

Management's Report, Report of Independent Auditors, and Financial Statements

Management's Report on Internal Control over Financial Reporting

The management of Asian Development Bank ("ADB") is responsible for establishing and maintaining adequate internal control over financial reporting. ADB's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America.

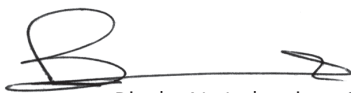
ADB's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of ADB; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of ADB are being made only in accordance with authorizations of management and directors of ADB; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of ADB's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

ADB's management assessed the effectiveness of ADB's internal control over financial reporting as of 31 December 2008. In making this assessment, ADB's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control – Integrated Framework. Based on that assessment, management believes that as of 31 December 2008, ADB's internal control over financial reporting is effective based upon the criteria established in Internal Control – Integrated Framework.



Haruhiko Kuroda
President



Bindu N. Lohani
Vice President (Finance and Administration)



Hong-Sang Jung
Controller

5 March 2009



PricewaterhouseCoopers LLP
 pwc.com/sg
 8 Cross Street #17-00
 PWC Building
 Singapore 048424
 Telephone (65) 6236 3388
 Facsimile (65) 6236 3300

GST No.: M90362193L
 Reg. No.: T09LL0001D

Report of Independent Auditors to the Asian Development Bank

In our opinion, the accompanying statements of financial position and the related statements of activities and changes in net assets and cash flows present fairly, in all material respects, the financial position of the Asian Development Bank (“ADB” or “the Bank”)—Japan Special Fund at 31 December 2008 and 2007, and the results of its activities and changes in net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, management’s assertion that ADB maintained effective internal control over financial reporting as of 31 December 2008 is fairly stated, in all material respects, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The management of ADB is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assertion of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on ADB’s internal control over financial reporting based on our integrated audit in 2008 and financial statement audit in 2007. We conducted our audits of the financial statements in accordance with auditing standards generally accepted in the United States of America and our audit of internal control over financial reporting in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.



A company's internal control over financial reporting is a process effected by those charged with governance, management, and other personnel, designed to provide reasonable assurance regarding the preparation of reliable financial statements in accordance with accounting principles generally accepted in the United States of America. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and those charged with governance; and (iii) provide reasonable assurance regarding prevention, or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A handwritten signature in black ink, appearing to read 'P. K. L. P.', positioned above the printed name of the firm.

PricewaterhouseCoopers LLP
Public Accountants and Certified Public Accountants

Singapore
5 March 2009

ASIAN DEVELOPMENT BANK—JAPAN SPECIAL FUND

STATEMENT OF FINANCIAL POSITION

31 December 2008 and 2007

Expressed in Thousands of United States Dollars (Note B)

	2008			2007		
	ACCSF	JSF Regular & Supplementary	Total	ACCSF	JSF Regular & Supplementary	Total
ASSETS						
DUE FROM BANKS (Note B)	\$ 224	\$ 489	\$ 713	\$ 564	\$ 185	\$ 749
INVESTMENTS (Notes A, B, C, and G)						
Time deposits	16,133	60,908	77,041	34,958	215,146	250,104
Corporate Obligations	20,009	137,943	157,952	—	—	—
	<u>36,142</u>	<u>198,851</u>	<u>234,993</u>	<u>34,958</u>	<u>215,146</u>	<u>250,104</u>
ACCRUED REVENUE	85	378	463	44	247	291
OTHER ASSETS (Notes B and D) ¹	—	2,273	2,231	18	4,497	4,428
TOTAL¹	\$36,451	\$201,991	\$238,400	\$35,584	\$220,075	\$255,572
LIABILITIES AND UNCOMMITTED BALANCES						
ACCOUNTS PAYABLE AND OTHER LIABILITIES (Note D) ¹	\$ 42	\$ 236	\$ 236	\$ 87	\$ 296	\$ 296
UNDISBURSED COMMITMENTS (Notes B, E, and G)						
Technical assistance	223	95,825	96,048	793	82,925	83,718
TOTAL LIABILITIES¹	265	96,061	96,284	880	83,221	84,014
NET ASSETS (JSF-2) (Note B), represented by:						
Uncommitted balances (Notes B and F)						
Unrestricted	—	105,930	105,930	—	136,854	136,854
Temporarily restricted	28,009	—	28,009	27,545	—	27,545
	<u>28,009</u>	<u>105,930</u>	<u>133,939</u>	<u>27,545</u>	<u>136,854</u>	<u>164,399</u>
Net accumulated investment income (Notes B and F)						
Temporarily restricted	8,177	—	8,177	7,159	—	7,159
	<u>36,186</u>	<u>105,930</u>	<u>142,116</u>	<u>34,704</u>	<u>136,854</u>	<u>171,558</u>
TOTAL¹	\$36,451	\$201,991	\$238,400	\$35,584	\$220,075	\$255,572

The accompanying notes are an integral part of these financial statements (JSF-4).

