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CHINA FUND INC  
Form N-PX  
August 31, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-6651  
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The China Fund, Inc.  
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(Exact name of registrant as specified in charter)

25 Franklin Street Boston, MA 02110  
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(Address of principal executive offices)

Mary Moran Zeven  
Secretary  
The China Fund, Inc.  
225 Franklin Street  
Boston, MA 02110

State Street Bank and Trust Company  
Daniel P. Bulger, Esq.  
One Federal Street, 9th Floor  
Boston, Massachusetts 02110

and

Leonard B. Mackey, Jr., Esq.  
Clifford Chance U.S. LLP  
31 West 52nd Street  
New York, New York 10019

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(Name and address of agent for service)

Registrant's telephone number, including area code: 888-246-2255  
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Date of fiscal year end: October 31  
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Date of reporting period: June 30, 2004  
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ITEM 1. PROXY VOTING RECORD

| ISSUER<br>-----    | TICKER<br>----- | SEDOL<br>----- | MEETING DATE<br>----- | BALLOT ISSUE<br>-----  |
|--------------------|-----------------|----------------|-----------------------|--|
| Wanyou Fire Safety | N/A             | 6548076        | 6-Oct-2003            | 1. Receive and approve the audited consolidated financial statements and the reports of the Directors and Auditors of the Company for the YE 31 MAR 2003<br>2 Declare a final dividend for the YE 31 MAR |

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|                 |     |         |             |      |   |
|-----------------|-----|---------|-------------|------|---|
|                 |     |         |             | 2003 | 3. Re-elect the retiring Directors of the Company and authorize the Board of Directors to fix the remuneration of Directors of the Company  |
|                 |     |         |             |      | 4. Re-appoint the Auditors of the Company and authorize the Board of Directors to fix their remuneration  |
|                 |     |         |             |      | 5.1 Authorize the Directors of the Company, pursuant to the rules governing the listing of securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company during and after the relevant period, not exceeding 20% of the aggregate nominal amount of the issued share capital   |
| Golden Meditech | N/A | 6430559 | 6-Aug-2003  | 1    | Approve and adopt the audited consolidated financial statements of the Company and its subsidiaries and reports of the Directors of the Company and the Auditors for the YE 31 DE 2003  |
|                 |     |         |             | 2    | Declare a final dividend for the YE 31 MAR 2003   |
|                 |     |         |             | 3    | Re-elect the retiring Director  |
|                 |     |         |             | 4    | Authorize the Directors to fix the Directors remuneration   |
|                 |     |         |             | 5    | Authorize the Directors to fix the Directors remuneration   |
|                 |     |         |             | 6    | Authorize the Board of Directors of the Company to allot, issue and deal with any additional shares of HKD 0.10 each in the Company or securities convertible or exchangeable into shares and make or grant offers, agreements, options, warrants or similar rights during and after the relevant period, provided that such amount does not exceed 20% of the aggregate nominal amount of the issued share capital   |
|                 |     |         |             | 7    | Authorize the Board to repurchase shares of the Company during the relevant period, on The Growth Enterprise Market or The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company have been or may be listed and recognized by the Securities and Futures Commission under the Hong Kong Code on share repurchases for such purposes, subject to and in accordance with all applicable laws and regulations, at such price as the Directors may at their discretion determine in accordance with all applicable laws and regulations, not exceeding 10% of the aggregate nominal amount of the issued share capital |
| Tack Fat        | N/A | 6522917 | 22-Aug-2003 | 1    | Receive and approve the audited combined  |

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financial statements and reports of the Directors and the Auditors of the Company for the YE 31 MAR 2003

2 Approve the final dividend distribution proposed for the YE 31 MAR 2003 of HK2 cents per share of HKD 0.10 each in the capital of the company

3 Re-elect the Directors and authorize the Board of Directors to fix their remuneration

4 Re-appoint the Auditors and authorize the Board of Directors to fix their remuneration

5 Authorize the Directors, pursuant to the Rules governing the listing of securities on The Stock Exchange of Hong Kong Limited, to allot, issue and deal with unissued shares and make or grant offers, agreements and options during and after the relevant period, not exceeding the aggregate of (aa) 20% of the aggregate nominal amount of the share capital

