

Edgar Filing: MEXICO FUND INC - Form DEFA14A

MEXICO FUND INC
Form DEFA14A
March 19, 2003

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

- Filed by the Registrant [X]
- Filed by a Party other than the Registrant []
- Check the appropriate box:
 - [] Preliminary Proxy Statement
 - [] CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY
(AS PERMITTED BY RULE 14a-6(e)(2))
 - [] Definitive Proxy Statement
 - [X] Definitive Additional Materials
 - [] Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

THE MEXICO FUND, INC.

(Name of Registrant as Specified In Its Charter)

THE MEXICO FUND, INC.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- [] Fee paid previously with preliminary materials.
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

The Mexico Fund, Inc.
1775 I St., NW
Washington, DC 20006

YOUR VOTE IS VERY IMPORTANT

Dear Fellow Stockholder:

- o If you have already voted supporting the election of the Board of Directors of the Fund and the amendment to the Fund's Investment Advisory and Management Agreement, we thank you.
- o If you have not yet voted, we urge you to support your Fund. Please vote by dating, signing, and mailing the voting instruction form or authorize your vote by calling the toll-free telephone number indicated on your voting instruction form, or by internet at www.proxyvote.com. The Board recommends that you vote FOR Proposals 1 and 2.
- o If you have not voted FOR the amendment to the Fund's Investment Advisory and Management Agreement, we urge you to reconsider, as your vote is essential to preserve the quality and service you have come to expect from the Fund.

Even with the amendment of the Investment Advisory and Management Agreement, the proposed fee rate will be lower than the average for comparable funds and the Adviser's total fee will be 65% (based on the Fund's current asset size) less than the fee it received before the commencement last year of the periodic in-kind repurchase offers.

A vote "FOR" the amendment to the Investment Advisory Agreement will ensure the continuity of the excellent service provided by the Adviser, Impulsora del Fondo Mexico, S.A. de C.V.

The Annual Meeting of Stockholders of The Mexico Fund, Inc. is scheduled for April 3, 2003. Your vote is needed as soon as possible. To support your Fund, vote by dating, signing, and mailing the voting instruction form or authorize your vote by calling the toll-free telephone number indicated on your voting instruction form, or by internet at www.proxyvote.com.

The Board recommends you vote "FOR" both measures.

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Sincerely,

The Mexico Fund, Inc.

If you need assistance in voting your shares, please call:

MORROW & CO., INC.

(800) 607-0088

The Mexico Fund, Inc.
1775 I St., NW
Washington, DC 20006

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If you need assistance in voting your shares, please call:

MORROW & CO., INC.

(800) 607-0088

ANNUAL MEETING OF SHAREHOLDERS OF

THE MEXICO FUND, INC.

April 3, 2003

INSTRUCTIONS FOR AUTHORIZING YOUR PROXY

MAIL - Date, sign and mail your proxy card in the envelope provided as soon as possible.

-OR-

TELEPHONE - Call toll-free 1-800-PROXIES from any touch-tone telephone and follow the instructions. Have your control number and proxy card available when you call.

-OR-

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions. Have your control number available when you access the web page.

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

Please detach and mail in the envelope provided IF you are not
voting via telephone or the Internet.

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THE BOARD OF DIRECTORS RECOMMENDS THAT THE FUND'S STOCKHOLDERS VOTE "FOR" P
AND 2, EACH AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE O

1. Election of the following two nominees to serve as Class I Directors
for three-year terms and until their successors are duly elected and qualify: -----

FOR ALL NOMINEES NOMINEES o Philip Caldwell
o Jaime Serra Puche

WITHOUT AUTHORITY
FOR ALL NOMINEES

FOR ALL EXCEPT
(See instructions below)

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark
"FOR ALL EXCEPT" and fill in the circle next to each nominee you
wish to withhold, as shown here: o

To change the address on your account, please check the box at right
and indicate your new address in the address space above. Please note
that changes to the registered name(s) on the account may not be
submitted via this method.

2. To approve the Amended Investment Advisory
and Management Agreement to amend the
management fee rate schedule the effect of
which is to increase the fees paid only at certain
asset levels.

The undersigned authorized the Proxy holder to vote and otherwise represent the
undersigned on any other matter that may properly come before the meeting or any
adjournment thereof in the discretion of the Proxy holder.

TO INCLUDE ANY COMMENTS, USE THE COMMENTS BOX ON THE REVERSE SIDE HEREOF.

Signature of Shareholder _____ Date _____

Signature of Shareholder _____ Date _____

Note: This proxy must be signed exactly as the name appears hereon. When
shares are held jointly each holder should sign. When signing as
executor, administrator, attorney trustee or guardian, please give
full title as such. If signer is a partnership, please sign in

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partnership name by authorized person.

ANNUAL MEETING OF SHAREHOLDERS OF

THE MEXICO FUND, INC.

April 3, 2003

Please date, sign and mail

your proxy card in the envelope provided as soon as possible.

Please detach and mail in the envelope provided

THE BOARD OF DIRECTORS RECOMMENDS THAT THE FUND'S STOCKHOLDERS VOTE "FOR" PROPOSALS 1 AND 2, EACH AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR

1. Election of the following two nominees to serve as Class I Directors for three-year terms and until their successors are duly elected and qualify:

- FOR ALL NOMINEES
WITHOUT AUTHORITY FOR ALL NOMINEES
FOR ALL EXCEPT (See instructions below)

2. To approve the Advisory and amend the man the effect of fees paid onl

The undersigned au and otherwise repr matter that may pr any adjournment th Proxy holder.

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: o

TO INCLUDE ANY COM THE REVERSE SIDE H

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

|_ |

Signature of Shareholder _____ Date _____ Signature of Shareholder _____

Note: This proxy must be signed exactly as the name appears hereon. When shares are held jointly signing as executor, administrator, attorney, trustee or guardian, please give full title a

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partnership, please sign in partnership name by authorized person.

PROXY

THE MEXICO FUND, INC.
PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Annual Meeting of Stockholders -- April 3, 2003

The undersigned stockholder of The Mexico Fund, Inc., a Maryland corporation (the "Fund"), hereby appoints Jose Luis Gomez Pimienta and Sander M Bieber, or any of them, with full power of substitution in each of them, to attend the Annual Meeting of Stockholders of the Fund to be held at 30 Rockefeller Plaza, 23rd Floor, New York, New York, 10112, on April 3, 2003 at 2:00 p.m. (Eastern time), and any adjournment thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at such meeting and otherwise to represent the undersigned at the meeting with all powers possessed by the undersigned if personally present at the meeting. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting of Stockholders and of the accompanying Proxy Statement and revokes any proxy heretofore given with respect to such meeting.

(Continued and to be signed on the reverse side)

COMMENTS:
