PRUSIK UMBRELLA UCITS FUND PLC

(An open-ended investment company with variable capital established as an umbrella fund with segregated liability between sub-funds and established as a UCITS under the law of Ireland)

Prusik Asian Equity Income Fund

Annual Report and Audited Financial Statements
For the Year Ended 31 December 2012

Registered Number: 491099

TABLE OF CONTENTS

GENERAL INFORMATION

Prusik Umbrella UCITS Fund plc (the "Company") is an open-ended umbrella investment company with variable capital and segregated liability between sub-funds, incorporated on 5 November 2010 in Ireland pursuant to the Companies Acts, 1963 to 2012 and authorised by the Central Bank of Ireland (the "Central Bank"), as an investment company pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations, 2012 (the "UCITS Regulations").

Except where the context otherwise requires, defined terms shall bear the meaning given to them in the Prospectus of the Company.

The Company, with the prior approval of the Central Bank, may create additional Share Classes as the Directors may deem appropriate.

There is one fund in existence as at 31 December 2012, the Prusik Asian Equity Income Fund (the "Fund") which was launched on 22 December 2010 as a sub-fund of the Company.

There are eight share classes available to investors of the Company:

- Class 2 X USD Distributing Class (first issued on 30 March 2012)
- Class 2 Y Sterling Distributing Class (first issued on 30 March 2012)
- Class 2 Z Singapore Distributing Class (first issued on 30 March 2012)
- Class A US Dollar Non-Distributing Class (first issued on 25 March 2012)
- Class B US Dollar Distributing Class (first issued on 31 December 2010)
- Class C Sterling Distributing Class (first issued on 21 January 2011)
- Class D Singapore Dollar Distributing Class (31 December 2010)
- Class E Singapore Dollar Distributing Class (first issued on 23 September 2011)

Brown Brothers Harriman Fund Administration Services (Ireland), Limited (the "Administrator") determines the Net Asset Value ("NAV") per Share of each Class of the Company daily ("Dealing Day") provided that Dealing Day is a business day, or if such day is not a business day, on the following business day. The valuation point is 11.00 am (Irish time) on each Dealing Day.

The most recent Prospectus of the Company is dated 19 September 2011.

Investment Objective

The investment objective of the Fund is to generate a combination of income and capital growth primarily by investing in equities and other securities of companies operating in, and governmental issuers located in the Asian region and elsewhere.

In pursuit of its investment objective the Fund invests in companies operating in Asia including Australia, New Zealand, Hong Kong, Taiwan, South Korea, China, India, Sri Lanka, Pakistan, Thailand, Indonesia, Malaysia, Singapore and the Philippines and generally seeks to invest in companies that can be bought at an attractive discount to their intrinsic value and generate income above average dividend yields. The Fund pursues its investment objective primarily by taking long positions in publicly traded common stocks and other equity securities of Asian issuers.

The Fund has the ability to hold up to 100% of the NAV in cash for any period of time Prusik Investment Management LLP (the "Investment Manager") deems this prudent. The Fund limits its investment in other collective investment schemes to a maximum of 10% of its NAV.

The Fund may invest in American depository receipts and global depository receipts and other equity related securities and instruments, which may be over-the-counter ("OTC") or listed, including convertible bonds, depository receipts and warrants as well as other securities such as bonds and preference shares issued by corporate and governmental issuers (and which may be fixed or floating, and of both investment grade (BB- or higher) or non-investment grade).

The Fund may invest in both short and long term Asian and foreign debt securities (such as fixed and/or floating rate bonds, notes and convertible bonds) of corporate issuers and government entities. The debt and other fixed income securities in which the Fund may invest will be of investment grade.

GENERAL INFORMATION

Investment Objective (continued)

The Fund may utilise techniques for efficient portfolio management and/or to protect against exchange risks, subject to the conditions and within the limits laid down by the Central Bank. These techniques and instruments include but are not limited to futures, options, forward foreign exchange contracts, interest and exchange rate swap contracts, stock lending and repurchase and reverse repurchase agreements.

Pending investment of the proceeds of a placing or offer of Shares or where market or other factors so warrant, the Fund's assets may be invested in money market instruments, including but not limited to certificates of deposit, floating rate notes and fixed or variable rate commercial paper listed or traded on Recognised Markets and in cash deposits.

The annual report and audited financial statements, and unaudited half-yearly financial statements are available to the public at the registered office of the Company and are sent to shareholders.

DIRECTORS' REPORT

The Directors have pleasure in submitting their annual report together with the audited financial statements for Prusik Umbrella UCITS Fund plc (the "Company") for the year ended 31 December 2012.

The Company is organised in the form of an umbrella fund with segregated liability between sub-funds and currently has one sub-fund, the Prusik Asian Equity Income Fund (the "Fund"), in existence at the year end.

Directors' Responsibility Statement

Irish company law requires the Directors to prepare financial statements for each financial year that 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 year. Under that law, the Directors have elected to prepare the financial statements in accordance with Generally Accepted Accounting Practice in Ireland, comprising applicable law and the accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland.

In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the Company, and to enable them to ensure that the financial statements are prepared in accordance with accounting standards generally accepted in Ireland, and comply with the Irish Companies Acts, 1963 to 2012 (the "Companies Acts") and the UCITS Regulations. 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.

Under the UCITS Regulations, the Directors are required to entrust the assets of the Company to the Custodian for safe-keeping. In carrying out this duty, the Company has delegated custody of the Company's assets to Brown Brothers Harriman Trustee Services (Ireland) Limited (the "Custodian").

Books of Accounts

To ensure that proper books of account are maintained in accordance with Section 202 of the Companies Acts 1990, the Directors of the Company have employed Brown Brothers Harriman Fund Administration Services (Ireland) Limited (the "Administrator"). The Company's books of account are maintained at the offices of the Administrator, whose address is Styne House, Upper Hatch Street, Dublin 2, Ireland.

Directors

The names of the persons who were Directors at any time during the year to 31 December 2012 are set out below.

Heather Manners
David Hammond
Richard Hayes
Tony Morris (an alternate Director)

Directors' and Secretary's Interests

The following Directors held Shares in the Company as at 31 December 2012:

Heather Manners	2,187	Class C Sterling Distributing Class
Richard Hayes	1,212	Class B US Dollar Distributing Class
Tony Morris	1,169	Class E Singapore Dollar Distributing Class

Other than those disclosed above, none of the Directors, the Secretary, nor their families hold or held any beneficial interests in the Company at 31 December 2012 or during the year.

DIRECTORS' REPORT (CONTINUED)

Results, Activities and Future Developments

A review of the principal activities is included in the Investment Manager's Report.

Details of the state of affairs of the Company and results for the year ended 31 December 2012 are set out on pages 20 to 22. The Net Assets Attributable to Holders of Redeemable Participating Shares (for financial statement purposes) as at 31 December 2012 was US Dollar ("USD") 523,781,277 (USD 32,799,417: 31 December 2011).

The Company will continue to pursue its objectives as set out in detail in the Prospectus.

Dividend and Distributions

The Directors have discretion from time to time to declare such distributions as may appear to them to be justified out of the net income accruing to the Fund in respect of each class of Shares of the Fund. The Fund has been granted reporting fund status by Her Majesty's Revenue and Customs ("HMRC"). As a consequence of the investment management fees being charged to the capital of the Fund, the capital may be eroded and the income of the Fund shall be achieved by foregoing the potential for future capital growth. Part of the distributions made during the life of the Fund could therefore be understood as a type of return on capital. Distributions paid during the year ended 31 December 2012 amounted to USD3,558,703 (USD Nil: 31 December 2011).

Risk Management

The risks as determined by Financial Reporting Standard ("FRS") 29 "Financial Instruments: Disclosures" ("FRS 29"), arising from the Company's financial instruments are market risk (including market price risk, currency risk and interest rate risk), credit risk and liquidity risk. Details of these risks, which are different from those listed in the Prospectus and how they are monitored, and where possible, managed by the Company, are set out in Note 14 "Financial Risk Management" on pages 36 to 41.

Segregated Liability

Subject to the relevant provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, the Company was established as an open-ended umbrella type investment company with variable capital and segregated liability between sub-funds.

Independent Auditor

The independent auditor Ernst & Young Chartered Accountants have indicated their willingness to continue in office in accordance with section 160(2) of the Companies Act, 1963.

Events during the Year

There were no events during the year that had a material effect on the financial statements.

Events since the Year End

There were no events since the year end that had a material effect on the financial statements.

Corporate Governance Statement

The Company is subject to and complies with Irish statute comprising the Companies Acts, 1963 to 2012, the UCITS Regulations as applicable to investment funds. The Board of Directors (the "Board") voluntarily adopted the Corporate Governance Code for Irish Domiciled Collective Investment Schemes as published by the Irish Funds Industry Association (the "IFIA Code") which came into effect on 1 January 2012. The Board has assessed the measures included in the IFIA Code as being consistent with its corporate governance practices and procedures for the financial year. Each of the services providers engaged by the Company is subject to their own corporate governance requirements.

Financial Reporting Process - Description of Main Features
The Board is responsible for establishing and maintaining adequate internal control and risk management systems of the Company in relation to the financial reporting process. Such systems are designed to manage rather than eliminate the risk of failure to achieve the Company's financial reporting objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

DIRECTORS' REPORT (CONTINUED)

Corporate Governance Statement (continued)

Financial Reporting Process - Description of Main Features (continued)
The Board has established processes regarding internal control and risk management systems to ensure its effective oversight of the financial reporting process. These include appointing Brown Brothers Harriman Fund Administration Services (Ireland) Limited (the "Administrator"), to maintain the books and records. The Administrator is authorised and regulated by the Central Bank and must comply with the rules imposed by the Central Bank. The Administrator is also contractually obliged to prepare for review and approval by the Board the annual report including financial statements intended to give a true and fair view and the half yearly financial statements.

The Board evaluates and discusses significant accounting and reporting issues as the need arises. From time to time the Board may also examine and evaluate the Administrator's financial accounting and reporting routines and monitors and evaluates the Independent Auditors' performance, qualifications and independence. The Administrator has the responsibility in respect of monitoring the internal controls in relation to the financial reporting process.

Risk Assessment
The Board is responsible for assessing the risk of irregularities whether caused by fraud or error in financial reporting and ensuring the processes are in place for the timely identification of internal and external matters with a potential effect on financial reporting. The Board relies on the Administrator to identify changes in accounting rules and recommendations and to ensure that these changes are accurately reflected in the Company's financial statements.

Control Activities
The Administrator maintains control structures to manage the risks over financial reporting. These control structures include appropriate division of responsibilities and specific control activities aimed at detecting or preventing the risk of significant deficiencies in financial reporting for every significant account in the financial statements and the related notes in the Company's annual report. Examples of control activities exercised by the Administrator include analytical review procedures, reconciliations and automated controls over IT systems.

Information and Communication
The Company's policies and the Board's consideration of areas of relevance for financial reporting on an annual basis are updated and communicated via appropriate channels, such as e-mail, correspondence and meetings to ensure that all financial reporting information requirements are met in a complete and accurate manner.

Monitoring
The Board receives regular presentations and reviews reports from the Custodian, Investment Manager and Administrator. The Board relies on the Administrator's process to ensure that appropriate measures are taken to consider and address the shortcomings identified and measures recommended by the Independent Auditors.

Capital Structure
The Director's interests in the Company as at 31 December 2012 are as follows:

Heather Manners	2,187	Class C Sterling Distributing Class
Richard Hayes	1,212	Class B US Dollar Distributing Class
Tony Morris	1,169	Class E Singapore Dollar Distributing Class

No person has any special rights of control over the Company's share capital.

There are no restrictions on voting rights.

Powers of the Directors
With regard to the appointment and replacement of Directors, the Company is governed by its Articles of Association, Irish statute comprising the Companies Acts, 1963 to 2012, the UCITS Regulations as applicable to investment funds. The Articles of Association themselves may be amended by special resolution of the Shareholders.

DIRECTORS' REPORT (CONTINUED)

Corporate Governance Statement (continued)

Powers of the Directors (continued)
The Board is responsible for managing the business affairs of the Company in accordance with the Articles of Association. The Directors may delegate certain functions to the Manager and other parties, subject to the supervision and direction by the Directors. The Directors have delegated the day-to-day administration of the Company and the investment management and distribution functions to the Manager, which has in turn delegated these functions to the Administrator and Investment Adviser, respectively. Consequently none of the Directors is an Executive Director.

Shareholder Meetings
The Annual General Meeting of the Company will usually be held in Ireland, normally within six months of the end of each financial year. Notice convening the Annual General Meeting in each year at which the audited financial statements of the Company will be presented (together with the Directors' and Independent Auditors' Reports of the Company) will be sent to Shareholders at their registered addresses not less than 21 clear days before the date fixed for the meeting. Other general meetings may be convened from time to time by the Directors in such manner as provided by Irish law.

Each of the Shares entitles the holder to attend and vote at meetings of the Company and of the Fund represented by those Shares. Matters may be determined by a meeting of Shareholders on a show of hands unless a poll is requested by any Shareholder having the right to vote at the meeting or unless the chairman of the meeting requests a poll.

No class of shares confers on the holder thereof any preferential or pre-emptive rights or any rights to participate in the profits and dividends of any other share class or any voting rights in relation to matters relating solely to any other share class.

Any resolution to alter the class rights of the Shares requires the approval of three quarters of the holders of the Shares represented or present and voting at a general meeting of the class. The quorum for any general meeting of the class convened to consider any alteration to the class rights of the Shares shall be such number of Shareholders being two or more persons whose holdings comprise one third of the Shares.

Each of the Shares other than Subscriber Shares entitles the Shareholder to participate equally on a pro-rata basis in the dividends and net assets of the Fund in respect of which the Shares have been issued, save in the case of dividends declared prior to becoming a Shareholder.

Subscriber Shares entitle the Shareholders holding them to attend and vote at all general meetings of the Company but do not entitle the holders to participate in the dividends or net assets of the Company.

Composition and Operation of Board and Committees
There are currently three Directors and one alternate Director, all of whom are Non-Executive Directors and two of whom are independent of the Investment Adviser. The Board meets at least quarterly. There are no sub-committees of the Board.

On behalf of the Board of Directors

Director	**Director**

29 April 2013

INVESTMENT MANAGERS' REPORT

Review and Outlook

The Fund rose by 8.6% in the fourth quarter compared to a market rise of 6.1%. The top 3 contributors were **Hite Jinro** (Korean beverage company), **HSBC** (Global bank) and **Macquarie Group** (Australian investment bank and fund manager). The biggest 3 detractors were **Midland Holdings** (Hong Kong estate agency), Chorus (New Zealand telecom infrastructure operator) and **PT Telkom** (Indonesian telecoms operator).

2012 was a strong year from a performance perspective with returns aided by a general re-rating of high quality dividend stocks throughout the year. We were also assisted by our structural underweight in cyclicals and overweight in defensives and ASEAN. It is unlikely that those factors will repeat in 2013 and so we would caution that we would not expect our performance this year to come close to that of 2012. However, we still believe our portfolio offers strong valuation upside and steady dividend growth and is substantially less risky than the overall market.

Fund Size

Readers will note the significant increase in Fund size since the last quarterly report. In this section we aim to explain what we are doing to prevent fund inflows from compromising performance and also the impact of the larger fund size on our portfolio construction.

We have always let investors know that we believe an ideal size for the Fund is between USD300m and USD500m. Below that, it would struggle to remain commercially viable, significantly above that, returns would begin to suffer as we would be more restricted in how we could operate. Given the increase in Fund size towards the higher end of the range in November, we took the decision to hard close the Class A, B, C and D shares and soft close the entire Fund to new investors as of 1st December 2012. We are not actively marketing the Fund to new investors and are not starting discussions with any investors not already in the Fund. We believe that this should go some way towards slowing the rate of inflows. Given that the Class A, B, C and D shares are now hard closed to all investors, we would expect a natural decline in the assets from this share class as it is now effectively "redemption only". In addition we would expect to lose 2-3% of assets each year due to the dividend payments that are not reinvested in the Fund. Combined, these will likely add up to outflows in the mid to high single digit range as a percentage of the total Fund and will offset some of the inflows into Class 2.

A Note on Performance

When we started the Fund, we indicated that we aimed to outperform the market by 5-10% a year and generate a total return in the range of 10-15% (or a 10% real return). It is very difficult to make any comments on performance over such a short space of time but clearly our results so far have been ahead of both those targets. What is more important, however, is what we do over the next several years. We would like to reiterate that the performance we saw in 2012 is extremely unlikely to be repeated. The combination of a re-rating period for high quality dividend stocks together with some good recycling of capital led to an unusually high degree of alpha. It is unlikely that we will have the same combination of circumstances and luck going forward. However, this doesn't mean that we believe we cannot continue to generate outperformance. We believe that outperformance of 5-10% is an appropriate benchmark going forward and we continue to judge ourselves against that. That said, we feel as bullish towards the portfolio at the beginning of 2013 as we did in 2012.

Liquidity

Our primary measure of liquidity risk is to analyse the proportion of the fund that would take more than 3 days and more than 10 days to sell (using 6 month historical data and assuming 50% of that volume is tradable). In the table below we give the target and actual data.

	Target	**Actual**
> 3 days volume	<25%	22.0%
> 10 days volume	Aim for 0%	1.4%

So the Fund is within the 3 day volume limit and very close to our 10 day volume target. In very rough terms we would be able to liquidate 78% of our fund in 3 days and 98.6% within 2 weeks. We could liquidate just under 50% of the fund in 1 day.

INVESTMENT MANAGERS' REPORT (CONTINUED)

Liquidity (continued)

Although liquidity data is notoriously difficult to rely on, we believe that we are not taking on excessive liquidity risk and we are pleased at how we have been able to scale the portfolio whilst not increasing this risk.

Portfolio Allocation between Small, Mid and Large Cap Stocks

One of the main reasons that we wanted to keep the Fund size at a manageable level is that we want to be able to invest in small and mid cap stocks without compromising our liquidity targets. Implicit in this is that we are able to achieve higher alpha in mid and small cap stocks. It is, therefore, important to analyse the alpha and weightings to judge the impact of a larger Fund size on performance.

	Dec 2011	**Mar 2012**	**Jun 2012**	**Sep 2012**	**Dec 2012**
Large Cap (>$5bn)	30%	31%	44%	47%	57%
Mid Cap ($2-5bn)	22%	21%	25%	21.5%	20%
Small Cap (<$2bn)	48%	48%	31%	31%	23%

Prusik Asian Equity Income Fund market cap weightings since Q4 2011 using Bloomberg's mid and small cap definitions

As can be seen from the table above, we have increased our exposure to large caps from 30% to 57% and decreased our exposure to small caps from 48% to 23%. The mid cap exposure has remained around the same level during this period.

The reason for this increase in large caps is twofold. The first reason is that the larger fund size means we are unable to have the same sized positions in small caps as we did before. This was always part of our expectation for the Fund as it grew. The second point is that we also saw more opportunities in large caps versus small caps given the relative price performance and valuations.

Analysing the alpha for quarter four 2012 shows some surprising results. As the numbers in the table below show in quarter four 2012, we made a higher return in our large cap stocks than small cap stocks. So if anything, our higher weighting in large caps increased rather than decreased returns over that period.

Large Caps	+ 7.6%
Mid Caps	+ 15.6%
Small Caps	+ 4.9%

Prusik Asian Equity Income Fund Q4 2012 returns for Large, Mid and Small Cap stocks. Source: Bloomberg

However, over the longer term we would expect small caps to return around 5-10% more than our large and mid-cap exposure. For instance, for every 10% reduction in the small-cap weighting, we would expect to see alpha lowered by 50-100bps at the Fund level. That is why we explained that at a Fund size of US$50-100m it is possible to achieve 10-15% alpha whereas at a Fund size of circa US$500m, 5-10% alpha is more likely.

Large Caps	+ 39.8%
Mid Caps	+ 50.7%
Small Caps	+ 56.7%

Prusik Asian Equity Income Fund full year 2012 returns for Large, Mid and Small Cap stocks. Source: Bloomberg

INVESTMENT MANAGERS' REPORT (CONTINUED)

Portfolio Allocation between Small, Mid and Large Cap Stocks (continued)

Nothwithstanding small cap stocks generating significant alpha for the Fund in 2012, even if we had invested 100% of the Fund in our large cap portfolio we would still have returned almost 40% in 2012. The important difference between our large cap portfolio and other traditional long only funds is that we run a very concentrated portfolio invested in our best ideas rather than just owning well known names. For example, we own only one large cap stock in Singapore and only two in Thailand. By being selective we aim to ensure that we can differentiate ourselves from the market. Although we believe that there is always likely to be more inefficiently priced stocks in the small and mid-cap market, there will be mispricings in the large-cap sector too. At the moment, we have very high conviction in our larger holdings and would not be surprised to see higher alpha being generated from them in 2013.

Over the medium term we don't have a fixed target for the percentage split between large-cap and mid/small cap stocks but we broadly expect about a 50/50 mix between the two. Assuming our estimates for alpha are correct, a 50/50 mix between large-cap and mid/small cap stocks would mean a 100-200 basis points lower alpha compared to the 30/70 mix we had in 2012 when then smaller fund size allowed it. To reiterate, this is in line with our expectations.

Portfolio Positioning for 2013

As usual, we don't construct a portfolio with any particular scenario in mind. We want a portfolio that will be both defensive in a bear market but has enough valuation upside and free optionality that it can produce attractive returns in a more buoyant market. The perfect environment for the Fund tends to be range-bound or trending markets. Very severe market declines do not suit the Fund owing to its mid and small cap exposure, which is often hit hard by market dislocations. Although we would likely outperform the market in such an environment, our beta to the market has historically been a little higher than average. Equally, very strong bull markets (moving more than 5-10% a month, 15-20% a quarter or 25-30% a year) do not suit the Fund as we simply do not have enough upside beta to participate.

We can examine the current portfolio positioning in a little more detail. This of course can change over the course of the year but to start with we have the following exposure:

15-20% of the fund is in Telecoms Operators. It is important to note that we do not have exposure to the expensive markets of Thailand, Singapore, Taiwan and Malaysia. Our exposure is to the cheaper markets in Hong Kong, Korea and Indonesia and all of our stocks trade well below the Asian average. On average, our stocks in this sector trade on 12.7x earnings, 1.4x price to book and a 5.4% dividend yield. This compares to a sector average of 15.5x earnings, 2.9x price to book and a 5.1% dividend yield. Of particular note here are the Korean telecoms stocks which comprise almost 8% of our fund. Given the extreme value in this sector and lack of investor interest in the stocks, companies like **SK Telecom** trade at less than 3.0x Enterprise Value to Earnings Before Interest, Taxes, Depreciation and Amortization despite dominating the sector and facing the prospect of booming free cash flow and rising ARPUs. The stock trades at book value compared to **Advanced Info Services** in Thailand which trades at 17x price to book. SK Telecom's market capitalisation is US$12bn and it has revenues of U$15bn. **Advanced Info Services** has a market capitalisation of US$20bn and revenues of US$4bn. **Advanced Info Services** has been a firm favourite of investors for many years due to their strong track record in returning cash to shareholders but at some point they will have to invest in their network. **SK Telecom**, on the other hand, has arguably over invested, having almost fully built out its 4G network, but equally this means that it will soon have nothing more to spend money on. This is very different to **Advanced Info** who has yet to start building its 3G network! This of course vastly simplifies a much more complicated argument but sometimes it is important to look at what "might" happen. If **5K Telecom** achieved **Advanced Info Services's** Earnings Before Interest, Taxes, Depreciation and Amortization margin and rating, the stock price could appreciate by 500-600%!

20% of the fund is in high quality Banks. This is all in the large multinational Hong Kong banks (**HSBC** and **Standard Chartered**) and Thailand (**Bangkok Bank, Bank of Ayudhya** and **TISCO**). We continue to have zero exposure to banks in China, Australia, Malaysia, Singapore, India, Indonesia, Philippines, Taiwan or Korea where we view the risk reward profile to be either moderately or extremely unattractive. Importantly, it follows that the portfolio's exposure to high quality banks is very concentrated. Valuations in this sector have increased in the last 6 months but are still good value in our view. **HSBC** and **Standard Chartered** will benefit from the pickup in trade and general lending growth throughout the region. The Thai banks offer a unique combination of high levels of profitability (Return on Equity in the mid to high teens), high loan growth (10-15% as the Thai economy accelerates) and low valuations (<1.5x book value and low double digit Price Eanings multiples).

Portfolio Positioning for 2013 (continued)

8% of the fund in Auto and Auto Component Companies. We have two relatively new positions in the sector – both the preference shares of **Hyundai Motor** and **Tata Motors. Tata Motors** is particularly interesting as most of its value is due to its ownership of Jaguar Land Rover. Jaguar is performing exceptionally well at the moment – particularly in China – and has a net cash balance sheet and high levels of profitability. As it is a European car brand owned by an Indian company it trades at a very low valuation reflecting the fact that no one that wants to invest in a European car brand looks at India and no one that wants to invest in an Indian company wants European exposure. Therefore, one can buy exposure to one of the strongest brands in the world at an extremely cheap price (4x March 2014 earnings).

9% of the fund in Toll Road Operators. High margins, monopoly businesses, some inflation protection and trading at extremely cheap valuations.