6 Authorize the Directors of the Company to purchase shares of the Company during the relevant period, on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company have been or may be listed and recognized by the Securities and Futures Commission under the Hong Kong Code on share repurchases for such purposes, subject to and in accordance with all applicable laws and regulations, at such price as the Directors may at their discretion determine in accordance with all applicable laws and regulations, not exceeding 10% of the aggregate nominal amount of the issued share capital

|                    |     |         |             |   |
|--------------------|-----|---------|-------------|---|
| Lee-Fung Asco      | N/A | 6533704 | 28-Aug-2003 | S1 Approve, subject to the approval by the Registrar of Companies of Bermuda, to change the name of the Company to SNP LeeFung Holdings Limited   |
| Wanyou Fire Safety | N/A | 6548076 | 6-Oct-2003  | S1 Approve, subject to the approval of the Registrar of Companies in the Cayman Islands, to change the name of the Company from Wanyou Fire Safety Technology Holdings Limited to China Fire Safety Enterprise Group Holding Limited and adopt the Chinese name of the Company for identification purpose only  |
| Wah Sang Gas       | N/A | 6380193 | 7-Oct-2003  | 1 Ratify and approve a conditional agreement in Chinese writing dated 11 AUG 2003 Agreement between Wah Sang Gas Investment Group Limited Wah Sang Gas Investment, an indirectly wholly owned subsidiary of the Company and Tsinlien Group Company Limited Tsinlien Group, a connected person of the Company, pursuant to which Wah Sang Gas Investment has agreed to acquire and Tsinlien Group has agreed to dispose of the approximately 89.9169% interest in Tianjin TEDA Tsinlien Gas Co., Ltd. held by Tsinlien Group at a cash consideration of HKD 70,000,000 together with all the other |

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transactions contemplated thereunder;  
and authorize the Directors of the Company fo  
and on behalf of the Company to sign, seal,  
execute, perfect, deliver and do all such  
documents, deeds, acts, matters and things  
deemed necessary for the purpose of or in  
connection with the implementation of the  
Agreement

|                     |     |         |             |   |  |
|---------------------|-----|---------|-------------|---|--|
| Sinotrans           | N/A | 6579010 | 24-Oct-2003 | 1 | Authorize the Board of Directors, subject to the provisions in the Articles of Association and all applicable law and regulation, to declare, recommend or pay any interim or special dividend for the year 2003   |
| Shenzhen Expressway | N/A | 6848743 | 30-Oct-2003 | 1 | Amend the Share Appreciation Right Scheme to change the rights from individually held to collectively held by the Senior Management and the Management staff of the Company and amend the exercise period and the exercise price accordingly with the receipts from the exercise of the rights being applied as a special incentive fund and distributed to the Senior Management and the Management staff by the Company according to the business development needs and the assessment of their performance, on the said terms of the amendment; and authorize the Board to handle the rights issued in accordance with the terms and conditions of the Scheme so amended  |
| TCL Holdings        | N/A | 6193788 | 4-Nov-2003  | 1 | Approve that subject to the approval by The Stock Exchange of Hong Kong Limited of the New Caps (as defined in the circular to the independent shareholders of the Company dated 13 OCT 2003 (the Circular)) and the New Waiver Application (as defined in the Circular), (a) the Ongoing Connected Transactions (as defined in the Circular) be and are hereby approved; (b) the New Waiver Application be and is hereby approved; and (c) any Director of the Company be and is hereby authorized to do all such acts and take all necessary actions in connection with the Ongoing Connected Transactions and the New Waiver Application<br>S2 Approve that the new Memorandum and Articles of Association (New M&A), a copy of which has been submitted to the meeting marked A signed for identification by the Chairman thereof, be and is hereby approved and adopted in substitution for the Memorandum and Articles of Association adopted by the Company by a special resolution dated 15 NOV 1999, as amended by special resolution dated 10 MAY 2002; and authorize the Directors of the Company to do all things to implement the adoption of the New M&A |
| Proview Intl        | N/A | 6004921 | 28-Nov-2003 | 1 | Receive and consider the audited consolidated financial statements and the   |

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reports of the Directors and the Auditors for the YE 30 JUN 2003

