase transactions are accounted for on a trade date basis.

The nominal value of ordinary share capital repurchased or cancelled is transferred out of the called up share capital and into the capital redemption reserve.

k Warrant Exercise Reserve

The premium arising on the issue of shares where there are warrants attached was apportioned between shares and warrants as part of shareholders' funds on the basis of the market values of the shares and warrants as on the first day of dealing. The warrant element was referred to as the warrant reserve. On the exercise of these warrants, the premium relating to the warrants exercised is transferred from the warrant reserve to a warrant exercise reserve, a non-distributable reserve.

l Capital Reserve

The following are accounted for in this reserve:

- gains and losses on the realisation of investments
- investment holding gains and losses held at the year end;
- realised exchange differences of a capital nature;
- unrealised exchange differences of a capital nature; and
- other capital charges and credits allocated to this account in accordance with the above policies.

m Financial Instruments

Cash at bank and in hand comprises cash and demand deposits which are readily convertible to a known amount of cash and are subject to insignificant risk of changes of value.

Other debtors and creditors do not carry any interest, are short-term in nature and are recognised initially at fair value and subsequently held as amortised cost.

n Borrowings

Interest bearing loans are recorded at the proceeds received net of direct issue costs. Finance costs, including any premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in profit or loss using the effective interest rate method.

2. Gains on investments held at fair value

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Net gains on disposal at historic cost	1,172	4,343
Fair value adjustments in earlier years	220	(1,087)
Gains based on carrying value at previous balance sheet date	1,392	3,256
Investment holding gains during the year	14,196	6,001
	15,588	9,257

3. Other currency losses

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Realised exchange gains on currency balances	756	1,232
Unrealised exchange loss on the loan facility	(1,572)	(3,096)
	(816)	(1,864)

Notes to the Accounts

4. Income

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Income from investments:		
Overseas dividends	3,342	2,632
	3,342	2,632
Stock lending fee income (see note 11)	–	1
Interest on deposits	1	–
	3,343	2,633

5. Investment management fee

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Management fee	1,385	1,287

6. Administrative expenses

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
General expenses	230	257
Directors' fees	131	107
Secretarial fee	90	90
Auditors' remuneration:		
Fees payable to the Company's auditors for the audit of the Company's annual accounts	17	17
	468	471

7. Finance costs

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Bank loan interest payable	345	437

Notes to the Accounts

8. Taxation on ordinary activities

(a) Analysis of charge in the year

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Irrecoverable overseas tax	234	184
Total current tax charge for the year (note 8 (b))	234	184

The Company has no Corporation Tax liability for the year to 31 July 2011 (2010 : £nil).

(b) Factors affecting tax charge for the year

No provision has been made for taxation on any realised gains on investments as the Company has conducted itself so as to achieve investment trust status under Section 1158 of the UK Corporation Tax Act 2010.

The tax assessed for the period is lower (2010: lower) than the standard rate of Corporation Tax in the UK of 26% (2010: 28%).

Approved investment trust companies are exempt from tax on capital gains within the Company.

The differences are explained below:

	For the year ended 31 July 2011			For the year ended 31 July 2010		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Net return on ordinary activities before tax	1,145	14,772	15,917	438	7,393	7,831
Net return on ordinary activities before tax multiplied by the standard rate of:						
corporation tax in the UK of 28% (2010: 28%)	214	2,757	2,971	123	2,070	2,193
corporation tax in the UK of 26%*	99	1,280	1,379	–	–	–
Effects of:						
Capital returns on investments	–	(4,037)	(4,037)	–	(2,070)	(2,070)
Income not subject to tax	(913)	–	(913)	(737)	–	(737)
Irrecoverable overseas tax	234	–	234	184	–	184
Expenses not utilised in the year	600	–	600	614	–	614
Total current tax for the year (note 8(a))	234	–	234	184	–	184

*The standard rate of Corporation Tax in the UK changed from 28% to 26% with effect from 1 April 2011.

(c) Provision for deferred tax

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

(d) Factors that may affect future tax charges

The Company has deferred tax assets in respect of unutilised management expenses of £432,000 (2010: £363,000) and non-trading deficits of £2,287,000 (2010: £1,952,000) which have not been recognised as it is not certain that the Company will have sufficient taxable profits in the future to utilise these amounts.