3-4% of the fund in Malaysian Lottery Operators. The Malaysian lottery business is a classic stable, cash generative business with a regulatory risk attached. The business is low growth but might benefit from hikes in the minimum wage rate if some of this additional pay is spent on lottery tickets. The cash flows are fixed by the government and the company constantly has to deal with the usual pressure of a government operating in a Muslim country which has to justify why it allows "gambling" to occur. The answer of course is that otherwise gambling takes place in the black market where the government cannot control it and does not gain any revenue from it. So the Malaysian government continues to have this uneasy truce with the lottery operators. Both of the listed operators, **Berjaya Sports Toto** and **Multi-Purpose Holdings,** are seeking to spin off their gaming divisions which we believe will highlight the value in this sector and lead to special dividends being paid in 2013.

Overall, we are very comfortable with the fund in terms of valuation, risk profile and upside potential. It does continue to get harder to find attractive replacement candidates for our portfolio but we have extremely rigorous criteria and so that is perhaps because we are too demanding.

Turnover

Although we have designed an investment process that should not experience high turnover we don't actively seek to achieve a certain level of turnover. All other things being equal, lower turnover is better and generally translates into better investment performance; however, if we are able to take advantage of market moves to recycle capital from positions that have become less attractive into those that are more attractive then we will do so. It is not something that we can control as we merely look at the risk reward profile of the fund and each position and decide whether we should make any changes. In very rough terms, this turnover created another 1000 basis points of return in 2012 and so we believe it makes sense to continue with this strategy. However, we are certainly from the school of thought that higher turnover equals lower investment performance and so would review this process if we fail to see higher turnover leading to strong investment performance.

Risks

Corporate bond yields. We are very nervous about the flows into corporate bonds in Asia and the increasing risk tolerance of investors in this market. However, we continue to follow the process outlined in our quarter 3 report to try and deal with these issues.

Real bond yields. As touched on in previous reports, very low real bond yields are a key part of our argument for a weighting in high quality, high dividend equities. We don't think that the argument for being invested here is weakened if real yields move back up into the 0-1% range (from -1 to 0%) but we think that if real yields begin to move towards 2-3% then the undervaluation argument disappears. However, if this occurs because global growth has recovered then we believe the fund will not suffer a de-rating. If it occurs without a recovery in global growth then it is possible that the outcome may not be as positive. However, given that most people (including us) believe that real bond yields cannot remain this low it is worth thinking about what would happen if they did. If real yields remained negative for a 5 or 10 year period then we believe the prices we pay today for our stocks should be substantially higher to reflect the growth.

Cyclical recovery leading to a de-rating of high yield stocks. If there is a substantial recovery in regional and global economic growth it is possible that some dividend stocks will lose some of their premium rating as investors are no longer as keen to pay up for safety. This does have the potential to hit some of our holdings but we aim to minimize this risk by rotating out of stocks that become too expensive and into those with lower downside risk. This is evident to some extent in the Price Earnings rating of our portfolio and the fact that, outside the REIT sector, we only own 2 stocks that trade at more than 15x earnings.

INVESTMENT MANAGERS' REPORT (CONTINUED)

PORTFOLIO PERFORMANCE

Performance Summary (%)
Period ending 31.12.2012

Class 1*	USD	GBP	SGD	Benchmark **
1 Month	3.63	3.54	3.61	3.09
3 Months	8.57	8.52	8.48	6.09
Year to Date	45.90	45.34	44.69	22.96
2012	45.90	40.10	34.95	22.96
2011	-3.96	-3.60	-6.73	-15.20
Since Launch+	40.13	40.10	34.95	4.25
Annualised since Inception	18.35	18.93	16.15	2.10

* Class 1 shares were closed to further investment on 30th November 2012
**MSCI Asia Pacific ex Japan
\+ Launch date: B 31.12.2010, C 21.01.2011, D 31.12.2010

Performance Summary (%)
Period ending 31.12.2012

Class 2*	USD	GBP	SGD	Benchmark
1 Month	3.58	3.51	3.61	3.09
3 Months	8.40	8.63	8.19	6.09
Year to date**	22.48	23.17	22.60	22.96

* Class 2 shares were soft closed to new investors as of 30th November 2012
** Launch Date: 30.03.12
Source: Bloomberg

Fund Performance - Class B USD (%)

Source: Bloomberg. Total return net income reinvested. Since Launch: 31.12.10

Class 1 B, USD Monthly Performance Summary (%)

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
2012	8.12	6.54	1.92	3.20	-7.67	3.84	6.72	1.92	6.35	1.97	2.76	3.63
2011	-2.68	-1.46	2.55	3.90	2.39	-0.60	3.56	-6.06	-12.80	10.62	-3.52	1.79

Class 2 X, USD Monthly Performance Summary (%)

	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
2012	-	-	-	2.91	-7.94	3.74	6.44	1.64	6.26	1.90	2.70	3.58

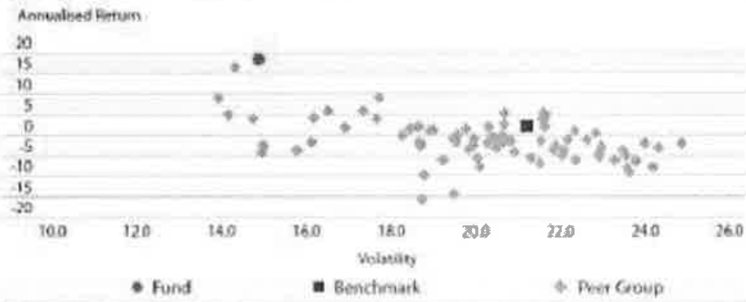
Source: Bloomberg

RISK ANALYSIS

Risk Metrics	Fund (%)
Tracking Error (% pa)	7.4
Beta	0.8
Alpha (%)	16.7
Volatility (%)	14.9

Source: Bloomberg
Since inception: B 31.12.2010

Risk Adjusted Performance - Class B USD (%)



Source: Bloomberg. Annualised return and 1 year volatility versus the peer group (open ended offshore Asia Pacific ex Japan Equity Fund Index), 31.12.10 to 31.12.12

INVESTMENT MANAGERS' REPORT (CONTINUED)

THEMATIC & GEOGRAPHICAL BREAKDOWN

Top 5 Holdings (%)

HSBC Holdings	4.9
KT&G	4.5
SK Telecom Co Ltd	4.1
Hutchison Whampoa Ltd	4.0
Telekomunikasi Indonesia	3.8
Total Number of Holdings	41

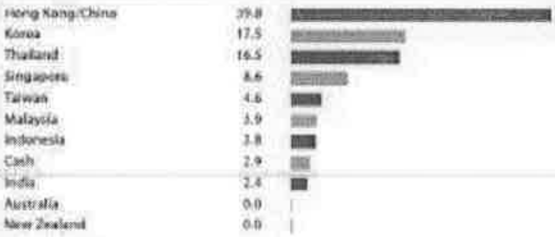
Portfolio Financial Ratios*

Predicted Price/Earnings Ratio	10.9x
Predicted Return on Equity (%)	16.3
Predicted Dividend Yield (%)	4.7

*Fiscal year periods

Thematic Breakdown (%)

Geographical Breakdown (%)



All data as at 31.12.12. Source: Prusik Investment Management LLP unless otherwise stated.

FUND PARTICULARS

Fund Facts

Fund Size USD	524.3m
Launch Date	31st December 2010
Fund Structure	UCITS III
Domicile	Dublin
Currencies	USD (base), GDP, SGD

Share Class Details

Class 1*			SEDOL	ISIN	Month end NAV
A USD	Unhedged	Non Distributing	B4MK5Q6	IE00B4MK5Q67	144.01
B USD	Unhedged	Distributing	B4QVD94	IE00B4QVD949	130.69
C GBP	Hedged	Distributing	B4Q6DB1	IE00B4Q6DB12	130.46
D SGD	Hedged	Distributing	B4NFJT1	IE00B4NFJT16	125.64

*Class 1 shares were closed to further investment on 30th November 2012

Class 2*			SEDOL	ISIN	Month end NAV
X USD	Unhedged	Distributing	B4PYCL9	IE00B4PYCL99	122.21
Y GBP	Hedged	Distributing	B4TRL17	IE00B4TRL175	123.13
Z SGD	Hedged	Distributing	B6WDYZ1	IE00B6WDYZ18	121.80

* Class 2 shares were soft closed to new investors as of 30th November 2012

Management Fees

Annual Management Fee
1% p.a Paid monthly in arrears

Performance Fee
Class 1: None
Class 2: 10% of the net out-performance of the MSCI Asia Pacific ex Japan Index with a high-water mark.

Dealing

Dealing Line	+353 1 603 6490
Administrator	Brown Brothers Harriman (Dublin)
Dealing Frequency	Daily
Min. Initial Subscription	USD 10,000
Min. Subsequent Subscription	USD 5,000
Subscription Notice	1 Day
Redemption Notice	1 Day

Dividend Dates

Dividends paid twice annually (January and July)

Prusik Investment Management LLP
29 April 2013

REPORT OF THE CUSTODIAN TO THE SHAREHOLDERS

We have enquired into the conduct of Prusik Umbrella UCITS Fund plc (the "Company") for the year ended 31 December 2012, in our capacity as Custodian to the Company.

This report including the opinion has been prepared for, and solely for, the shareholders in the Company, in accordance with the Central Bank of Ireland's UCITS Notice 4 (as amended), and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown.

Responsibilities of the Custodian

Our duties and responsibilities are outlined in the Central Bank of Ireland's UCITS Notice 4 (as amended). One of those duties is to enquire into the conduct of the Company in each annual accounting period and report thereon to the shareholders.

Our report shall state whether, in our opinion, the Company has been managed in that period in accordance with the provisions of the Company's Memorandum and Articles of Association and the European Communities (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations, 2011 (the "UCITS Regulations"). It is the overall responsibility of the Company to comply with these provisions. If the Company has not so complied, we as Custodian must state why this is the case and outline the steps which we have taken to rectify the situation.

Basis of Custodian Opinion

The Custodian conducts such reviews as it, in its reasonable opinion, considers necessary in order to comply with its duties as outlined in UCITS Notice 4 (as amended) and to ensure that, in all material respects, the Company has been managed:

(i) in accordance with the limitations imposed on its investment and borrowing powers by the provisions of its constitutional documentation and the appropriate regulations; and
(ii) otherwise in accordance with the Company's constitutional documentation and the appropriate regulations.

Opinion

In our opinion, the Company has been managed during the year, in all material respects:

(i) in accordance with the limitations imposed on the investment and borrowing powers of the Company by the Memorandum & Articles of Association and by the UCITS Regulations; and
(ii) otherwise in accordance with the provisions of the Memorandum & Articles of Association and the UCITS Regulations.

Brown Brothers Harriman Trustee Services (Ireland) Limited
Styne House
Upper Hatch Street
Dublin 2
Ireland

29 April 2013

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PRUSIK UMBRELLA UCITS FUND PLC

We have audited the financial statements of Prusik Umbrella UCITS Fund plc for the year ended 31 December 2012 which comprise the Balance Sheet, Profit and Loss Account and Statement of Changes in Net Assets Attributable to Holders of Redeemable Participating Shares and the related notes 1 to 18. The financial reporting framework that has been applied in their preparation is the Companies Acts 1963 to 2012, the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended) and accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

This report is made solely to the company's members, as a body, in accordance with section 193 of the Companies Act, 1990. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4 the directors are responsible for the preparation of the financial statements giving a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish 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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements 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 financial statements. In addition, we read all the financial and non-financial information in the Directors' Report, Investment Managers' Report and the Report of the Custodian to the Shareholder to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

ERNST & YOUNG

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PRUSIK UMBRELLA UCITS FUND PLC (continued)

Opinion on financial statements

In our opinion the financial statements:
- give a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended; and
- have been properly prepared in accordance with the requirements of the Companies Acts 1963 to 2012 and the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended).

