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If you have sold or otherwise transferred all of your Ordinary Shares in Invesco Asia Trust plc you should deliver this document together with the Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations. If you have sold or otherwise transferred only part of your holding of your Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Invesco Asia Trust plc

(Incorporated and registered in England and Wales with registered number 3011768)

Proposed cancellation of the Share Premium Account

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on page 4 of this document and which recommends that you vote in favour of the Share Premium Cancellation Resolution to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at the offices of Invesco Perpetual on the first floor of 43-45 Portman Square, London W1H 6LY on 7 August 2014 at 12 noon is set out on pages 59 to 62 of the Company's Annual Financial Report for the year ended 30 April 2014. A Form of Proxy for use at the meeting is enclosed with the Notice of Annual General Meeting and should be returned as soon as possible and in any event so as to be received by the Company's registrars, Capita Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by not later than 12 noon on 5 August 2014. Completion and posting of the Form of Proxy will not prevent a shareholder from attending and voting in person at the Annual General Meeting.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2014</i>
Publication of this document	8 July
Latest time and date for receipt of Forms of Proxy for the Annual General Meeting	12 noon on 5 August
Annual General Meeting	12 noon on 7 August
Expected date of first Court hearing	15 August
Expected date of Court hearing to confirm the Share Premium Cancellation	3 September
Expected effective date for the Share Premium Cancellation	As soon as reasonably practicable after 3 September

Notes:

- (1) Each of the times and dates set out in the above timetable and mentioned in this document is subject to change by the Company, in which event details of the new times and dates will be notified by an appropriate announcement to a Regulatory Information Service.
- (2) References to times in this document are to London times unless otherwise stated.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

Act	the Companies Act 2006;
Annual Financial Report	the annual financial report for the year ended 30 April 2014;
Annual General Meeting	the annual general meeting of the Company, notice of which is set out on pages 59 to 62 of the Company's Annual Financial Report for the year ended 30 April 2014 and including any adjournment(s) thereof;
Board	the board of directors of the Company as at the date of this document;
Company	Invesco Asia Trust plc, a company incorporated in England and Wales with registered number 3011768 and having its registered office at Perpetual Park, Perpetual Park Drive, Henley-on-Thames, Oxfordshire RG9 1HH;
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
Euroclear	Euroclear UK & Ireland Limited;
Form of Proxy	the form of proxy accompanying the Annual Financial Report and relating to the Annual General Meeting;
London Stock Exchange	London Stock Exchange plc;
Notice of Annual General Meeting	the notice of Annual General Meeting, set out on pages 59 to 62 of the Annual Financial Report;
Ordinary Shares	ordinary shares of 10 pence each in the capital of the Company;
Regulatory Information Service	one of the regulatory information services authorised by the UK Listing Authority to receive, process and disseminate regulatory information in respect of listed companies;
Share Premium Account	the share premium account of the Company;
Share Premium Cancellation	the proposed cancellation of the Share Premium Account as described in paragraph 3 of the Chairman's letter in this document;
Share Premium Cancellation Resolution	the resolution numbered 10, to be proposed at the Annual General Meeting and which is set out in full in the Notice of Annual General Meeting;
Shareholders	holders of Ordinary Shares;
UK or United Kingdom	the United Kingdom of England, Scotland, Wales and Northern Ireland; and
£	the lawful currency of the United Kingdom.

LETTER FROM THE CHAIRMAN

Invesco Asia Trust plc

(Incorporated and registered in England and Wales with registered number 3011768)

Directors

Carol Ferguson (*Chairman*)
James Robinson
Owen Jonathan
Tom Maier

Registered office

Perpetual Park
Perpetual Park Drive
Henley-on-Thames
Oxfordshire
RG9 1HH

8 July 2014

Dear Shareholder,

Proposed cancellation of the Share Premium Account

1. Introduction

I am writing to you as the Company has announced, at the same time as announcing the publication of its Annual Financial Report, that it intends to seek Shareholder approval for the Share Premium Cancellation.

The purpose of this letter is to explain the reasons for, and the effects of, the Share Premium Cancellation and why the Directors unanimously consider the Share Premium Cancellation to be in the best interests of the Company and Shareholders as a whole, and to seek Shareholders' approval for the Share Premium Cancellation.

2. Annual General Meeting

The Annual General Meeting of the Company, notice of which is set out in the Notice of Annual General Meeting, is to be held at the offices of Invesco Perpetual on the first floor of 43-45 Portman Square, London W1H 6LY on 7 August 2014 at 12 noon. The Annual General Meeting is being held for the purpose of considering and, if thought fit, passing various resolutions including a special resolution to approve the Share Premium Cancellation.

A summary and explanation of the Share Premium Cancellation Resolution is set out below. Please note that this is not the full text of the Share Premium Cancellation Resolution and you should read this section in conjunction with the Share Premium Cancellation Resolution contained in the Notice of Annual General Meeting.

3. Reasons for, and effects of, the Share Premium Cancellation

The Company is a UK investment trust, whose Ordinary Shares are listed and traded on the London Stock Exchange.

In order to:

- (a) address the imbalance between the supply of, and demand for, the Company's Ordinary Shares;
- (b) enhance net asset value for Shareholders; and
- (c) reduce the scale and volatility of the discount at which the shares trade in relation to the underlying net asset value of the investments held by the Company,

the Board utilises discount control mechanisms. These mechanisms include the repurchase of Ordinary Shares by means of buy back (in accordance with the authority granted annually by Shareholders) and, in certain circumstances, tender offer.