Notes to the Accounts

9. Return per ordinary share

	For the year ended 31 July 2011	For the year ended 31 July 2010
Revenue (£'000)	911	254
Capital (£'000)	14,772	7,393
Total (£'000)	15,683	7,647
Weighted average number of shares	125,008,200	125,008,200
Revenue	0.73p	0.20p
Capital	11.82p	5.91p
Total	12.55p	6.11p

10. Investments held at fair value through profit or loss

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Movements of investments held as fixed assets:		
Book cost brought forward	126,354	120,084
Acquisitions at cost	16,963	23,683
Proceeds of disposals	(17,697)	(21,756)
Net gains realised on disposals	1,172	4,343
Book cost carried forward	126,792	126,354
Unrealised investment holding gains	18,093	3,677
Valuation of investments	144,885	130,031

All investments are listed on a recognised stock exchange.

The following transaction costs, including stamp duty and broker commissions were incurred during the year:

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
On acquisitions	14	18
On disposals	13	17
	27	35

11. Stock lending

	At 31 July 2011 £'000	At 31 July 2010 £'000
Aggregate value of securities on loan at year end	–	–
Maximum aggregate value of securities on loan during the year	–	2,000
Fee income from stock lending during the year (see note 4)	–	1

The Company had no securities on loan at the year end (2010: £nil).

The Company ceased stock lending activities on 13 August 2009.

Notes to the Accounts

12. Debtors

	At 31 July 2011 £'000	At 31 July 2010 £'000
Sales for future settlement	54	249
Accrued income	89	61
Prepaid expenses	14	22
Other debtors	1	7
	158	339

13. Creditors – amounts falling due within one year

	At 31 July 2011 £'000	At 31 July 2010 £'000
Bank loan	23,677	22,105
Purchases for future settlement	347	763
Accrued expenses	913	573
	24,937	23,441

The Company has a credit facility of Yen 3 billion (2010: Yen 3 billion) with ING Bank N.V. of which Yen 3 billion was drawn down at the end of the year (2010: Yen 3 billion). This facility has a revolving 364 day term, is chargeable at a floating rate linked to the Yen LIBOR, is unsecured and is not subject to any early termination charges.

14. Called-up share capital

	At 31 July 2011 £'000	At 31 July 2010 £'000
Authorised: 187,500,000 ordinary shares of 10p each	18,750	18,750
Allotted and Fully paid: 125,008,200 ordinary shares of 10p each	12,501	12,501

15. Reserves

	Share premium account £'000	Share purchase reserve £'000	Warrant exercise reserve £'000	Capital reserve gains and (losses) £'000	Capital reserve holding gains and (losses) £'000	Revenue reserve £'000
Balance brought forward 1 August 2010	7	97,205	3	13,468	(1,628)	(6,585)
Gains on disposal of investments	–	–	–	1,392	–	–
Net change in investment holding gains	–	–	–	–	14,196	–
Transfer on disposal of investments	–	–	–	(220)	220	–
Realised exchange gains on currency balances	–	–	–	756	–	–
Unrealised exchange loss on the credit facility	–	–	–	–	(1,572)	–
Net revenue return for the year	–	–	–	–	–	911
Balance carried forward 31 July 2011	7	97,205	3	15,396	11,216	(5,674)

Notes to the Accounts

16. Net asset value per ordinary share

	At 31 July 2011	At 31 July 2010
Net assets attributable to ordinary shareholders (£'000)	130,654	114,971
Ordinary shares in issue at end of year	125,008,200	125,008,200
Net asset value per ordinary share	104.52p	91.97p

17. Reconciliation of return before finance costs and taxation to net cash inflow from operating activities

	For the year ended 31 July 2011 £'000	For the year ended 31 July 2010 £'000
Net return before finance costs and taxation	16,262	8,268
Gains on investments held at fair value	(15,588)	(9,257)
Other currency losses	816	1,864
(Increase)/decrease in accrued income (gross)	(30)	7
Decrease in prepayments and other debtors	14	–
Increase in accrued expenses (excluding interest)	354	67
Net cash inflow from operating activities	1,828	949

18. Analysis of changes in net debt

	At 31 July 2010 £'000	Cash flow £'000	Movement in borrowings £'000	Exchange gain/(loss) £'000	At 31 July 2011 £'000
Cash at bank and short-term deposits	8,042	1,750	–	756	10,548
Bank loan	(22,105)	–	–	(1,572)	(23,677)
Net debt at 31 July	(14,063)	1,750	–	(816)	(13,129)

19. Related party transactions

The Company has appointed Schroder Investment Management Limited, a wholly owned subsidiary of Schroders plc to provide investment management, accounting, secretarial and administration services.

Details of the management and secretarial fee arrangements for these services are given in the Report of the Directors on page 13.

The total management fee payable under this agreement to Schroder Investment Management Limited in respect of the year ended 31 July 2011 was £1,385,000 (2010: £1,287,000), of which £682,000 (2010: £325,000) was outstanding at the year end. The total secretarial fee (excluding VAT) payable to Schroder Investment Management Limited in respect of the year ended 31 July 2011 was £90,000 (2010: £90,000), and £93,000 (2010: £64,000) was outstanding at the year end.

Banking facilities were provided during the year by Schroder & Co Limited. At 31 July 2011, the balance held at Schroder & Co Limited was £181,000 (2010: £181,000) and the interest receivable at the year end was £nil (2010: £nil).

In addition to the above services, Schroders also provided investment trust dealing services. The Schroder Investment Trust Dealing Service has now been closed. The total cost to the Company of this service, payable to Equiniti Limited, for the year ended 31 July 2011 was £5,000 (2010: £5,000), and £6,000 (2010: £1,000) was outstanding at the year end.

Notes to the Accounts

20. Financial Instruments

Risk management policies and procedures

The Company's investment objective is to achieve capital growth from an actively managed portfolio principally comprising securities listed on the Japanese stock markets, with the aim of achieving growth in excess of the TSE First Section Total Return Index over the longer term. In addition, the Company holds cash and short-term deposits and provides for items such as debtors and creditors that arise directly from its operations. The financial instruments held by the Company are generally liquid. The Company's assets and liabilities are all stated at fair value.

The holding of securities, investing activities and associated financing undertaken pursuant to this objective involves certain inherent risks. Events may occur that would result in either a reduction in the Company's net assets or a reduction of potential revenue profits available for dividend.

As an investment trust, the Company invests in securities for the long term. Accordingly, it is the Company's policy that no trading shall be undertaken.

The main risks arising from the Company's financial instruments are market risk, liquidity risk and credit risk. The Board reviews and agrees a policy for managing these risks, as summarised below. These policies have remained substantially unchanged throughout the current and preceding year.

1. Market Risk

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

The Company's investment manager assesses the exposure to market risk when making each investment decision, and monitors the overall level of market risk on the whole of the investment portfolio on an ongoing basis.

a. Price Risk

The Company is an investment company and as such its performance is dependent on the valuation of its investments. Consequently price risk is the most significant risk that the Company is exposed to. A detailed breakdown of the investment portfolio is given on pages 7 and 8. Investments are valued in accordance with the Company's accounting policies as stated in note 1. Uncertainty arises as a result of future changes in the market prices of the Company's equity investments and the effect changes in exchange rates may have on the sterling value of these investments.

Management of the risk

In order to manage this risk the Directors meet regularly with the Manager to compare the performance of the portfolio against market indices and comparable investment trusts. The Company does not generally hedge against the effect of changes in the underlying prices of the investments as it is believed that the costs associated with such a process would result in an unacceptable reduction in the prospects for capital growth.

The Company had no derivative instruments at the year end, but, in the event that it had, the value of derivative instruments held at the balance sheet date would be determined by reference to their market value at that date.

Price risk exposure

The Company's exposure to other changes in market prices on its quoted equity investments was as follows:

	31 July 2011 £'000	31 July 2010 £'000
Fixed asset investments at fair value through profit or loss	144,885	130,031

Concentration of exposure to price risk

Although there is a concentration of exposure to Japan, it should be noted that an investment's country of domicile or of listing does not necessarily equate to its exposure to the economic conditions in that country.

Price risk sensitivity

The following table illustrates the sensitivity of the profit after taxation for the year and the equity to an increase or decrease of 10% (2010: 10%) in the fair values of the Company's equities. This level of change is considered to be reasonably possible based on observation of current market conditions. The sensitivity analysis is based on the Company's equities at each balance sheet date, with all other variables held constant.

	31 July 2011		31 July 2010	
	Increase in fair value £'000	Decrease in fair value £'000	Increase in fair value £'000	Decrease in fair value £'000
Effect on revenue return	(145)	145	(130)	130
Effect on capital return	14,489	(14,489)	13,003	(13,003)
Effect on total return and on net assets	14,344	(14,344)	12,873	(12,873)
Percentage change in net asset value	11.0%	(11.0%)	11.2%	(11.2%)

Notes to the Accounts

b. Currency Risk

The Company is exposed to foreign currency risk through its investment in securities listed on overseas stock markets. Both the amount and the currency split of the financial instruments are expected to fluctuate as cash flow payments and receipts are made on a regular basis in currencies other than sterling.

Management of the risk

The Investment Manager monitors the Company's exposure to foreign currencies on a daily basis, and reports to the board on a regular basis. It is the policy of the Company to consider entering into forward foreign exchange contracts, in addition to foreign currency loans, to hedge against foreign currency movements affecting the value of the investment portfolio. At 31 July 2011 and at 31 July 2010 the Company had no forward foreign exchange contracts in place.

Foreign currency exposure

The fair values of the Company's monetary items that have foreign currency exposure at 31 July 2011 are shown below.

Where the Company's equity investments (which are not monetary items) are priced in foreign currency, they have been included separately in the analysis so as to show the overall level of exposure.

	At 31 July 2011 £'000	At 31 July 2010 £'000
Debtors (sales for future settlement and accrued income)	143	280
Cash at bank and short-term deposits	10,367	7,890
Creditors (purchases for future settlement)	(347)	(763)
Borrowings under the loan facility	(23,677)	(22,105)
Foreign currency exposure on net monetary items	(13,514)	(14,698)
Investments at fair value through profit or loss that are equities	144,885	130,031
Total net foreign currency exposure	131,371	115,333

At the year end, all of the Company's net assets (2010: 100%) were denominated in currencies other than sterling. This level of exposure is broadly representative of the levels throughout the period.

Foreign currency sensitivity

During the financial year sterling depreciated by 6.6% against the Japanese yen (2010: 14.0%). It is not possible to forecast how much rates might move in the next year, but based on the movements in the last two years, it appears reasonably possible that rates could change by 10% (2010: 20%).

The following table illustrates the sensitivity of the profit after taxation for the year and the equity in regard to the Company's financial assets and financial liabilities and the exchange rates for Sterling/Yen, assuming a 10% (2010: 20%) change in rate.

If Sterling had weakened/strengthened against the Yen, with all other variables held constant, this would have the following effect:

	31 July 2011		31 July 2010	
	Increase in fair value £'000	Decrease in fair value £'000	Increase in fair value £'000	Decrease in fair value £'000
Effect on revenue return	(9)	9	(12)	12
Effect on capital return	(13,128)	13,128	(23,054)	23,054
Effect on total return and on net assets	(13,137)	13,137	(23,066)	23,066

In the opinion of the directors, the above sensitivity analyses may not be representative of the year as a whole, since the level of exposure changes frequently as part of the currency risk management process used to meet the Company's objectives.

c. Interest Rate Risk

The Company will be affected by interest rate changes as it holds interest-bearing financial assets and liabilities. Interest rate changes will also have an indirect impact in the valuation of equities, although this forms part of price risk, which is considered separately above.

The Company has a credit facility of Yen 3 billion (2010: Yen 3 billion) with ING Bank N.V. This facility has a revolving 364 day term. The interest is chargeable at a floating rate linked to Yen LIBOR and is unsecured.

Notes to the Accounts

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 decisions and borrowing under the loan facility. The level of gearing is reviewed by the Board on a regular basis.