Matters on which we are required to report by the Companies Acts 1963 to 2012

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion proper books of account have been kept by the company.
- The financial statements are in agreement with the books of account.
- In our opinion the information given in the directors' report is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the provisions in the Companies Acts 1963 to 2012 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

Gareth Harman

for and on behalf of Ernst & Young

Dublin

Date: 29 April 2013

SCHEDULE OF INVESTMENTS

Country	Holding	Security Description	Cost USD	Value USD	% of Net Assets
Common Stock - 85.74% (31 December 2011: 82.60%)					
Britain - 8.50% (31 December 2011: 0.00%)					
	2,444,000	HSBC Holdings PLC	23,133,697	25,589,064	4.89%
	749,000	Standard Chartered PLC	17,647,182	18,931,321	3.61%
			40,780,879	44,520,385	8.50%
Cambodia - 1.14% (31 December 2011: 2.28%)					
	9,854,000	NagaCorp Ltd.	6,104,495	5,962,798	1.14%
			6,104,495	5,962,798	1.14%
China - 8.51% (31 December 2011: 7.83%)					
	7,600,000	Anhui Expressway Co.	4,146,139	4,294,893	0.82%
	11,800,000	Huaneng Power International, Inc.	9,738,480	10,870,384	2.08%
	11,800,000	Jiangsu Expressway Co. Ltd.	10,741,483	12,073,130	2.30%
	9,200,500	SOHO China Ltd.	6,816,659	7,359,830	1.41%
	12,650,000	Zhejiang Expressway Co. Ltd.	9,694,298	9,939,682	1.90%
			41,137,059	44,537,919	8.51%
Hong Kong - 19.35% (31 December 2011: 24.44%)					
	3,100,000	Cheung Kong Infrastructure Holdings Ltd.	18,543,179	18,958,532	3.62%
	25,946,000	Hutchison Telecommunications Hong Kong Holdings Ltd.	11,431,826	11,817,070	2.26%
	1,990,000	Hutchison Whampoa Ltd.	18,996,932	20,758,586	3.96%
	11,380,000	Midland Holdings Ltd.	5,987,653	5,403,246	1.03%
	8,102,000	NWS Holdings Ltd.	12,500,699	13,568,493	2.59%
	38,982,000	PCCW Ltd.	14,788,978	17,100,457	3.26%
	920,000	Sun Hung Kai Properties Ltd.	12,193,199	13,792,997	2.63%
			94,442,466	101,399,381	19.35%
Indonesia - 3.79% (31 December 2011: 0.00%)					
	21,500,000	Telekomunikasi Indonesia Persero Tbk PT	20,467,904	19,854,734	3.79%
			20,467,904	19,854,734	3.79%
Malaysia - 3.92% (31 December 2011: 5.08%)					
	7,200,000	Berjaya Sports Toto Bhd.	10,250,806	10,406,802	1.99%
	4,091,000	Media Prima Bhd.	3,342,715	3,130,458	0.60%
	6,114,500	Multi-Purpose Holdings Bhd.	6,894,462	6,978,288	1.33%
			20,487,983	20,515,548	3.92%
Singapore - 2.51% (31 December 2011: 5.55%)					
	4,084,600	ARAR Asset Management Ltd.	4,930,799	5,367,653	1.02%
	5,510,000	OSIM International Ltd.	6,861,100	7,782,167	1.49%
			11,791,899	13,149,820	2.51%
South Korea - 17.44% (31 December 2011: 8.60%)					
	680,000	Halla Climate Control Corp.	13,537,340	15,151,743	2.89%
	154,000	Hyundai Motor Co.	10,972,333	10,844,459	2.07%
	1,199,183	KT Corp.	19,924,882	20,086,315	3.83%
	311,285	KT&G Corp.	23,622,044	23,617,671	4.51%
	1,380,000	SK Telecom Co. Ltd.	20,086,946	21,666,000	4.14%
			88,143,545	91,366,188	17.44%

SCHEDULE OF INVESTMENTS (CONTINUED)

Country	Holding	Security Description	Cost USD	Value USD	% of Net Assets
Common Stock - 85.74% (31 December 2011: 82.60%)					
Taiwan - 4.60% (31 December 2011: 5.10%)					
	2,642,300	Advantech Co. Ltd.	9,248,738	11,006,172	2.10%
	6,668,000	Chipbond Technology Corp.	11,944,779	13,083,962	2.50%
			21,193,517	24,090,134	4.60%
Thailand - 15.98% (31 December 2011: 12.30%)					
	2,473,000	Bangkok Bank PCL - NVDR	14,672,330	15,820,403	3.02%
	12,605,000	Bangkok Expressway PCL-Foreign	10,781,676	14,333,238	2.74%
	1,665,000	Bangkok Expressway PCL-NVDR	1,567,754	1,893,284	0.36%
	1,735,000	Bank of Ayudhya PCL - Foreign	1,685,185	1,830,947	0.35%
	16,700,000	Bank of Ayudhya PCL - NVDR	16,765,260	17,760,144	3.39%
	22,500,000	BTS Group Holdings PCL	4,750,899	5,227,421	1.00%
	4,105,000	Glow Energy PCL -Foreign	8,765,551	10,410,259	1.99%
	500,000	Glow Energy PCL -NVDR	1,174,103	1,263,907	0.24%
	7,391,800	Tisco Financial Group PCL - Foreign	9,529,775	12,577,670	2.40%
	1,500,100	Tisco Financial Group PCL - NVDR	2,260,286	2,552,526	0.49%
			71,952,819	83,669,799	15.98%
		Total Common Stock	**416,502,566**	**449,066,706**	**85.74%**
Real Estate Investment Trusts - 8.74% (31 December 2011: 14.43%)					
China - 1.10% (31 December 2011: 0.00%)					
	8,690,000	Hui Xian Real Estate Investment Trust	5,790,979	5,767,637	1.10%
			5,790,979	5,767,637	1.10%
Singapore - 7.16% (31 December 2011: 7.42%)					
	7,440,000	Cache Logistics Trust	6,630,459	7,523,151	1.44%
	8,900,000	CapitaMall Trust	14,622,682	15,521,349	2.96%
	7,196,000	Fortune Real Estate Investment Trust	5,565,821	5,912,324	1.13%
	9,220,000	Sabana Shari'ah Compliant Industrial Real Estate Investment Trust	7,928,071	8,568,142	1.63%
			34,747,033	37,524,966	7.16%
Thailand - 0.48% (31 December 2011: 0.00%)					
	4,579,100	Samui Airport Property Fund Leasehold	1,759,548	2,517,307	0.48%
			1,759,548	2,517,307	0.48%
		Total Real Estate Investment Trusts	**42,297,560**	**45,809,910**	**8.74%**
Warrant - 2.41% (31 December 2011: 1.25%)					
India - 2.41% (31 December 2011: 0.00%)					
	4,000,000	Tata Motors Ltd. 09/12/2013	12,582,153	12,639,640	2.41%
			12,582,153	12,639,640	2.41%
		Total Warrants	**12,582,153**	**12,639,640**	**2.41%**
		Total Fair Value of Investments	**471,382,279**	**507,516,256**	**96.89%**

SCHEDULE OF INVESTMENTS (CONTINUED)

Forward Foreign Currency Contracts - 0.16% (31 December 2011: (0.69%))

Currency Bought	Amount Bought	Currency Sold	Amount Sold	Maturity Date	Counterparty	Unrealised Gain/(Loss)	% of Net Assets
SGD	78,189	USD	(64,000)	20/03/2013	Brown Brothers Harriman	15	0.00%
SGD	179,583	USD	(147,000)	20/03/2013	Brown Brothers Harriman	27	0.00%
GBP	839,728	USD	(1,357,000)	20/03/2013	Brown Brothers Harriman	761	0.00%
GBP	1,116,348	USD	(1,800,000)	20/03/2013	Brown Brothers Harriman	5,031	0.00%
GBP	6,837,182	USD	(11,000,000)	20/03/2013	Brown Brothers Harriman	55,083	0.01%
GBP	93,731,547	USD	(150,800,000)	20/03/2013	Brown Brothers Harriman	755,136	0.15%
	Total unrealized gains on Forward Foreign Currency Contracts					**816,053**	**0.16%**
	Total Financial Assets at Fair Value through Profit or Loss					**508,332,309**	**97.05%**
SGD	13,410,430	USD	(11,000,000)	20/03/2013	Brown Brothers Harriman	(20,668)	0.00%
SGD	4,876,520	USD	(4,000,000)	20/03/2013	Brown Brothers Harriman	(7,516)	0.00%
SGD	1,584,869	USD	(1,300,000)	20/03/2013	Brown Brothers Harriman	(2,443)	0.00%
	Total unrealized loss on Forward Foreign Currency Contracts					**(30,627)**	**0.00%**
	Total Financial Liabilities at Fair Value through Profit or Loss					**(30,627)**	**0.00%**

	Value USD	% of Net Assets
Cash	5,465,881	1.04%
Other Net Assets	10,013,714	1.91%
Net Assets Attributable to Holders of Redeemable Participating Shares	**523,781,277**	**100.00%**

BALANCE SHEET

	Notes	As at 31 December 2012 USD	As at 31 December 2011 USD
Assets			
Financial assets, at cost		471,382,279	32,917,242
Financial assets at fair value through profit or loss			
- Transferable securities		449,066,706	27,092,744
- Warrants		12,639,640	410,439
- Collective investment schemes		45,809,910	4,732,521
- Financial derivative instruments		816,053	401
Cash	9	5,465,881	813,824
Receivable for investments sold		12,267,527	–
Dividends receivable		3,168,042	215,153
Subscriptions receivable		1,405,000	1,642,616
Prepaid expenses		–	5,277
Other assets		48,061	904
Total assets		**530,686,820**	**34,913,879**
Liabilities			
Financial liabilities at fair value through profit or loss			
- Financial derivative instruments		30,627	225,339
Payable for investments purchased		4,835,355	1,776,618
Redemptions payable		830,223	–
Investment management fees	3	423,095	24,387
Administration fees	4	61,361	22,374
Custody fees	5	36,139	5,980
Trustee fees	5	18,939	1,638
Directors' fees	6	–	6,895
Audit fees	7	38,462	26,664
Performance fees	3	553,572	–
Professional fees		37,955	1,193
Transaction costs		–	10,164
Organisational expenses		10,888	11,702
Other liabilities		28,927	1,508
Total liabilities		**6,905,543**	**2,114,462**
Net Assets Attributable to Holders of Redeemable Participating Shares (for financial statement purposes)		**523,781,277**	**32,799,417**

The accompanying notes form an integral part of these financial statements.

BALANCE SHEET (CONTINUED)

	Notes	As at 31 December 2012	As at 31 December 2011
Class 2 X USD Distributing Class			
Net Assets (for financial statement purposes)	2	USD 220,029,967	–
Outstanding Redeemable Participating Shares	1,2	1,804,666	–
Net Asset Value per Share	2	USD 121.92	–
Class 2 Y Sterling Distributing Class			
Net Assets (for financial statement purposes)	2	GBP 9,856,881	–
Outstanding Redeemable Participating Shares	1,2	80,240	–
Net Asset Value per Share	2	GBP 122.84	–
Class 2 Z Singapore Distributing Class			
Net Assets (for financial statement purposes)	2	SGD 1,954,867	–
Outstanding Redeemable Participating Shares	1,2	16,088	–
Net Asset Value per Share	2	SGD 121.52	–
Class A US Dollar Non-Distributing Class			
Net Assets (for financial statement purposes)	2	USD 22,895,245	USD 3,014,757
Outstanding Redeemable Participating Shares	1,2	159,358	30,720
Net Asset Value per Share	2	USD 143.67	USD 98.14
Class B US Dollar Distributing Class			
Net Assets (for financial statement purposes)	2	USD 86,511,709	USD 7,880,156
Outstanding Redeemable Participating Shares	1,2	663,500	82,491
Net Asset Value per Share	2	USD 130.39	USD 95.53
Class C Sterling Distributing Class			
Net Assets (for financial statement purposes)	2	GBP 99,629,140	GBP 10,353,247
Outstanding Redeemable Participating Shares	1,2	765,494	108,116
Net Asset Value per Share	2	GBP 130.15	GBP 95.76
Class D Singapore Dollar Distributing Class			
Net Assets (for financial statement purposes)	2	SGD 13,999,789	SGD 4,564,671
Outstanding Redeemable Participating Shares	1,2	111,684	49,267
Net Asset Value per Share	2	SGD 125.35	SGD 92.68
Class E Singapore Dollar Distributing Class			
Net Assets (for financial statement purposes)	2	SGD 5,142,250	SGD 3,117,193
Outstanding Redeemable Participating Shares	1,2	34,567	28,992
Net Asset Value per Share	2	SGD 148.76	SGD 107.55

For and on behalf of the Board of Directors of Prusik Umbrella UCITS Fund plc

Director **Director**

29 April 2013

The accompanying notes form an integral part of these financial statements.

PROFIT AND LOSS ACCOUNT

	Notes	For the year ended 31 December 2012 USD	For the period ended 31 December 2011 USD
Investment income			
Dividend income		8,417,163	892,594
Interest income		1,656	517
Miscellaneous income		63,692	8,236
Net realised gain/(loss) on financial assets and liabilities at fair value through profit or loss		22,073,268	(1,646,951)
Movement in net unrealised gain/(loss) on financial assets and liabilities at fair value through profit or loss		37,811,880	(906,610)
Total income/(loss)		**68,367,659**	**(1,652,214)**
Expenses			
Investment management fees	3	1,629,291	138,075
Administration fees	4	210,644	60,055
Custody fees	5	63,968	13,480
Trustee fees	5	35,785	2,868
Directors' fees	6	41,419	13,397
Audit fees	7	41,792	26,664
Professional fees		155,084	66,745
Performance fees	3	759,199	–
Transaction costs		505,627	32,902
Other expenses		39,287	79,560
Total expenses		**3,482,096**	**433,746**
Net income/(expense) before finance costs		**64,885,563**	**(2,085,960)**
Finance costs			
Overdraft interest		(10,291)	(1,990)
Distributions paid		(3,558,703)	–
Total finance costs		**(3,568,994)**	**(1,990)**
Withholding tax on dividends		(686,911)	(70,430)
Change in Net Assets Attributable to Holders of Redeemable Participating Shares from Operations		**60,629,658**	**(2,158,380)**

Gains and losses arise solely from continuing operations. There were no recognised gains or losses other than those reflected above and therefore, no statement of total recognised gains and losses has been presented.