¹ Totals may not add up due to elimination of interfund account of \$42,000 (\$87,000 - 2007).

ASIAN DEVELOPMENT BANK—JAPAN SPECIAL FUND

STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS

For the Years Ended 31 December 2008 and 2007

Expressed in Thousands of United States Dollars (Note B)

	2008			2007		
	ACCSF	JSF Regular & Supplementary	Total	ACCSF	JSF Regular & Supplementary	Total
CHANGES IN UNRESTRICTED NET ASSETS						
CONTRIBUTIONS (Notes B and F)	\$ –	\$ 17,373	\$ 17,373	\$ –	\$ 27,674	\$ 27,674
REVENUE FROM INVESTMENTS (Notes B and C)	–	6,459	6,459	–	11,807	11,807
REVENUE FROM OTHER SOURCES	–	91	91	–	198	198
NET ASSETS REVERTED BACK TO TEMPORARILY RESTRICTED ASSETS (Notes B and F)	(437)	–	(437)	(26)	–	(26)
Total	(437)	23,923	23,486	(26)	39,679	39,653
EXPENSES						
Technical assistance—net (Notes B, E, and F)	(449)	53,812	53,363	(37)	32,521	32,484
Administrative expenses (Note F)	12	1,278	1,290	11	1,235	1,246
Financial expenses	0	0	0	–	0	0
Total	(437)	55,090	54,653	(26)	33,756	33,730
CONTRIBUTIONS AND REVENUE (LESS THAN) IN EXCESS OF EXPENSES	–	(31,167)	(31,167)	–	5,923	5,923
EXCHANGE GAINS (LOSSES) (Note B)	–	243	243	–	(12)	(12)
(DECREASE) INCREASE IN UNRESTRICTED NET ASSETS	–	(30,924)	(30,924)	–	5,911	5,911
CHANGES IN TEMPORARILY RESTRICTED NET ASSETS						
REVENUE FROM INVESTMENTS AND OTHER SOURCES (Notes B and C)	1,045	–	1,045	1,829	–	1,829
NET ASSETS REVERTED BACK TO TEMPORARILY RESTRICTED ASSETS (Notes B and F)	437	–	437	26	–	26
INCREASE IN TEMPORARILY RESTRICTED NET ASSETS	1,482	–	1,482	1,855	–	1,855
INCREASE (DECREASE) IN NET ASSETS	1,482	(30,924)	(29,442)	1,855	5,911	7,766
NET ASSETS AT BEGINNING OF YEAR	34,704	136,854	171,558	32,849	130,943	163,792
NET ASSETS AT END OF YEAR	\$36,186	\$105,930	\$142,116	\$34,704	\$136,854	\$171,558

0 – Less than \$500.

The accompanying notes are an integral part of these financial statements (JSF-4).

ASIAN DEVELOPMENT BANK—JAPAN SPECIAL FUND

STATEMENT OF CASH FLOWS

For the Years Ended 31 December 2008 and 2007

Expressed in Thousands of United States Dollars (Note B)