2 Declare a final dividend

3 Re-elect the Directors and authorize the Board to fix the Directors remuneration

4 Appoint the Auditors and authorize the Board to fix their remuneration

5 Authorize the Directors of the Company to purchase its own issued ordinary share of HKD 0.10 each in the capital of the Company during the relevant period, not exceeding 10% of the aggregate amount of the share capital of the Company in issue as at the date of the passing of this resolution; Authority expires the earlier of the conclusion of the next AGM of the Company, the expiration of the period within which the next AGM of the Company is to be held by law, or the time upon which the authority set out in this resolution is revoked or varied by ordinary resolution of the shareholders in general meeting

6 Authorize the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company, and make or grant offers, agreements and options during and after the relevant period, otherwise than pursuant to i) a rights issue; or ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; iii) the issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officer, employees of the Company and/or any of its subsidiaries or other eligible participants or shares or rights to acquire shares does not exceeding 20% of the aggregate nominal amount of the issued share capital

Arcontech Corp

N/A 6282103 13-Dec-2003

1 Receive and consider the audited consolidated financial statements and the reports of the Directors and Auditors for the year ended 31 MAR 2003

2 Re-elect the retiring Director; and authorize the Board of Directors to fix remuneration of all Directors

3 Re-appoint Auditors of the Company; and authorize the Board of Directors to fix their remuneration

4 Give the Directors a general mandate, during the Relevant Period, to issue additional shares in the capital of the Company up to an aggregate nominal amount equal to 20% of the issued share capital, otherwise than pursuant to: (i) a rights issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares in the Company; or (iii) the exercise of any options under the

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Company's Share Option Scheme; or (iv) any script dividend; Authority expires at the conclusion of the next AGM

5 Authorize the Directors, during the Relevant Period, to make market purchases, on behalf of the Company, of up to 10% of the issued shares in the capital of the Company; Authority expires at the conclusion of the next AGM

6 Extend the general mandate of the Directors, subject to the passing of Resolution Nos. 4 and 5, to issue shares to the number of shares repurchased pursuant to Resolution No. 5

China Telecom

N/A 6559335 15-Dec-2003

1 Approve the conditional sale and purchase agreement dated 26 OCT 2003 the Acquisition Agreement, between the Company and China Telecommunications Corporation, pursuant to which, inter alia, China Telecommunication Corporation has agreed to sell and the Company agreed to purchase, the target assets at a purchase price of CNY 46,000 million comprising: a) CNY 11,000 million payable in cash at completion of the acquisition; and b) CNY 35,000 million to be paid on the date falling 10 years from completion of the acquisition; and authorize the Directors of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion as may be necessary, desirable or expedient to implement and/or give effect to the terms of the Acquisition Agreement

2 Approve, subject to the passing of ordinary Resolution number 1 of this meeting being proposed, the prospective connected transactions set out in Sections 10.1(b), 10.2(a), 10.2(e) and 10.2(f) as described in the paragraph headed Connected Transactions under the Section Letter from the Chairman, of the circular of the Company dated 27 OCT 2003, which the Company expects to occur on a regular and continuous basis in the ordinary and usual course of business of the Company, its subsidiaries and the Target Group, as the case may be, together with the Combined Group relevant upper limits; and authorize the Directors of the Company to do all such further acts and things and execute such further documents and take all such steps which in their opinion as maybe necessary, desirable or expedient to implement and/or give effect to the terms of such prospective connected transactions and such supplemental agreements relating to the existing Connected Transaction

S3 Approve to amend, subject to the passing of ordinary Resolution number 1 of this meeting being proposed, the service areas of the Company stipulated in Article 13 of the Articles of Association of the Company from 4 provinces namely Shanghai, Guandong, Jiangsu

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and Zhejiang to 10 provinces namely Shanghai, Guandong, Jiangsu, Zhejiang, Anhui, Fujian, Jiangxi, Guangxi, Chongqing and Sichuan, to reflect the change in the service areas of the Company as a result of the acquisition referred to in the ordinary Resolution number 1; and authorize the Directors to take all such actions which in their opinion are necessary or desirable to complete the procedures for the approval and/or registration or filing of the aforementioned amendments to the Articles of Association