For and on behalf of the Board of Directors of Prusik Umbrella UCITS Fund plc

Director **Director**

29 April 2013

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE PARTICIPATING SHARES

	For the year ended 31 December 2012 USD	For the period ended 31 December 2011 USD
Change in Net Assets Attributable to Holders of Redeemable Participating Shares from Operations	60,629,658	(2,158,380)
Capital Share Transactions of Redeemable Participating Shares		
Proceeds from issuance of Redeemable Participating Shares	446,320,599	37,538,814
Payments on redemption of Redeemable Participating Shares	(15,968,397)	(2,581,017)
Net increase from Capital Share Transactions of Redeemable Participating Shares	430,352,202	34,957,797
Change in Net Assets Attributable to Holders of Redeemable Participating Shares	490,981,860	32,799,417
Net Assets Attributable to Holders of Redeemable Participating Shares at the beginning of the year/period	32,799,417	–
Net Assets Attributable to Holders of Redeemable Participating Shares at the end of the year/period	**523,781,277**	**32,799,417**

The accompanying notes form an integral part of these financial statements.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies and estimation techniques adopted by the Company are as follows:

Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with accounting standards generally accepted in Ireland and Irish statute comprising the Companies Acts, 1963 to 2012 and the UCITS Regulations. The financial statements are prepared in accordance with generally accepted accounting principles under the historical cost convention, as modified by the reduction of financial assets and financial liabilities at fair value through profit or loss and comply with accounting standards issued by the Financial Reporting Council, as promulgated by the Institute of Chartered Accountants in Ireland.

The information required by FRS 3: "Reporting Financial Performance", to be included in a statement of total recognised gains and losses and a reconciliation of movement in Shareholders' funds, is in the opinion of the Directors contained in the Profit and Loss Account and Statement of Changes in Net Assets Attributable to Holders of Redeemable Participating Shares on pages 22 and 23.

The Company has availed of the exemption available to open-ended investment funds under FRS 1 "Cash Flow Statements", not to prepare a cash flow statement.

Financial Assets and Financial Liabilities at Fair Value through Profit or Loss

(i) Classification
In accordance with FRS 26 "Financial Instruments: Recognition and Measurement"("FRS 26"), the Company designated all its assets and liabilities as Financial Assets and Financial Liabilities at fair value through profit or loss. The category of Financial Assets and Financial Liabilities at fair value through profit or loss is further subdivided into:

Financial assets and financial liabilities held for trading
These include equities and forward foreign currency contracts held by the Company. These instruments are acquired or incurred principally for the purpose of generating a profit from short-term fluctuation in price. All the Company's assets and liabilities are held for the purpose of being traded or are expected to be realised within one year.

Financial instruments designated as at fair value through profit or loss upon initial recognition
These include Financial Assets or Financial Liabilities that are not held for trading. These financial instruments are designated on the basis that their fair value can be reliably measured and their performance has been evaluated on a fair value basis in accordance with the risk management and/or investment strategy as set out in the Company's Prospectus. There were no such financial instruments designated as at fair value through profit or loss upon initial recognition held by the Company at the year end.

(ii) Recognition
All regular purchases and sales of financial instruments are recognised on the trade date, subject to receipt before agreed cut-off time, which is the date that the Company commits to purchase or sell an asset. Regular way purchases or sales are purchases or sales of financial instruments that require delivery of assets within the period generally established by regulation or convention in the market place.

Gains and losses arising from changes in the fair value of the financial assets or financial liabilities at fair value through profit or loss are included in the Profit and Loss Account in the period which they arise. Dividends are credited to the Profit and Loss Account on the dates on which the relevant securities are listed as "ex-dividend".

(iii) Derecognition
A financial asset (or, where applicable a part of a financial asset or part of group of similar assets) is derecognised where

- The rights to receive cash flows from the assets have expired; or
- The Company transferred its rights to receive cash flows from the assets or has assumed an obligation to pay the received cash flows in full without material delay to a third party under "pass through" arrangements; or
- Either (a) the Company has transferred substantially all the risks and rewards of the assets, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the assets, but has transferred control of the asset.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Assets and Financial Liabilities at Fair Value through Profit or Loss (continued)

(iii) Derecognition (continued)
When the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

The Company derecognises a financial liability when the obligation specified in the contract is discharged, cancelled or expires.

(iv) Initial Measurement
Financial instruments categorised at fair value through profit or loss are measured initially at fair value, with transaction costs for such instruments being recognised directly in the Profit and Loss Account.

Financial liabilities, other than those classified as at fair value through profit and loss are recognised initially at fair value plus transaction costs that are directly attributable to their acquisition or issue.

Components of hybrid financial instruments are measured in accordance with the above policies based on their classification.

(v) Subsequent Measurement
After initial measurement, the Fund measures financial instruments classified as financial assets at fair value through profit or loss at their fair values. Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Securities which are quoted, listed or traded on a Recognised Exchange will be valued at last bid prices at the Valuation Point. The value of any security which is not quoted, listed or dealt in on a Recognised Exchange or which is so quoted, listed or dealt but for which no such quotation or value is available or the available quotation or value is not representative of the fair market value shall be the probable realisation value as estimated with care and good faith by the Directors or by a competent person, firm or corporation appointed for such purpose by the Custodian.

Cash and other Liquid Assets
Cash comprises current deposits with banks. Cash and other liquid assets will be valued at their face value with accrued interest on interest bearing accounts as at the close of business on each valuation date.

Derivative Instruments
Derivative instruments traded on a regulated market shall be valued at the settlement price as determined by the market. If the settlement price is not available, the value shall be the probable realisation value estimated with care and in good faith by (i) the Directors or the Investment Manager or (ii) a competent person, firm or corporation selected by the Directors and approved for the purpose by the Custodian or (iii) any other means provided that the value is approved by a competent person (such competent person having been approved for the purpose by the Custodian). Derivative contracts which are not traded on a regulated market including without limitation swap contracts will be valued on the basis of a quotation provided daily by the relevant counterparty and verified or approved at least weekly by a party independent of the counterparty, including the Investment Manager, or another independent party which is approved for such purpose by the Custodian. Apart from forward foreign currency contracts as at 31 December 2012 and 31 December 2011 the Company did not hold any derivative instruments.

Forward Foreign Currency Contracts
Forward foreign currency contracts shall be valued in the same manner as derivatives contracts which are not traded in a regulated market or by reference to the price at the Valuation Point at which new forward contract of the same size and maturity could be undertaken. The forward foreign currency contracts held by the Company as at 31 December 2012 are included in the Schedule of Investments.

Financial Assets and Financial Liabilities at Fair Value through Profit or Loss (continued)

Real Estate Investment Trusts
Units in real estate investment trusts shall be valued at the latest available net asset value per unit or bid price as published by the relevant real estate investment trusts or, if listed or traded on a Recognised Exchange, in accordance with listed securities above. The real estate investment trusts held by the Company as at 31 December 2012 are included in the Schedule of Investments.

Warrants
The Company may invest in warrants. Warrants which are fully paid up and have a zero strike price exhibit the identical risk and return characteristics as in the case where the Company had acquired the underlying equity directly. Such warrants are valued at the last bid price for the underlying equity quoted on the stock exchange or principal market on which it is listed or, if the bid price is unavailable or unrepresentative, the last available mid price on such stock exchange or market. The warrants held by the Company as at 31 December 2012 are included in the Schedule of Investments.

Distributions Payable to Holders of Redeemable Participating Shares

The Company received Reporting Fund status from HMRC with effect from 31 December 2010. In the event that a distribution is paid it will be paid out of the net investment income and/or net realised and unrealised capital gains (i.e. realised and unrealised gains net of realised and unrealised losses) of the Fund. The Directors have discretion from time to time to declare such dividends as may appear to them to be justified out of the net income accruing to the Fund in respect of each class of Shares of the Fund. As a consequence of the investment management fees being charged to the capital of the Fund, the capital may be eroded and the income of the Fund shall be achieved by foregoing the potential of future capital growth. Distributions made during the life of the Fund must therefore be understood as a type of capital reimbursement.

Foreign Exchange Translation

Functional and Presentation Currency
Items included in the Company's financial statements are measured using the currency in which Shareholder transactions take place (the "functional currency") which is US Dollars ("USD"). The Fund's reporting currency is also USD.

Transactions and Balances
Assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the balance sheet date. Transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the dates of the transactions. Gains and losses on foreign exchange transactions are recognised in the Profit and Loss Account in determining the result for the year.

Investment Transactions and Investment Income

Investment transactions are accounted for as at the date purchased or sold. Gains and losses arising from changes in the fair value of the Financial Assets at fair value through profit or loss are included in the Profit and Loss account in the year in which they arise.

Interest Income and Interest Expenses

Interest income and interest expenses are recognised on an accruals basis in line with the contractual terms. Interest is accrued on a daily basis.

Dividend Income

Dividends are credited to the Profit and Loss Account on the dates on which the relevant securities are listed as "ex-dividend". Income is shown gross of any non-recoverable withholding taxes and net of any tax credits. Withholding tax is shown as a finance cost in the Profit and Loss Account.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Assets and Financial Liabilities at Fair Value through Profit or Loss (continued)

Transaction Costs

Transaction costs include fees and commissions paid to agents (including employees acting as selling agents), advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs or internal administrative or holding costs. Transaction costs are recognised in the Profit and Loss Account as an expense.

Expenses

Expenses are recognised in the Profit and Loss Account on an accruals basis.

NOTES TO THE FINANCIAL STATMENTS

1. Share Capital

Authorised
The authorised capital of the Company is Euro ("EUR") 300,000 divided into 300,000 redeemable non-participating Shares of EUR1 each and 500 billion Redeemable Participating Shares of no par value.

Non-Participating Shares
There are currently 300,000 redeemable non-participating Shares authorised, with two in issue. The redeemable non-participating Shares do not form part of the NAV of the Company and are thus disclosed in the financial statements by way of this note only. In the opinion of the Directors, this disclosure reflects the nature of the Company's business as an investment fund.

Redeemable Participating Shares
The net assets attributable to holders of Redeemable Participating Shares are at all times equal to the NAV of the Company. Redeemable Participating Shares are redeemable at the Shareholder's option and are classified as Financial Liabilities under FRS 25 "Financial Instruments: Disclosure and Presentation" ("FRS 25") as they can be redeemed at the option of the Shareholder. Net Assets Attributable to Holders of Redeemable Participating Shares represent a liability in the Balance Sheet, carried at the redemption amount that would be payable at the balance sheet date if a Shareholder exercised the right to redeem. Consequently the differences adjust the carrying amount of Net Assets Attributable to Holders of Redeemable Participating Shares and are recognised in the Profit and Loss Account.

The movement in the number of redeemable participating shares for year ended 31 December 2012 is as follows:

	Class 2 X USD Distributing Class Shares	Class 2 Y Sterling Distributing Class Shares	Class 2 Z Singapore Distributing Class Shares
At the beginning of the year	–	–	–
Redeemable Participating Shares issued	1,815,297	80,552	16,289
Redeemable Participating Shares redeemed	(10,631)	(312)	(201)
At the end of the year	1,804,666	80,240	16,088

	Class A US Dollar Non-Distributing Class Shares	Class B US Dollar Distributing Class Shares	Class C Sterling Distributing Class Shares
At the beginning of the year	30,720	82,491	108,116
Redeemable Participating Shares issued	130,203	604,999	718,954
Redeemable Participating Shares redeemed	(1,565)	(23,990)	(61,576)
At the end of the year	159,358	663,500	765,494

	Class D Singapore Dollar Distributing Class Shares	Class ESD Class Shares
At the beginning of the year	49,267	28,992
Redeemable Participating Shares issued	67,903	5,575
Redeemable Participating Shares redeemed	(5,486)	–
At the end of the year	111,684	34,567

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

1. Share Capital (continued)

The movement in the number of redeemable participating shares for the period ended 31 December 2011 is as follows:

	Class A US Dollar Non-Distributing Class Shares	Class B US Dollar Distributing Class Shares	Class C Sterling Distributing Class Shares
At the beginning of the period	–	–	–
Redeemable Participating Shares issued	32,240	101,343	108,621
Redeemable Participating Shares redeemed	(1,520)	(18,852)	(505)
At the end of the period	30,720	82,491	108,116

	Class D Singapore Dollar Distributing Class Shares	Class ESD Class Shares
At the beginning of the period	–	–
Redeemable Participating Shares issued	58,724	28,922
Redeemable Participating Shares redeemed	(9,457)	–
At the end of the period	49,267	28,992

Application for redemption of Redeemable Participating Shares may be submitted prior to 5.00pm Irish time one calendar day before any Dealing Day (the "dealing deadline") or such other time as the Board of Directors may determine, provided that the dealing deadline is no later than the valuation point for the Company. Shares will be issued at the NAV per Share based on last traded prices.