The Company, generally, does not hold significant cash balances, with short-term borrowings being used when required.

Derivative contracts are not used to hedge against the exposure to interest rate risk.

Interest rate exposure

The exposure, at 31 July, of financial assets and liabilities to interest rate risk is shown by reference to:

- floating interest rates (i.e. giving cash flow interest rate risk) – when the rate is due to be re-set;
- fixed interest rates (i.e. giving fair value interest rate risk) – when the financial instrument is due for repayment.

	31 July 2011			31 July 2010	
	Within one year £'000	More than one year £'000	Total £'000	Within one year £'000	More than one year £'000
Exposure to floating interest rates:					
Cash at bank and short-term deposits	10,548	–	10,548	8,042	–
Creditors: amounts falling due within one year					
– Bank loan	(23,677)	–	(23,677)	(22,105)	–
Total exposure to interest rates	(13,129)	–	(13,129)	(14,063)	–

The above year end amounts are not necessarily representative of the exposure to interest rates during the year because the level of exposure may change as borrowings are drawn down and repaid.

The maximum and minimum total interest rate exposures during the year are shown below:

	At 31 July 2011 £'000	At 31 July 2010 £'000
Maximum interest rate exposure	(16,442)	(14,490)
Minimum interest rate exposure	(12,276)	(10,502)

The exposures disclosed above are all within one year and at floating rates. There has been no exposure to long-term or fixed interest rates during the year.

Interest rate sensitivity

The following table illustrates the sensitivity of the profit after taxation for the year and equity to an increase or decrease of 1% (2010: 1%) in interest rates in regard to the Company's monetary financial assets and 1% (2010: 1%) in regard to the Company's monetary liabilities, which are subject to interest rate risk. This level of change is considered to be reasonably possible based on observation of current market conditions. The sensitivity analysis is based on the Company's monetary financial instruments held at each balance sheet date, with all other variables held constant.

	31 July 2011		31 July 2010	
	Increase in rate £'000	Decrease in rate £'000	Increase in rate £'000	Decrease in rate £'000
Effect on revenue return	(131)	131	(141)	141
Effect on capital return	–	–	–	–
Effect on total return and on net assets	(131)	131	(141)	141

In the opinion of the directors, the above sensitivity analyses may not be representative of the year as a whole, since the level of exposure may change as borrowings are drawn down and repaid throughout the year.

Notes to the Accounts

2. Liquidity Risk

Liquidity risk is the possibility of failure of the Company to realise sufficient assets to meet its financial liabilities.

Management of the risk

The Company's assets mainly comprise readily realisable securities which may be sold to meet funding requirements as necessary.

Liquidity risk exposure

A summary of the Company's financial liabilities is provided below in Section 5 of this note.

3. Credit Risk

Credit risk is the exposure to loss from failure of a counterparty to deliver securities or cash for acquisitions or disposals of investments or to repay deposits.

Management of the risk

This risk is not considered significant. The Company manages credit risk by entering into deals only with brokers pre-approved by a credit committee of Schroder Investment Management Limited. These arrangements were in place throughout the current year and the prior year.

Credit risk exposure

The exposure to credit risk at the year end comprised:

	At 31 July 2011 £'000	At 31 July 2010 £'000
Balances due from brokers	54	249
Accrued income	89	61
Cash at bank	10,548	8,042
	10,691	8,352

During the year all deposits placed were with banks that had ratings of A or higher.

All of the above financial assets are current, their fair values are considered to be the same as the values shown and the likelihood of a material credit default is considered to be low.

4. Fair Values of Financial Assets and Financial Liabilities

The Company's financial instruments are stated at their fair values at the year end. The fair value of shares and securities is based on last traded market prices. Borrowings under the loan facility are short term in nature and hence do not have a value materially different from their capital repayment amount.