	2008			2007		
	ACCSF	JSF Regular & Supplementary	Total	ACCSF	JSF Regular & Supplementary	Total
CASH FLOWS FROM OPERATING ACTIVITIES						
Contributions received	\$ —	\$ 17,373	\$ 17,373	\$ —	\$ 27,674	\$ 27,674
Interest on investments received	952	5,559	6,511	1,750	12,727	14,477
Technical assistance disbursed	(148)	(38,669)	(38,817)	(380)	(35,178)	(35,558)
Administrative expenses paid	(12)	(1,337)	(1,349)	(11)	(1,172)	(1,183)
Financial expenses paid	(0)	(0)	(0)	—	(0)	(0)
Cash received from other sources	15	89	104	90	254	344
Net Cash Provided by (Used in) Operating Activities	807	(16,985)	(16,178)	1,449	4,305	5,754
CASH FLOWS FROM INVESTING ACTIVITIES						
Maturities of investments	1,075,733	5,521,344	6,597,077	630,096	3,221,747	3,851,843
Purchases of investments	(1,076,880)	(5,504,281)	(6,581,161)	(632,846)	(3,228,829)	(3,861,675)
Net receipts from (payments for) securities purchased under resale arrangement	—	264	264	—	(78)	(78)
Net Cash (Used in) Provided by Investing Activities	(1,147)	17,327	16,180	(2,750)	(7,160)	(9,910)
Effect of Exchange Rate Changes on						
Due from Banks	—	(38)	(38)	—	5	5
Net (Decrease) Increase in Due from Banks	(340)	304	(36)	(1,301)	(2,850)	(4,151)
Due from Banks at Beginning of Year	564	185	749	1,865	3,035	4,900
Due from Banks at End of Year	\$ 224	\$ 489	\$ 713	\$ 564	\$ 185	\$ 749
RECONCILIATION OF INCREASE (DECREASE) IN NET ASSETS TO NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES:						
Increase (decrease) in net assets (JSF-2)	\$ 1,482	\$ (30,924)	\$ (29,442)	\$ 1,855	\$ 5,911	\$ 7,766
Adjustments to reconcile increase (decrease) in net assets to net cash provided by (used in) operating activities:						
Amortization of discounts on investments	(4)	(613)	(617)	—	—	—
Unrealized investment gains	(33)	(156)	(189)	—	—	—
Change in undisbursed commitments	(571)	12,901	12,330	(466)	(2,592)	(3,058)
Translation adjustment	—	(244)	(244)	—	67	67
Others-net	(67)	2,051	1,984	60	919	979
Net Cash Provided by (Used in) Operating Activities	\$ 807	\$ (16,985)	\$ (16,178)	\$ 1,449	\$ 4,305	\$ 5,754

0 – Less than \$500.

The accompanying notes are an integral part of these financial statements (JSF-4).

ASIAN DEVELOPMENT BANK—JAPAN SPECIAL FUND

NOTES TO FINANCIAL STATEMENTS

31 December 2008 and 2007

NOTE A—NATURE OF OPERATIONS

The Japan Special Fund (JSF) was established in March 1988 when Government of Japan and the Asian Development Bank (ADB) entered into a financial arrangement whereby Government of Japan agreed to make an initial contribution and ADB became the administrator. The purpose of JSF is to help developing member countries (DMCs) of ADB restructure their economies and broaden the scope of opportunities for new investments, thereby assisting the recycling of funds to DMCs of ADB. While JSF resources are used mainly to finance technical assistance (TA) operations, these resources may also be used for equity investment operations in ADB's DMCs. Under the agreement between ADB and Japan, ADB may invest the proceeds of JSF pending disbursement.

In March 1999, the Board approved the acceptance and administration by ADB of the Asian Currency Crisis Support Facility (ACCSF) to assist Asian currency crisis-affected member countries (CAMCs). Funded by Government of Japan, ACCSF was established within JSF to assist in the economic recovery of CAMCs through interest payment assistance (IPA) grants, TA grants, and guarantees. With the general fulfillment of the purpose of the facility, Government of Japan and ADB agreed to terminate the ACCSF on 22 March 2002. The ACCSF account is to be kept open until the completion of all TA disbursements and the settlement of all administrative expenses.

NOTE B—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Presentation of the Financial Statements

The financial statements of JSF are presented on the basis of those for not-for-profit organizations and as unrestricted and temporarily restricted net assets. ACCSF funds are separately reported in the financial statements.

JSF reports the contributions of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When the donor restriction expires, that is, when a stipulated time or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the Statement of

Activities and Changes in Net Assets as “NET ASSETS RELEASED FROM RESTRICTIONS.”

Functional and Reporting Currency

The United States dollar is the functional and reporting currency, representing the currency of the primary economic operating environment of JSF.