Holders of the Distributing Classes are entitled to receive all dividends declared and paid to the Company. Upon winding up, the holders are entitled to a return of capital based on the NAV per share of the Company.

2. Net Asset Value per Redeemable Participating Share Reconciliation

In accordance with the provisions of the Company's Prospectus, marketable investment securities are valued at last traded prices at the valuation point. Marketable investment securities for financial reporting purposes are required by FRS 26, (Financial Instruments: recognition and measurement), to be valued based on last bid prices at the valuation point. The difference between the two valuation methods may result in a difference between the NAV per Share shown in the financial statements and the NAV per Share at which Redeemable Participating Shares are issued and redeemed.

In the current year an adjustment to the carrying amount of the Net Assets attributed to holders of Redeemable Participating Shares (for Shareholder dealing purposes) of USD1,734,434 (USD145,777: 31 December 2011) has been reflected in accordance with FRS26 to reflect the bid price at the valuation point.

2. Net Asset Value per Redeemable Participating Share Reconciliation (continued)

The table below shows the Net Asset Value per Redeemable Participating Share Reconciliation for year ended 31 December 2012:

	Class 2 X US Dollar Distributing Class USD	Class 2 Y Sterling Distributing Class USD	Class 2 Z Singapore Distributing Class USD	Class A US Dollar Non-Distributing Class USD
NAV (dealing NAV inclusive of 31 December 2012 subscriptions)	220,758,568	15,994,322	1,605,879	22,971,060
Deduct: FRS 26 valuation adjustment	728,601	52,788	5,300	75,815
Total NAV (for financial reporting purposes)	220,029,967	15,941,534	1,600,579	22,895,245
Shares Outstanding	1,804,666	80,240	16,088	159,358
For financial reporting purposes:				
NAV per Redeemable Participating Share (USD)	121.92	198.67	99.49	143.67
NAV per Redeemable Participating Share (local currency of share class)	121.92	122.84	121.52	143.67
For shareholder dealing purposes:				
NAV per Redeemable Participating Share (USD)	122.33	199.33	99.82	144.15
NAV per Redeemable Participating Share (local currency of share class)	122.33	123.25	121.92	144.15

	Class B US Dollar Distributing Class USD	Class C Sterling Distributing Class USD	Class D Singapore Dollar Distributing Class USD	Class E Singapore Dollar Distributing Class USD	Total USD
NAV (dealing NAV inclusive of 31 December 2012 subscriptions)	86,798,181	161,663,770	11,499,689	4,224,242	525,515,711
Deduct: FRS 26 valuation adjustment	286,472	533,562	37,954	13,942	1,734,434
Total NAV (for financial reporting purposes)	86,511,709	161,130,208	11,461,735	4,210,300	523,781,277
Shares Outstanding	663,500	765,494	111,684	34,567	
For financial reporting purposes:					
NAV per Redeemable Participating Share (USD)	130.39	210.49	102.63	121.80	
NAV per Redeemable Participating Share (local currency of share class)	130.39	130.15	125.35	148.76	
For shareholder dealing purposes:					
NAV per Redeemable Participating Share (USD)	130.82	211.19	102.97	122.20	
NAV per Redeemable Participating Share (local currency of share class)	130.82	130.58	125.76	149.25	

2. Net Asset Value per Redeemable Participating Share Reconciliation (continued)

The table below shows the Net Asset Value per Redeemable Participating Share Reconciliation for the period ended 31 December 2011:

	Class A US Dollar Non-Distributing Class	Class B US Dollar Distributing Class	Class C Sterling Distributing Class	Class D Singapore Dollar Distributing Class	Class E Singapore Dollar Distributing Class	Total
	USD	USD	USD	USD	USD	USD
NAV (dealing NAV inclusive of 31 December 2011 subscriptions)	3,035,001	7,922,378	16,089,402	3,542,766	2,419,340	33,008,887
Deduct: FRS 26 valuation adjustment	14,088	29,384	74,629	16,445	11,231	145,777
Deduct: unamortised preliminary expenses	6,156	12,838	32,607	7,185	4,907	63,693
Total NAV (for financial reporting purposes)	3,014,757	7,880,156	15,982,166	3,519,136	2,403,202	32,799,417
Shares Outstanding	30,720	82,491	108,116	49,267	28,992	
For financial reporting purposes:						
NAV per Redeemable Participating Share (USD)	98.14	95.53	147.82	71.43	82.89	
NAV per Redeemable Participating Share (local currency of share class)	98.14	95.53	95.76	92.68	107.55	
For shareholder dealing purposes:						
NAV per Redeemable Participating Share (USD)	98.80	96.04	148.82	71.91	83.45	
NAV per Redeemable Participating Share (local currency of share class)	98.80	96.04	96.41	93.27	108.24	

3. Investment Management Fees

The Company has entered into an Investment Management Agreement with Prusik Investment Management LLP (the "Investment Manager") pursuant to which the Investment Manager manages the Company's investments on a discretionary basis.

The Investment Manager receives from the Company a fee in relation to the Fund of 1% per annum of the NAV of the Fund together with Value Added Tax ("VAT"), if any on such fee. The Investment Manager may charge up to 1.5% per annum. Fees payable to the Investment Manager shall be accrued at each Valuation Point and shall be payable monthly in arrears. The Company shall bear the cost of any VAT applicable to any fees or other amounts payable to or by such nominee in the performance of their respective duties.

The Investment Manager earned a fee of USD1,629,291 during the year ended 31 December 2012 (USD138,075: 31 December 2011), of which USD423,095 is outstanding at the year end (USD24,387: 31 December 2011).

Performance fee and equalization

For further details on the Performance Fee calculations and Equalisation Credits please refer to the Prospectus. The Investment Manager may, at its sole discretion, agree with any Shareholder, to rebate, return and or remit any part of the Management and Performance Fee which are paid or payable to the Investment Manager. Details of the Performance fees and Equalisation fees charged to the Company and payable at the end of the year are included in the Profit and Loss Account and Balance Sheet, respectively.

3. Investment Management Fees (continued)

Performance fee and equalization (continued)

The Investment Manager will also be entitled to receive a performance fee (the "Performance Fee") out of the assets of the Fund as set forth below. The Performance Fee will be calculated in respect of each calendar quarter (a "Calculation Period").

The Performance Fee in respect of each Calculation Period will be calculated by reference to the Net Asset Value before deduction for any accrued Performance Fee. The Performance Fee will normally be payable to the Investment Manager in arrears within 14 days of the end of each Calculation Period. However, in the case of Shares redeemed during a Calculation Period, the accrued Performance Fee in respect of those Shares will be payable within 14 days after the date of redemption.

If the Investment Management Agreement is terminated during a Calculation Period, the Performance Fee in respect of the current Calculation Period will be calculated and paid as though the date of termination were the end of the relevant Calculation Period. The Performance Fee will be calculated on a Share-by-Share basis so that each Share is charged a Performance Fee which equates precisely with that Share's performance.

A Performance Fee of USD759,199 was earned during the year ended 31 December 2012 (USDNil: 31 December 2011), of which USD553,572 is outstanding at the year end (USD:Nil: 31 December 2011).

4. Administration Fees

The Company pays Brown Brothers Harriman Fund Administration Services (Ireland) Limited (the "Administrator") in the amount of 0.04% of the NAV of the Company if the NAV is less than USD200,000,000, 0.03% of any increment greater than USD200,000,000 and less than USD400,000,000, and 0.02% of any increment greater than USD400,000,000 (plus VAT, if any), subject to a minimum monthly charge of USD4,000. The Administrator is also entitled to receive registration fees and transaction and reporting charges at normal commercial rates which shall accrue daily and be paid monthly in arrears.

The Administrator is also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses incurred on behalf of the Company which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

The Administrator earned a fee of USD210,644 during the year ended 31 December 2012 (USD60,055: 31 December 2011) of which USD61,361 is outstanding at the year end (USD22,374: 31 December 2011).

5. Custodian Fees

The Company pays Brown Brothers Harriman Trustee Services (Ireland) Limited (the "Custodian") a trustee fee of 0.02% of the NAV of the Fund. The Custodian also receives a custody fee ranging from 0.01% to 0.09% of the NAV of the investments that the each fund makes in each relevant market. The Custodian fees are payable monthly in arrears, subject to a minimum charge of USD36,000 per Fund per annum. Following the launch of the umbrella 75% of the minimum charge will be waived for the first 6 months, 50% for the following 6 months and 25% for the following 6 months.

The Custodian shall also be entitled to be repaid all of its disbursements out of the assets of the Company, including legal fees, couriers' fees and telecommunication costs and expenses and the fees, transaction charges and expenses of any sub-custodian appointed by it which shall be at normal commercial rates together with VAT, if any, thereon.

The Custodian earned a fee of USD63,968 during the year ended 31 December 2012 (USD13,480: 31 December 2011), of which USD36,139 is outstanding at the year end (USD5,980: 31 December 2011).

The Trustee earned a fee of USD35,785 during the the year ended 31 December 2012 (USD2,868: 31 December 2011), of which USD18,939 is outstanding at the year end (USD1,638: 31 December 2011).

6. Directors' Fees

The Directors of the Company are entitled to a fee in remuneration for their services of EUR15,000 each (EUR5,000 until 31 March 2012), (plus VAT, if any) per annum. In addition the Directors are entitled to special remuneration if called upon to perform any special or extra services to the Company. All Directors are entitled to reimbursement by the Company of expenses properly incurred in connection with the business of the Company or the discharge of their duties.

The Directors in aggregate earned a fee of USD41,419 for the year ended 31 December 2012 (USD13,397: 31 December 2011), of which USDNil is outstanding at the year end (USD6,895: 31 December 2011).

7. Auditors Remuneration

Audit fees charged to the Profit and Loss Account for the year ended 31 December 2012 amounted to USD41,792 (USD26,664: 31 December 2011) of which USD38,462 is outstanding at the year ended 31 December 2012 (USD26,664: 31 December 2011). This represents remuneration for work carried out for the Company for statutory audit of financial statements.

Remuneration for work carried out for the Company by its statutory audit firm for the year/period ended 31 December 2012 and 31 December 2011 was as follows:

	Year ended 31 December 2012 USD	Period ended 31 December 2011 USD
Statutory audit fees	41,792	26,664
Other non-audit fees	-	-

8. Related Parties

Directors
Heather Manners is Chief Investment Officer of the Investment Manager and has waived her fees for the year ended 31 December 2012.

Anthony Morris (an alternate Director) is Chief Operating Officer and Head of Trading of the Investment Manager and has waived his fees for the year ended 31 December 2012.

David Hammond is a Director of Bridge Consulting, a financial services consultancy and business advisory firm which provided services relating to the Company's governance requirements under the UCITS Regulations. Bridge Consulting earned a fee of USD27,804 for the year ended 31 December 2012 (USD15,019: 31 December 2011), none of which is outstanding at the year end (USD1,193: 31 December 2011).

The following Directors and related parties held Shares in the Company as at 31 December 2012:

Related Party	Shares held	Share Class
Thomas Naughton (Partner of the Investment Manager)	28,654	Class E Singapore Dollar Distributing Class
Heather Manners (Director)	2,187	Class C Sterling Distributing Class
Richard Hayes (Director)	1,212	Class B US Dollar Distributing Class
Tony Morris (alternate Director)	1,169	Class E Singapore Dollar Distributing Class
Richard Atkinson (Chairman of the Investment Manager)	280	Class C Sterling Distributing Class
Prusik Investment Management Singapore PTE Ltd	548	Class E Singapore Dollar Distributing Class

The following Directors and related parties held Shares in the Company as at 31 December 2011:

Related Party	Shares held	Share Class
Thomas Naughton (Partner of the Investment Manager)	23,578	Class E Singapore Dollar Distributing Class
Heather Manners (Director)	2,187	Class C Sterling Distributing Class
Richard Hayes (Director)	1,212	Class B US Dollar Distributing Class
Tony Morris (alternate Director)	1,133	Class E Singapore Dollar Distributing Class
Richard Atkinson (Chairman of the Investment Manager)	280	Class C Sterling Distributing Class
Prusik Investment Management Singapore PTE Ltd	622	Class E Singapore Dollar Distributing Class

9. Cash

	31 December 2012	31 December 2011
	USD	USD
BNP Paribas, Paris	-	44,157
BNP Paribas, Grand Cayman	4,706,007	517,220
Brown Brothers Harriman & Co.	55,767	21,630
Citibank, London	539,422	230,817
Hong Kong and Shanghai Bank, Singapore	164,685	-
	5,465,881	813,824

Cash balances are held with sub-custodians on restricted overnight deposits as part of the Custodian Agreement. The Custodian performs oversight in respect of the sub-custodians appointment and conducts an annual due diligence review.