5. Summary of Financial Assets and Financial Liabilities by Category

The carrying amounts of the Company's financial assets and financial liabilities as recognised at the balance sheet date of the reporting periods under review are categorised as follows:

Financial Assets	At 31 July 2011 £'000	At 31 July 2010 £'000
Financial assets at fair value through profit or loss:		
Fixed asset investments – designated as such on initial recognition	144,885	130,031
Loans and receivables:		
Current assets:		
Debtors (sales for future settlement and accrued income)	158	339
Cash at bank and short-term deposits	10,548	8,042
	10,706	8,381
Financial Liabilities – held at amortised cost	At 31 July 2011 £'000	At 31 July 2010 £'000
Creditors: amounts falling due within one month		
Creditors (purchases for future settlement)	347	763
Accruals	913	573
	1,260	1,336
Creditors: amounts falling due within one year		
Borrowings under the currency loan facility	23,677	22,105
	24,937	23,441

Notes to the Accounts

6. Fair Value Hierarchy

The Company adopted the amendments to FRS29 'Financial Instruments: Disclosures' effective for periods beginning on or after 1 January 2009. These amendments require an entity to classify fair value measurements using a fair value hierarchy that reflects the significance of these inputs used in making the measurements. The fair value hierarchy shall have the following levels:

Level 1 – valued using quoted prices in active markets for identical assets.

Level 2 – valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data.

Categorisation within the hierarchy has been determined on the basis of the lowest level of input that is significant to the fair value measurement of the relevant asset as follows:

Financial assets and liabilities measured at fair value are grouped into the fair value hierarchy at 31 July 2011 as follows:

	Note	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets at fair value through profit or loss					
Quoted equities	a	144,885	–	–	144,885
Net fair value		144,885	–	–	144,885

Financial assets and liabilities measured at fair value are grouped into the fair value hierarchy at 31 July 2010 as follows:

	Note	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets at fair value through profit or loss					
Quoted equities	a	130,031	–	–	130,031
Net fair value		130,031	–	–	130,031

a. Quoted equities

The fair value of the Company's investments in quoted equities have been determined by reference to their quoted last traded prices at the reporting date. Quoted equities included in Level 1 are actively traded on recognised stock exchanges.

7. Capital management policies and procedures

The Company's capital is represented by its net assets, which are managed to achieve the Company's investment objective, set out on the inside front cover.

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

- (i) the planned level of gearing through the Company's credit facility;
- (ii) the need to buy back or issue equity shares;
- (iii) the determination of dividend payments; and
- (iv) the loan covenant does not exceed 35% of adjusted net asset value.

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

The Company is subject to externally imposed capital requirements through the Companies Act 2006, with respect to its status as a public company.

In addition, with respect to the obligation and ability to pay dividends, the Company must comply with the provisions of Section 1158 UK Corporation Tax Act 2010 and the Companies Act 2006 respectively.

These provisions are unchanged since the previous year and the Company has complied with them.

Notice of Meeting

NOTICE is hereby given that the Annual General Meeting of Schroder Japan Growth Fund plc will be held at 2.30 p.m. on Wednesday, 2 November 2011 at 31 Gresham Street, London EC2V 7QA (the "Meeting") to consider and, if thought fit, to pass the following resolutions, of which resolutions 1 to 9 will be proposed as Ordinary Resolutions and resolutions 10 to 12 will be proposed as Special Resolutions.