Translation of Currencies

ADB adopts the use of daily exchange rates for accounting and financial reporting purposes. This allows transactions denominated in non-US dollar to be translated to the reporting currency using exchange rates applicable at the time of transactions. Contributions included in the financial statements during the year are recognized at applicable exchange rates as of the respective dates of commitment. At the end of each accounting month, translations of assets, liabilities, and uncommitted balances which are denominated in non-US dollar are adjusted using the applicable rates of exchange at the end of the reporting period. These translation adjustments are accounted for as exchange gains or losses and are credited or charged to operations.

Investments

All investment securities held by JSF are reported at estimated fair value, which represents their fair market value. Realized and unrealized gains and losses are included in revenue. Time deposits are reported at cost which is a reasonable estimate of fair value.

Interest income on investment securities and time deposits are recognized as realized and reported, net of amortizations of premiums and discounts.

Securities Purchased Under Resale Arrangements

JSF accounts for transfer of financial assets in accordance with FAS 140, “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities – a replacement of FAS 125.” In general, transfers are accounted for as sales under FAS 140 when control over the transferred assets has been relinquished. Otherwise, the transfers are accounted for as repurchase/resale arrangements and collateralized financing arrangements. Securities purchased under resale arrangement are

ASIAN DEVELOPMENT BANK—JAPAN SPECIAL FUND

NOTES TO FINANCIAL STATEMENTS

31 December 2008 and 2007

recorded as assets while securities received are not recorded as liabilities and are not re-pledged.

There were no outstanding securities purchased under resale arrangements as of 31 December 2008 and 2007.

Contributions

Contributions by Japan are included in the financial statements from the date indicated by Japan that funds are expected to be made available. Contributions which are restricted by the donor for specific TA projects/programs or for IPA grants are classified as temporarily restricted contributions. Those without any stipulation as to specific use are accounted for and reported as unrestricted contributions.

Technical Assistance and Undisbursed Commitments

Technical assistance is recognized in the financial statements when the project is approved and becomes effective. Upon completion of a TA project or cancellation of a grant, any undisbursed amount is written back as a reduction in the TA for the year and the corresponding undisbursed commitment is eliminated accordingly.

Advances are provided from technical assistance grant funds to the executing agency or co-operating institution, for the purpose of making payments for eligible expenses. The advances shall be subject to liquidation and charged against undisbursed commitment, any unutilized portion shall be refunded to the fund. These are included in other assets.

Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires Management to make reasonable estimates and assumptions that affect the reported amounts of assets and liabilities as at the end of the year and the reported amounts of income and expenses during the year. The actual results could differ from those estimates.

Statement of Cash Flows

For the purposes of the Statement of Cash Flows, the JSF considers that its cash and cash equivalents are limited to "DUE FROM BANKS."

NOTE C—INVESTMENTS

The main investment management objective is to maintain security and liquidity. Subject to these parameters, ADB seeks the highest possible return on its investments. Investments are governed by the Investment Authority approved by the Board of Directors in 1999, and reviewed in 2006. The review endorsed a portfolio strategy that is largely consistent with the 1999 approach.

Investment securities and negotiable certificate of deposits held as of 31 December 2008 are considered "Available for Sale" and are reported at fair value, which represents their fair market value. Unrealized gains and losses are included in revenue from investments.

The annualized rates of return on the average investments held under ACCSF and JSF funds during the year, based on the portfolio held at the beginning and end of each month were 2.90% and 2.94%, respectively (5.24% and 5.26%, respectively - 2007).

NOTE D—RELATED PARTY TRANSACTIONS

The Ordinary Capital Resources (OCR) and special fund resources are at all times used, committed, and invested entirely separate from each other. The administrative and operational expenses pertaining to OCR and special fund resources are charged to the respective funds. The administrative expenses of JSF are settled on a regular basis between OCR and JSF. Regional technical assistance projects and programs may be combined activities between special and trust funds. Interfund accounts are settled on a regular basis between JSF and the other funds.