10. Taxation

The Company qualifies as an investment undertaking as defined in Section 739B of the Taxes Consolidation Act, 1997 (as amended). It is not chargeable to Irish tax on its income and gains.

Tax may arise on the happening of a chargeable event. A chargeable event includes any distribution payments to Shareholders or any encashment, redemption or transfer of Shares. No tax will arise on the Company in respect of chargeable events in respect of:

- a Shareholder who is not Irish resident and not ordinarily resident in Ireland at the time of the chargeable event, provided the necessary signed statutory declarations are held by the Company; and
- certain exempted Irish tax Shareholders investors who have provided the Company with the necessary signed statutory declarations.

Following legislative changes in the Finance Act 2006, the holding of Shares at the end of a Relevant Period will, in respect of Irish Resident investors, also constitute a chargeable event. To the extent that any tax issues arise on such a chargeable event, such tax will be allowed as a credit against any tax payable on the subsequent encashment, redemption, cancellation or transfer of the relevant Shares.

Relevant Period is defined as a period of eight periods beginning with the acquisition of a Share by a Shareholder at each subsequent period of eight periods beginning immediately after the preceding relevant period.

Dividend income and interest received by the Company may be subject to non-recoverable withholding tax in the countries of origin.

11. Soft Commission Agreements

During the year ended 31 December 2012, the Investment Manager entered into soft commission arrangements with brokers/dealers in respect of which certain goods and services used to support the investment decision process were received. The Investment Manager does not make direct payment for these services but does transact an agreed amount of business with the brokers on behalf of the Company and commission is paid on these transactions.

The goods and services utilised for the Company include computer hardware and software used for economic and political analysis, portfolio analysis including valuation and performance measurement, market analysis, data and quotation services and investment related publications.

The Investment Manager considers these arrangements are to the benefit of the Company and has satisfied itself that it obtains best execution on behalf of the Company and the brokerage rates are not in excess of the customary institutional full service brokerage rates.

These arrangements do not affect a broker's duty to provide best execution.

12. Efficient Portfolio Management

The Company may employ techniques and instruments relating to transferable securities and money market instruments, for the purposes of efficient portfolio management including but not limited to futures, options, swaps, warrants, and forward foreign currency contracts. Such techniques and instruments may include foreign exchange transactions which alter the currency characteristics of transferable securities held by the Company. The Company may also employ techniques and instruments intended to provide protection against exchange risk in the context of the management of its assets and liabilities. As at 31 December 2012 and 31 December 2011, the Company did not hold any such instruments for the purposes of efficient portfolio management, other than forward foreign currency contracts held with the Custodian.

Forward foreign currency contracts entered into by the Company represent a firm commitment to buy or sell an underlying asset, or currency at a specified value and point in time base upon an agreed or contracted quantity. The realised/unrealised gain or loss is equal to the difference between the value of the contract at the onset and the value of the contract at settlement date and is included in the Profit and Loss Account.

13. Exchange Rates

The following exchange rates have been used to translate assets and liabilities in currencies other than USD:

	31 December 2012	**31 December 2011**
Australian Dollar	0.9635	0.9832
British Pound Sterling	0.6183	0.6478
Chinese Yuan	6.2226	6.3523
Euro	0.7581	0.7726
Hong Kong Dollar	7.7506	7.7677
Indonesian Rupiah	9,637.5000	8,968.6100
Malaysian Ringgit	3.0580	3.1700
New Zealand Dollar	1.2160	1.2929
Philippine Peso	41.0050	43.8400
Singapore Dollar	1.2214	1.2971
South Korean Won	1,063.640	1,159.1500
Taiwan Dollar	29.0490	30.2850
Thai Baht	30.5600	31.5600

14. Financial Risk Management

Strategy in Using Financial Instruments

The Company's investment objective is to generate a combination of income and capital growth primarily by investing in equities and securities of companies operating in, and governmental issuers located in the Asian region and elsewhere, in accordance with the UCITS Regulations with the aim of spreading risk. In pursuing its investment objective, the Company is exposed to a variety of financial risks as defined in FRS 29 including: market risk (including market price risk, currency risk and interest rate risk), credit risk and liquidity risk, that could result in a reduction in the Company's NAV. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

The Company uses the "commitment approach" to calculate the global exposure of the Company in accordance with the requirements of the Central Bank. This approach takes into account the time available to liquidate the position, in seeking to ensure the risk is monitored in terms of any future commitments to which the Fund may be obligated.

14. Financial Risk Management (continued)

a) Market Risk

The risks and the Directors' approach to the management of the risks are as follows:

(i) Market Price Risk

Market price risk is defined in FRS 29 as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

The following sensitivity analysis assumes a change in the market price of investments while holding all other variables constant. In practice this is unlikely to occur, and changes in some of the variables may be correlated. In addition, as the sensitivity analysis uses historical data as a basis for determining future events, it does not encompass all possible scenarios, particularly those that are of an extreme nature. The Investment Manager deems the percentage used applicable for the Company analysis.

A 5% increase or decrease in the market price of investments at 31 December 2012, with all other variables held constant, would have increased or decreased the Net Assets Attributable to Holders of Redeemable Participating Shares of the Company by approximately 5% or USD25,415,084 (USD1,600,538: 31 December 2011).

Concentration of equity price risk.

The following table contains an analysis of the Fund's concentration of equity price risk by geographical distribution:

	Value 31 December 2012	% of equity securities and units in managed funds (less equity securities sold short)	Value 31 December 2011	% of equity securities and units in managed funds (less equity securities sold short)
Australia	-	-	1,540,411	4.78%
Bermuda	-	-	1,131,015	3.51%
Britain	44,520,385	8.77%	-	-
Cambodia	5,962,798	1.18%	747,392	2.32%
China	50,305,556	9.91%	2,566,752	7.96%
Hong Kong	101,399,381	19.98%	9,278,162	28.78%
India	12,639,640	2.49%	-	-
Indonesia	19,854,734	3.91%	-	-
Malaysia	20,515,548	4.04%	2,701,909	8.38%
Philippines	-	-	1,072,134	3.33%
Singapore	50,674,786	9.99%	4,257,467	13.21%
South Korea	91,366,188	18.00%	2,892,948	8.97%
Taiwan	24,090,134	4.75%	2,010,358	6.24%
Thailand	86,187,106	16.98%	4,037,156	12.52%
Total	**507,516,256**	**100.00%**	**32,235,704**	**100.00%**

(ii) Currency Risk

Currency risk is defined in FRS 29 as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Currency risk arises on financial instruments that are denominated in a currency other the functional currency in which they are measured. The net asset values per share of the Company are computed in USD whereas the investments of the Company may be acquired, valued and disposed of in other currencies. The USD value of the investments of the Company designated in another currency may rise and fall due to exchange rate fluctuations in respect of the relevant currency.

In accordance with the Company's policy, the Investment Manager monitors the Company's currency position on a daily basis and the Board of Directors rely upon the Investment Manager to keep it informed of any material event.

14. Financial Risk Management (continued)

a) Market Risk (continued)

(ii) Currency Risk (continued)

The table below sets out the Company's total exposure to foreign currency at the year ended 31 December 2012, including sensitivity analysis.

	Cash	Non-Cash	Total USD	Effect on Net Assets of 5% Change in Foreign Exchange Rate (stated in USD)
Australian Dollar	428	4,136,100	4,136,528	206,826
British Pound	426,467	(54,939)	371,528	18,576
Hong Kong Dollar	164,685	204,877,333	205,042,018	10,252,101
Indonesian Rupiah	-	19,854,734	19,854,734	39,709,468
Malaysian Ringgit	40,403	20,515,548	20,555,951	1,027,798
New Zealand Dollar	283	5,423,989	5,424,272	10,848,261
Philipine Peso	14,386	-	14,386	14,386
Singapore Dollar	112,956	44,762,414	44,875,370	2,243,769
South Korean Won	-	51,992,629	51,992,629	2,599,631
Taiwan Dollar	-	24,090,134	24,090,134	48,180,268
Thailand Baht	266	86,350,017	86,350,283	4,317,514
Chinese Yuan	-	5,767,637	5,767,637	288,382

The table below sets out the Company's total exposure to foreign currency at the year ended 31 December 2011, including sensitivity analysis.

	Cash	Non-Cash	Total USD	Effect on Net Assets of 5% Change in Foreign Exchange Rate (stated in USD)
Australian Dollar	404	1,540,410	1,540,814	77,041
British Pound Sterling	36,043	(131,634)	(95,591)	(4,780)
Hong Kong Dollar	14,982	12,685,163	12,700,145	635,007
Malaysian Ringgit	260	2,725,000	2,725,260	136,263
New Zealand Dollar	263	-	263	13
Phillipine Peso	13,281	1,072,133	1,085,414	54,271
Singapore Dollar	230,817	5,001,762	5,232,579	261,629
South Korean Won	-	2,923,404	2,923,404	146,170
Taiwan Dollar	296	1,515,647	1,515,943	75,797
Thai Baht	257	2,757,163	2,757,420	137,871

14. Financial Risk Management (continued)

a) Market Risk (continued)

(iii) Interest Rate Risk

Interest rate risk is defined in FRS 29 as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in relevant interest rates.

The value of investments in interest rate bearing securities may be subject to price volatility due to changes in interest rates. An increase in interest rates will generally reduce the value of debt securities that are issued and outstanding, while a decline in interest rates will generally increase the value of debt securities that are issued and outstanding.

The majority of the assets and liabilities of the Fund are invested in non-interest bearing securities. As a result, the Fund is not subject to significant amounts of risk due to fluctuation in the prevailing levels of market interest rates.

In accordance with the Company's policy, the Investment Manager monitors the Company's interest rate risk on a daily basis and the Board of Directors rely upon the Investment Manager to keep it informed of any material event.

The company invests in equity securities and has limited or no exposure to interest rate risk.

b) Credit Risk

Credit risk is the risk that a counterparty or an issuer will be unable to pay amounts in full when due. There can be no assurance that the issuers of securities or other instruments in which the Company may invest will not be subject to credit difficulties, leading to either the downgrading of such securities or instruments, or to the loss of some or all of the sums invested in such securities or instruments or payments due on such securities or investments. A Company may also be exposed to a credit risk in relation to the counterparties with whom they transact or place margin or collateral in respect of transactions in financial derivative instruments and may bear the risk of counterparty default.

When the Company invests in a security or other instruments which is guaranteed by a bank or another type of financial institution there can be no assurance that such guarantor will not itself be subject to credit difficulties, which may lead to the downgrading of such securities or instruments, or to the loss of some or all of the sums invested in such securities or instruments, or payments due on such securities or instruments.

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

The Company's assets are held on a fiduciary basis by the Custodian. These assets are held in segregated accounts on the books and records of the Custodian. Depending on the requirement of the jurisdictions in which the investments of the Fund are listed, the Custodian may use the service of one or more sub-custodians.

The short term credit rating for Brown Brothers Harriman & Co. is the highest short term credit quality. This indicates the strongest intrinsic capacity for timely payment of financial commitments, as rated by Fitch.

The credit ratings for other institutions are outlined below:

	Moody's 31 December 2012	Moody's 31 December 2011
BNP Paribas	Aa3	Aa3
Citibank, London	Aaa	A1
Hong Kong and Shanghai Bank, Singapore	Aa3	Aa3

14. Financial Risk Management (continued)

b) Credit Risk (continued)

For cash accounts, funds deposited are liabilities of the banks, creating a debtor-creditor relationship between the bank and the Company. Cash accounts opened on the books of Brown Brothers Harriman & Co. are obligations of Brown Brothers Harriman & Co. while cash accounts opened on the books of a sub-custodian (agency accounts) are obligations of the sub-custodian.

Accordingly, while Brown Brothers Harriman & Co. is responsible for exercising reasonable care in the administration of agency cash accounts, it is not liable for their repayment in the event the sub-custodian, by reason of its bankruptcy, insolvency or otherwise, fails to make repayment.

Brown Brothers Harriman Trustee Services (Ireland) Limited, or its agent, performs both initial and ongoing due diligence on the sub-custodians in its global custody network. Such reviews include an assessment of the sub-custodian's financial strength and general reputation and standing and, at a minimum, meet the due diligence requirements established by applicable law. The financial analysis is focused on the sub-custodian bank's capital adequacy, asset quality, financial flexibility and strength, management expertise, earnings, and liquidity as key indicators of its financial standing in the market. These reviews are not audits.

The Company invests in equity securities and has limited or no exposure to credit risk on its investments. However the Company has exposure to credit risk on any cash balances and forward foreign exchange positions held for share class currency hedging purposes the notional amount as at 31 December 2012 USD182,298,001 (USD23,752,505: 31 December 2011).

c) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Company is exposed to weekly cash redemptions of Redeemable Participating Shares. It therefore invests the majority of its assets in investments that are traded in an active market and can be readily disposed of. The Company's listed securities are considered readily realisable as they are listed on a stock exchange or dealt in on another regulated market. Some of the Recognised Exchanges in which the Company may invest may be less well regulated than those in developed markets and may prove to be illiquid, insufficiently liquid or highly volatile from time to time. This may affect the price at which the Company may liquidate positions to meet redemption requests or other funding requirements.