1. To receive the Report of the Directors and the audited accounts for the year ended 31 July 2011.
2. To approve the Remuneration Report for the year ended 31 July 2011.
3. To re-elect Mr Peter Lyon as a Director of the Company.
4. To re-elect Mr John Scott as a Director of the Company.
5. To re-elect Mr Jonathan Taylor as a Director of the Company.
6. To re-elect Mr Jan Kingzett as a Director of the Company.
7. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company.
8. To authorise the Directors to determine the remuneration of PricewaterhouseCoopers LLP as Auditors of the Company.
9. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
 "That the Directors be and are hereby generally and unconditionally authorised, in substitution for all subsisting authorities in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £625,041 (representing 5% of the share capital in issue on 4 October 2011); and provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company but so that this authority shall enable the Company to make offers or agreements before such expiry which would or might require relevant securities to be allotted after such expiry."
10. To consider and, if thought fit, to pass the following resolution as a special resolution:
 "That, subject to the passing of resolution 9 set out above, the Directors be and they are hereby empowered, pursuant to section 571 of the Act, to allot equity securities (as defined in section 560(1) of the Act) pursuant to the authority given in accordance with section 551 of the Act by the said resolution 9 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £625,041 (representing 5% of the aggregate nominal amount of the share capital in issue on 4 October 2011); and provided that this power shall expire on the date of the next Annual General Meeting of the Company, 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."
11. To consider and, if thought fit, to pass the following resolution as a special resolution:
 "That the Company be and is hereby generally and unconditionally authorised in accordance with section 693 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of 10p each in the capital of the Company ("Shares"), at whatever discount the prevailing market price represents to the prevailing net asset value per share provided that:
 - (a) the maximum number of shares hereby authorised to be purchased shall be 18,738,729, representing 14.99% of the issued share capital as at 4 October 2011;
 - (b) the minimum price which may be paid for a share is 10p;
 - (c) the maximum price which may be paid for a share is an amount equal to the greater of (i) 105% of the average of the middle market quotations for a share of the class being purchased taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased, and (ii) the higher of the price of the last independent trade in the shares of that class and the highest then current independent bid for the shares of that class on the London Stock Exchange;
 - (d) purchases may only be made pursuant to this authority if the shares are (at the date of the proposed purchase) trading on the London Stock Exchange at a discount to the net asset value;
 - (e) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company unless such authority is renewed or revoked prior to such time; and
 - (f) the Company may make a contract to purchase shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of shares pursuant to any such contract."
12. To consider and, if thought fit, to pass the following resolution as a special resolution:
 THAT:
 - (1) the Articles of Association of the Company are amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
 - (2) the Articles of Association set out in the document produced to the Meeting and signed by the Chairman of the Meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

By Order of the Board
 Schroder Investment Management Limited
 Company Secretary

Registered Office:
 31 Gresham Street
 London EC2V 7QA

Registered Number: 2930057
 4 October 2011

Explanatory Notes

1. Ordinary shareholders are entitled to attend and vote at the meeting and to appoint one or more proxies, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting.

A proxy form is enclosed. If you wish to appoint a person other than the Chairman as your proxy, please insert the name of your chosen proxy holder in the space provided at the top of the form. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Additional proxy forms can be obtained by contacting the Company's Registrars, Equiniti Limited, on 0800 032 0641, or you may photocopy the attached proxy form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Completion and return of a form of proxy will not preclude a member from attending the Annual General Meeting and voting in person.

On a vote by show of hands, every ordinary shareholder who is present in person has one vote and every duly appointed proxy who is present has one vote. On a poll vote, every ordinary shareholder who is present in person or by way of a proxy has one vote for every share of which he/she is a holder.

The "Vote Withheld" option on the proxy form is provided to enable you to abstain on any particular resolution. However it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

A proxy form must be signed and dated by the shareholder or his or her attorney duly authorised in writing. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder and for this purpose seniority will be determined by the order in which the names appear on the Register of Members in respect of the joint holding. To be valid, proxy form(s) must be completed and returned to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, in the enclosed envelope together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially, to arrive no later than 48 hours before the time fixed for the meeting, or an adjourned meeting. Shareholders may also appoint a proxy to vote on the resolutions being put to the meeting electronically at www.sharevote.co.uk. Shareholders who are not registered to vote electronically, will need to enter the Voting ID and Shareholder Reference ID set out in their personalised proxy form. Alternatively, shareholders who have already registered with Equiniti's Shareview service can appoint a proxy by logging onto their portfolio at www.shareview.co.uk and clicking on "Company Meetings". The on-screen instructions give details on how to complete the appointment process. Please note that to be valid, your proxy instructions must be received by Equiniti no later than 2.30 p.m. on 31 October 2011. If you have any difficulties with online voting, you should contact the shareholder helpline on 0800 032 0641.

If an ordinary shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.

Shareholders may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents to communicate with the Company for any purposes other than expressly stated.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of procedures on corporate representatives.