A repurchase of the Company's Ordinary Shares must be funded out of distributable reserves. As an investment trust, the Company is unable to retain sufficient income to build up significant reserves. However, with the approval of Shareholders by way of a special resolution and subsequent confirmation

by the High Court, the Company can cancel its share premium account and treat the reserve arising on cancellation as a distributable reserve of the Company. Some Shareholders may recall that the Company undertook the same process in 1999 when it reduced its share premium account by £30 million following approval of the same by the Shareholders and the Court. The reserves created were used by the Company to buy back its own shares.

Currently, the Share Premium Account stands at £95,911,274. If the Share Premium Cancellation is approved by Shareholders at the Annual General Meeting, it will be subject to confirmation by the High Court and, subject to such confirmation, it is expected to take effect in September 2014. Assuming that there is no material change in the financial position or prospects of the Company, and subject to the Court process, the Board intends that the Share Premium Cancellation will result in the creation of a new distributable special reserve of £95,911,274. The creation of a distributable reserve of this order will give the Board the flexibility to implement share buy backs and tender offers, should it be considered desirable to do so in light of circumstances at the time. The Board does not currently intend to use the distributable reserve created to fund dividends.

4. Share Premium Cancellation – Procedure

In order to effect the Share Premium Cancellation, the Company first requires the authority of its Shareholders by the passing of a special resolution at the Annual General Meeting. The Share Premium Cancellation Resolution is proposed in this regard.

Secondly, the Share Premium Cancellation must be confirmed by the High Court, to which the Company will make an application if the Share Premium Cancellation Resolution is passed.

If the Share Premium Cancellation Resolution is passed, the necessary Court hearings will be scheduled, at which, subject to the discretion of the High Court, the Share Premium Cancellation will be confirmed. The dates of the Court hearings to confirm the Share Premium Cancellation will be advertised in a national newspaper, as directed by the High Court, at least seven days prior to the second of these Court hearings.

The Share Premium Cancellation will take effect when the Order of the High Court confirming it, and a statement of capital approved by the High Court, have been registered with the UK Registrar of Companies. The effective date of the Share Premium Cancellation is likely to be within a few working days of the hearing at which the Share Premium Cancellation is confirmed by the High Court, which is currently expected to be on 3 September 2014.

In order to approve the Share Premium Cancellation, the High Court will need to be satisfied that creditors of the Company will not be prejudiced. As at 30 June 2014, the Company owed approximately £7,414,000 to its creditors, £7,016,000 of which was owed to The Bank of New York Mellon pursuant to a revolving credit facility arrangement. The Company's published net asset value on 30 June 2014 (the last practicable date prior to the date of this document) was £171,585,000 and the Company's portfolio comprises diverse holdings in listed securities. Accordingly, the Company does not consider that there is a real likelihood that the Share Premium Cancellation would result in the Company being unable to discharge relevant debts when they fall due.

The Board reserves the right (where necessary by application to the High Court) to abandon, discontinue or adjourn any application to the High Court for confirmation of the Share Premium Cancellation, and hence the Share Premium Cancellation itself, if the Board believes that the terms required to obtain confirmation are unsatisfactory to the Company or if, as the result of an unforeseen event, the Board considers that to continue with the Share Premium Cancellation is inappropriate or inadvisable.

The Share Premium Cancellation does not affect the voting or dividend rights of any Shareholder, or the rights of any Shareholder on a return of capital.

5. The Share Premium Cancellation Resolution

An explanation of the Share Premium Cancellation Resolution, which is to be proposed as special business at the Annual General Meeting, is set out below.

Share Premium Cancellation

Subject to the confirmation of the Court, the resolution cancels the entire amount standing to the credit of the share premium account of the Company. The amount arising on cancellation will be credited to a new distributable special reserve and will be treated as a distributable reserve of the Company.

If the Share Premium Cancellation Resolution is not passed, the Share Premium Cancellation will not take effect and the Court applications will be withdrawn. The Company's distributable reserves would therefore not be increased by the amount standing to the credit of the Share Premium Account. This may have an adverse effect on the Company's ability to implement its discount management policy and, in particular, its ability to implement a tender offer in the future.

6. Action to be taken

A reply-paid Form of Proxy for use in connection with the Annual General Meeting was enclosed with the Notice of Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon to the Company's registrars, Capita Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by not later than 12 noon on 5 August 2014, being 48 hours before the time of the Annual General Meeting. The completion and return of a Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you subsequently wish to do so.

The proposed Share Premium Cancellation can only be implemented if the Share Premium Cancellation Resolution is approved by the requisite majority at the Annual General Meeting and the Share Premium Cancellation is confirmed by the High Court. It is therefore important that you vote either in person or by proxy at the Annual General Meeting.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the Annual General Meeting.

7. Recommendation

Your Board considers that the passing of the Share Premium Cancellation Resolution to be proposed at the Annual General Meeting is in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the Share Premium Cancellation Resolution set out in the Notice of Annual General Meeting as the Directors intend to do in respect of their own beneficial shareholdings totalling 90,080 Ordinary Shares, representing approximately 0.1 per cent. of the Company's issued Ordinary Share capital as at the date of this document.

Whether or not you are able to attend the Annual General Meeting in person, please read the Notice of Annual General Meeting and the Form of Proxy, including the notes thereto, carefully to ensure you are able to record your votes in respect of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

Carol Ferguson
Chairman