The interfund balances between other funds, which are included in other assets and liabilities are as follows:

	2008	2007
Amounts Receivable by:		
JSF from: ACCSF	\$ 42,000	\$ 87,000
Agency Trust Funds	19,000	—
Total	<u>\$ 61,000</u>	<u>\$ 87,000</u>
Amounts Payable by:		
JSF to: OCR	\$145,000	\$159,000
TASF	21,000	2,000
Agency Trust Funds	—	24,000
Total	<u>\$166,000</u>	<u>\$185,000</u>
ACCSF to: JSF	<u>\$ 42,000</u>	<u>\$ 87,000</u>

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NOTE E—UNDISBURSED COMMITMENTS

Undisbursed commitments are denominated in United States dollars and represent effective TA projects/programs not yet disbursed. Completed but partially cancelled TA projects amounting to \$6,883,000 was written back as a reduction in technical assistance during 2008 (\$4,749,000 – 2007), and the corresponding undisbursed commitments was eliminated. Out of this amount, \$449,000 (\$37,000 – 2007) corresponds to ACCSF. The fair value of undisbursed commitments approximates the amounts outstanding, because ADB expects that disbursements will substantially be made for all the projects/programs covered by the commitments.

NOTE F—CONTRIBUTIONS AND UNCOMMITTED BALANCES

All contributions for the years ended 31 December 2008 and 2007 were received during the respective years.

Effective 31 December 2002, all remaining temporarily restricted net assets under JSF were transferred and integrated into the unrestricted regular net assets, as concurred by Japan, in order to optimize the use of JSF. Similarly, Japan lifted the restriction over the use of net accumulated investment income, which under the original terms of agreement between ADB and Japan, may only be used for defraying JSF's administrative expenses. Japan agreed to use the net accumulated investment income as additional resources for funding future ADB operations.

Uncommitted balances comprised of amounts which have not been committed by ADB as at 31 December 2008 and 2007. These balances include approved TA projects/programs that are not yet effective.

As of 31 December 2008 and 2007 these balances are as follows:

	2008			2007		
	ACCSF	JSF Regular and Supplementary		ACCSF	JSF Regular and Supplementary	
		Total	Total			
Uncommitted balances	\$28,009,000	\$105,930,000	\$133,939,000	\$27,545,000	\$136,854,000	\$164,399,000
TA projects/programs approved by Japan and ADB but not yet effective	–	(14,840,000)	(14,840,000)	–	(20,135,000)	(20,135,000)
TA projects/programs approved by Japan and not yet effective	–	(4,300,000)	(4,300,000)	–	(12,925,000)	(12,925,000)
Uncommitted balances available for new commitments	\$28,009,000	\$86,790,000	\$114,799,000	\$27,545,000	\$103,794,000	\$131,339,000

The temporarily restricted uncommitted balance remaining available as of 31 December 2008 corresponds to funds under ACCSF of \$28,009,000 (\$27,545,000 - 2007) to cover completion of TA disbursements and the amount of net accumulated investment income of \$8,177,000 (\$7,159,000 – 2007) for settlement of all administrative expenses.

Net assets reverted back to temporarily restricted assets under ACCSF relate to savings on financially completed technical assistance net of amount from accumulated investment income, released from restrictions to defray the administrative expenses of ACCSF.

ASIAN DEVELOPMENT BANK—JAPAN SPECIAL FUND

NOTES TO FINANCIAL STATEMENTS
31 December 2008 and 2007

NOTE G—FAIR VALUE MEASUREMENTS

FAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability at measurement date (exit price) in an orderly transaction among willing participants with an assumption that the transaction takes place in the entity's principal market, the most advantageous market for the asset or liability. The most advantageous market is the market where the sale of the asset or transfer of liability would maximize the amount received for the asset or minimize the amount paid to transfer the liability. The fair value measurement is not adjusted for transaction cost.

FAS 157 also establishes a fair value hierarchy that gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1), next priority to observable market inputs or market corroborated data (Level 2), and the lowest priority to

unobservable inputs without market corroborated data (Level 3). FAS 157 requires the fair value measurement to maximize the use of market observable inputs.

The following guidelines are applied in determining the fair values of financial instruments:

Investments and securities purchased under resale arrangements

Readily marketable investments are fair valued using active market quotes in Level 1 category. Level 2 category includes investments and securities purchased under resale arrangements which are fair valued with significant other market observable inputs.

The fair value of the following financial assets of JSF as of 31 December 2008 were reported based on the following:

	31 December 2008	Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Investments	\$234,993,000	\$12,185,000	\$222,808,000	\$ —

See Notes C and E for discussions relating to investments and undisbursed commitments. In all other cases, the carrying amounts of JSF's assets, liabilities, and

uncommitted balances are considered to approximate fair values for all significant financial instruments.