2. Any 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 or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of ordinary shareholders in relation to the appointment of proxies in note 1 above does not apply to Nominated Persons. The rights described in that note can only be exercised by ordinary shareholders of the Company.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those shareholders registered in the Register of members of the Company at 6.00 p.m. on 31 October 2011, or 6.00 p.m. two days prior to the date of an adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the Register of Members after 6.00 p.m. on 31 October 2011 shall be disregarded in determining the right of any person to attend and vote at the meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. The CREST manual can be viewed at www.euroclear.com/CREST. A CREST message appointing a proxy (a "CREST proxy instruction") regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction previously given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time for receipt of proxy appointments.
5. Copies of the terms of appointment of the non-executive Directors and a statement of all transactions of each Director and of his family interests in the shares of the Company, will be available for inspection by any member of the Company at the registered office of the Company during normal business hours on any weekday (English public holidays excepted) and at the Annual General Meeting by any attendee, for at least 15 minutes prior to, and during, the Annual General Meeting. None of the Directors has a contract of service with the Company.
6. The biographies of the Directors offering themselves for re-election are set out on the inside front cover of the Company's Annual Report and Accounts for the year ended 31 July 2011.
7. As at 4 October 2011, 125,008,200 ordinary shares of 10 pence each were in issue (no shares were held in treasury). The total number of voting rights of the Company as at 4 October 2011 is 125,008,200.
8. A copy of this Notice of meeting, which includes details of shareholder voting rights, together with any other information as required under Section 311A of the Companies Act 2006, is available to download from the Company's website, www.schroderjapangrowthfund.com.
9. Pursuant to Section 319A of the Companies Act 2006, the Company must cause to be answered at the Annual General Meeting any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
10. Copies of the proposed new articles of association are available from the Company Secretary and will be on display at the registered office of the Company during normal business hours on any weekday (English public holidays excepted). They will also be available for inspection by any person attending the Annual General Meeting for at least 15 minutes prior to, and during, the Meeting. The proposed changes are explained in the Report of the Directors on pages 15 and 16.

Company Summary and Shareholder Information

The Company

Schroder Japan Growth Fund plc is an independent investment trust, whose shares are listed on the London Stock Exchange. As at 4 October 2011, the Company had 125,008,200 ordinary shares of 10p each in issue. The Company's assets are managed and it is administered by Schroders. The Company has, since its launch in 1994, measured its performance against the TSE First Section Total Return Index. The Company measures its performance on a total return basis.

It is not intended that the Company should have a limited life, but the Directors consider it desirable that the Shareholders should have the opportunity to review the future of the Company at appropriate intervals. Accordingly, the Articles of Association of the Company contain provisions requiring the Directors to put a proposal for the continuation of the Company to Shareholders at the Annual General Meeting in 2014 and thereafter at five yearly intervals.

Website and Price Information

The Company has a dedicated website, which may be found at www.schroderjapangrowthfund.com. The website has been designed to be utilised as the Company's primary method of electronic communication with shareholders. It contains details of the Company's share price (subject to a delay of 15 minutes) and copies of the Report and Accounts and other documents published by the Company as well as information on the Directors, Terms of Reference of Committees and other governance arrangements. In addition, the site contains links to announcements made by the Company to the market, Equiniti's shareview service and Schroders' website. There is also a section entitled "How to Invest" which provides details of the Schroder ISA.

The Company releases its Net Asset Value on both a cum and ex income basis to the market daily.

Share price information may also be found in the Financial Times and on Schroders' website at www.schroders.co.uk/its.

Registrar Services

Communications with shareholders are mailed to the address held on the register. Any notifications and enquiries relating to shareholdings, including a change of address or other amendment should be directed to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. The helpline telephone number of Equiniti Registrars is 0800 032 0641. Calls to this number are free of charge from landlines. Other telephone providers' costs may vary.

Equiniti maintain a web-based enquiry service for shareholders. Currently the "Shareview" site (address below) contains information available on public registers.

Shareholders will be invited to enter their name, shareholder reference (account number) and post code and will be able to view information on their own holding. Visit www.shareview.co.uk for more details.

Association of Investment Companies

The Company is a member of the Association of Investment Companies. Further information on this association can be found on its website, www.theaic.co.uk.

www.schroderjapangrowthfund.com



Schroders