The tables below and overleaf analyse the Company's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts in the tables below and overleaf are the contractual undiscounted cash flows.

31 December 2012

	Less than or equal to 1 month USD	Due within 3 months USD	Total USD
Payable for Investments Purchased	4,835,355	–	4,835,355
Redemptions payable	830,223	–	830,223
Other Payables	–	1,209,338	1,209,338
Redeemable Participating Shares	523,781,277	–	523,781,277
Total	529,446,855	1,209,338	530,656,193
Forward foreign currency exchange contracts			
Payables	116,499,450	–	116,499,450
Receivables	(181,468,000)	–	(181,468,000)
Net	(64,968,550)	–	(64,968,550)
Total	464,478,305	1,209,338	(465,687,643)

14. Financial Risk Management (continued)

c) Liquidity Risk (continued)

31 December 2011

	Less than or equal to 1 month USD	Due within 3 months USD	Total USD
Payable for investments purchased	1,776,618	–	1,776,618
Other payables	–	112,505	112,505
Redeemable Participating Shares	32,799,417	–	32,799,417
Total	34,576,035	112,505	34,688,540
Forward foreign currency contracts			
Payables	23,867,559	–	23,867,559
Receivables	(23,642,220)	–	(23,642,220)
Net	225,339	–	225,339
Total	34,801,374	112,505	34,913,879

d) Fair Value Estimation

The Company adopted FRS 29 which established a three-tier hierarchy to prioritise the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

The fair value hierarchy has the following levels:

(i) Level 1: Investments, whose values are based on quoted market prices in active markets, and therefore are classified within Level 1, include active listed equities. Quoted prices for these instruments are not adjusted.

(ii) Level 2: Financial instruments that trade in markets that are not considered to be active but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within Level 2. These include warrants. As Level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

(iii) Level 3: Investments classified within Level 3 have significant unobservable inputs, as they trade infrequently. Pricing inputs are unobservable for the investment and includes situations where there is little, if any, market activity for the instrument. The inputs into the determination of fair value require significant management judgement or estimation. As observable prices are not available for these securities, a Fund would use valuation techniques to derive the fair value.

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the financial asset or liability.

The determination of what constitutes "observable" requires significant judgement by the Directors in consultation with the Investment Manager. The Directors consider observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

When fair values of listed equity as well as publicly traded derivatives at the reporting date are based on quoted market prices or binding dealer price quotations (bid price for long position and ask price of short positions), without any deduction for transaction cost, the instruments are included within level 1 of the hierarchy.

The fair values of forward currency exchange contracts are calculated by reference to the current exchange rates for contract with similar maturity risk profile.

14. Financial Risk Management (continued)

d) Fair Value Estimation (continued)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The following table provides an analysis within the fair value hierarchy of the Company's financial assets and liabilities measured at fair value at 31 December 2012 and 31 December 2011:

As at 31 December 2012

Financial Assets at Fair Value Through Profit or Loss	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
Common Stock	449,066,706	–	–	449,066,706
Real Estate Investment Trusts	45,809,910	–	–	45,809,910
Warrants	–	12,639,640	–	12,639,640
Forward foreign currency contracts	–	816,053	–	816,053
Total Assets	494,876,616	13,455,693	–	508,332,309
Financial Liabilities at Fair Value Through Profit or Loss				
Forward foreign currency contracts	–	(30,627)	–	(30,627)
Total Liabilities	–	(30,627)	–	(30,627)

As at 31 December 2011

Financial Assets at Fair Value Through Profit or Loss	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
Common Stock	27,092,744	–	–	27,092,744
Real Estate Investment Trusts	4,732,521	–	–	4,732,521
Warrants	–	410,439	–	410,439
Forward foreign currency contracts	–	401	–	401
Total Assets	31,825,265	410,840	–	32,236,105
Financial Liabilities at Fair Value Through Profit or Loss				
Forward foreign currency contracts	–	(225,339)	–	(225,339)
Total Liabilities	–	(225,339)	–	(225,339)

There have been no transfers between levels for securities held at 31 December 2012 or 31 December 2011, and the Fund held no Level 3 investments during the year. (Nil: 31 December 2011).

15. Portfolio Analysis

As at 31 December 2012	Market Value USD	% of Total Assets
Transferable securities admitted to an official exchange listing or dealt on another regulated market	494,876,616	93.25
Warrants	12,639,640	2.38
Financial derivative instruments	785,426	0.15
Net financial assets at fair value through profit or loss	508,301,682	95.78

15. Portfolio Analysis (continued)

As at 31 December 2011	Market Value USD	% of Total Assets
Transferable securities admitted to an official exchange listing or dealt on another regulated market	31,825,265	91.08
Warrants	410,439	1.25
Financial derivative instruments	(224,938)	(0.64)
Net financial assets at fair value through profit or loss	32,010,766	91.69

16. Significant Events during the Year

There were no events during the year that had a material effect on the financial statements.

17. Events since the Year End

There were no events since the year end that had a material effect on the unaudited financial statements.

18. Approval of Financial Statements

The report and audited financial statements were approved by the Directors on 29 April 2013.

STATEMENT OF CHANGES IN THE COMPOSITION OF PORTFOLIO (UNAUDITED)

In accordance with the European Union (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations, 2012 a statement of changes in the composition of the portfolio during the reporting period is provided to ensure that Shareholders can identify changes in the investments held by the Company. These statements present the aggregate purchases and sales of transferable securities exceeding 1% of the total value of purchases and sales for the period. At a minimum the largest 20 purchases and 20 sales must be given.

Major Purchases for the year ended 31 December 2012

Security Description	Acquisitions Nominal	Cost USD
KT&G Corp.	332,923	25,041,237
HSBC Holdings PLC	2,444,000	23,133,697
Telekomunikasi Indonesia Persero Tbk Pt	21,500,000	20,467,904
SK Telecom Co. Ltd.	1,380,000	20,086,946
KT Corp.	1,199,183	19,924,882
Standard Chartered PLC	849,000	19,876,728
Hutchison Whampoa Ltd.	1,990,000	18,996,932
Cheung Kong Infrastructure Holdings Ltd.	3,100,000	18,543,179
Bank of Ayudhya PCL - NVDR	17,039,500	17,125,518
Bangkok Bank PCL - NVDR	2,593,400	15,281,976
Halla Climate Control Corp.	756,000	15,027,905
PCCW Ltd.	39,496,000	14,942,412
CapitaMall Trust	8,900,000	14,622,682
Sun Hung Kai Properties Ltd.	920,000	12,193,199
Chipbond Technology Corp.	6,668,000	11,944,779
Tisco Financial Group PCL - NVDR	8,920,000	11,820,876
NWS Holdings Ltd.	7,417,000	11,507,439
Hutchison Telecommunications Hong Kong Holdings Ltd.	25,946,000	11,431,826
Hyundai Motor Co.	154,000	10,972,333
Chorus Ltd.	3,890,000	10,678,020
Bangkok Expressway PCL -Foreign	11,770,000	9,991,877
Berjaya Sports Toto Bhd.	6,817,600	9,742,744
Huaneng Power International, Inc.	11,800,000	9,738,480
Zhejiang Expressway Co. Ltd.	12,650,000	9,694,298
Jiangsu Expressway Co. Ltd.	10,466,000	9,447,772
Advantech Co. Ltd.	2,540,000	8,945,972
NagaCorp Ltd.	16,272,000	8,776,145
Public Bank Bhd.	1,915,000	8,727,341
Macquarie International Infrastructure Fund Ltd.	290,000	8,666,345
Sabana Shari'Ah Compliant Industrial Real Estate Investment Trust	9,220,000	7,928,071
Thai Beverage PCL	30,453,000	7,832,104
Multi-Purpose Holdings Bhd.	6,114,500	6,894,462
OSIM International Ltd.	5,510,000	6,861,100
SOHO China Ltd.	9,200,500	6,816,659
Cache Logistics Trust	7,440,000	6,633,801
Glow Energy PCL -NVDR	3,148,000	6,481,357
Wynn Macau Ltd.	2,418,800	6,359,897
Midland Holdings Ltd.	11,380,000	5,987,653
Hui Xian Real Estate Investment Trust	8,690,000	5,790,979

STATEMENT OF CHANGES IN THE COMPOSITION OF PORTFOLIO (UNAUDITED) (CONTINUED)

Major Sales for the year ended 31 December 2012

Security Description	Disposals Nominal	Proceeds USD
Thai Beverage PCL	36,553,000	11,006,680
Macquarie International Infrastructure Fund Ltd.	290,000	10,399,401
Public Bank Bhd.	1,915,000	9,948,600
Chorus Ltd.	3,890,000	9,309,215
Hite Jinro Co.Ltd.	285,000	7,538,653
Power Assets Holdings Limited	756,000	5,983,083
Wynn Macau Ltd.	2,418,800	5,616,464
Grand Korea Leisure Co. Ltd.	198,000	5,394,522
Airports Of Thailand PCL	2,008,900	4,982,225
NagaCorp Ltd.	9,380,000	4,904,134
IOOF Holdings Ltd.	660,007	4,682,221
Ratchaburi Electricity Generating Holding PCL	2,631,100	4,563,583
Merida Industry Co. Ltd.	1,069,000	4,385,697
Cheung Kong Infrastructure Holdings Ltd.	313,000	4,383,640
Paradise Co. Ltd.	295,000	4,079,980
Kangwon Land, Inc.	203,900	4,035,330
Fortune Real Estate Investment Trust	4,504,000	3,588,757
Television Broadcasts Ltd.	473,000	3,473,310
Guangdong Investment Ltd.	4,726,000	3,361,275
KT&G Corp.	39,849	3,243,696
Yuexiu Real Estate	6,450,000	3,045,292
Sands China Ltd.	896,000	2,993,105
VTech Holdings Ltd.	245,900	2,925,471
Mapletree Commercial Trust	2,950,000	2,772,638
Filinvest Land, Inc.	69,891,000	2,658,108
SJM Holdings Ltd.	1,447,000	2,581,113
Standard Chartered PLC	100,000	2,544,066
Manila Water Co. Inc	3,822,700	2,225,118
Texwinca Holdings Ltd.	2,238,000	2,219,021
Macquarie International Infrastructure Fund Ltd.	4,928,000	1,979,759
Lian Beng Group Ltd.	6,322,000	1,951,797
Hopewell Holdings Ltd.	665,000	1,925,014
Halla Climate Control Corp.	76,000	1,857,339
LPN Development PCL	3,395,100	1,779,359
Hemaraj Land Development PCL	11,000,000	1,101,476
Lumax International Corp.	567,000	1,044,425
Sinotruk Hong Kong Ltd.	1,780,000	1,043,627
Mesoblast Ltd.	130,000	1,026,204
TSH Resources Bhd.	1,330,000	955,031
Airports Of Thailand PCL	360,000	919,757
Charm Communications Inc.	90,000	822,626
Hoa Phat Group JSC	860,000	822,431
Alliance Financial Group Bhd.	650,000	805,729
LDT Inc.	130,000	796,600
Sino Thai Engineering & Construction PCL	1,379,900	795,357
CitisecOnline.com, Inc.	1,600,000	770,387
PetroVietnam Drilling & Well Services JSC	460,000	769,393

MANAGEMENT AND ADMINISTRATION

BOARD OF DIRECTORS
David Hammond* (Irish)
Heather Manners (British)
Anthony Morris (British)(an alternate Director)
Richard Hayes* (Irish)
*Independent of the Investment Manager

COMPANY NAME AND REGISTERED OFFICE
Prusik Asian Smaller Companies Fund plc
33 Sir John Rogerson's Quay
Dublin 2
Ireland

PROMOTER , INVESTMENT MANAGER AND DISTRIBUTOR
Prusik Investment Management LLP
1st Floor
46 Hays Mews
London W1J 5QD
United Kingdom

ADMINISTRATOR
Brown Brothers Harriman Fund Administration Services (Ireland) Limited
Styne House
Upper Hatch Street
Dublin 2
Ireland

INDEPENDENT AUDITOR
Ernst & Young
Harcourt Street
Dublin 2
Ireland

CUSTODIAN
Brown Brothers Harriman Trustee Services (Ireland) Limited
Styne House
Upper Hatch Street
Dublin 2
Ireland

LEGAL ADVISERS UNITED KINGDOM
Simmons & Simmons
One Ropemaker Street
London EC2Y 9SS
United Kingdom

LEGAL ADVISERS IRELAND
Dillon Eustace
33 Sir John Rogerson's Quay
Dublin 2
Ireland

COMPANY SECRETARY
Tudor Trust Limited
33 Sir John Rogerson's Quay
Dublin 2
Ireland

GOVERNANCE SERVICES PROVIDER
Bridge Consulting
33 Sir John Rogerson's Quay
Dublin 2
Ireland