Chaoda Modern  
Agriculture

N/A 6313490 19-Dec-2003

1 Receive and consider the audited financial statements, Directors report and Auditors report for the YE 30 JUN 2003  
2 Approve the final dividend for the YE 30 JUN 2003

3 Re-elect the retiring Directors and authorize the Board of Directors to fix the remuneration of the Directors  
4 Re-appoint the Auditors; and authorize the Board to fix the remuneration of the Auditors  
5 Approve that the sum of approximately HKD 10,000,000 (being part of the amount standing to the credit of the share premium account of the Company) be capitalized in accordance with Article 142 of the Company's Articles of Association; and authorize the Directors to allot and issue shares to apply the capitalized amount in making in payment in full at par of not less than 96,073,100 share (bonus shares) of HKD 0.10 each in the share capital of the Company, such shares to be issued and allotted credited as fully paid-up and distributed by way of bonus to shareholders whose names appear on the Register of Members of the Company as at the close of business on 19 DEC 2003 (the shareholders),  
6 Authorize the Directors, during the Relevant Period, to make market purchases, on behalf of the Company, of up to 10% of the issued shares in the capital of the Company; Authority expires at the conclusion of the next AGM

Chaoda Modern  
Agriculture

N/A 6313490 19-Jan-2004

1 Approve the transactions subject to the proposed waiver limits, approve the new waiver and authorize the Directors of the Company to enter into any transaction at any time during any of the three FYE 30 JUN 2006, subject to the waiver limits and authorize each of the Directors to do all things deemed necessary in connection with the implementation of the new waiver and/or the transactions and any matters relating thereto

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|                      |     |         |            |  |
|----------------------|-----|---------|------------|--|
| TPV Technology       | N/A | 6179573 | 3-Feb-2004 | <p>1 Approve, ratify and confirm a guarantee of BMD 124,800,000 USD 15,036,000 given by Top Victory Electronics (Fujian) Company Limited wholly-owned subsidiary of the Company TVE to a PRC bank an independent third party to the Company in respect of the banking facilities granted to Beijing Orient Top Victory Electronics Company Limited a principal associated Company of a wholly-owned subsidiary of the Company and in which BOE Technology Group Company Limited BOE is a substantial shareholder OTPV, one of the ongoing connected transactions guarantee pursuant to an agreement date 19 JUN 2003 between TVE and the PRC bank, for the period commencing on 20 NOV 2003 when BOE became a connected person and ending on a date when the Group's share of the financial assistance to OTPV is not greater than its equity interest in OTPV latest 19 JUN 2005 (the expiry date of the underlying banking facilities); and authorize any one of the Directors to take all steps necessary or expedient in the Director's opinion to implement and/or to give effect to the guarantee, provided that the amount of guarantee from 20 NOV 2003 to 19 JUN 2005 the expected date of the underlying banking facilities shall not exceed its annual cap of USD 16,000,000</p> <p>2 Approve, confirm and ratify the purchase of TFT-LCD panels, monitors, parts and components and TFT-LCD TV/PDP TV by the Company and its subsidiaries Group from BOE and its associates BOE Group, one of the ongoing connected transactions purchase transactions from 20 NOV 2003 to 31 DEC 2005 and authorize any one of the Directors to take all steps necessary or expedient in the Director's opinion to implement and/or to give effect to the purchase transaction, provided that the aggregate amount of the purchase transactions for each of the three FYE 31 DEC 2005 shall not exceed its annual cap of 17% of the Group's LCD/PDP monitors turnover and LCD TV/PDP TV turnover</p> <p>3 Approve the sale of parts and components, machinery and molds by the Group to BOE Group one of the ongoing connected transactions Sale Transactions from 20 NOV 2003 to 31 DEC 2005 and authorize any one of the Directors to give effect to the Sale Transactions, provided that the aggregate amount of the Sale Transactions for each of the three FYE 31 DEC 2005 shall not exceed its annual cap of 1% of the Group's total turnover</p> |
| Fountain Set Holding | N/A | 6349053 | 5-Feb-2004 | <p>1 Receive and consider the audited financial statements and the reports of the Auditors for the YE 31 AUG 2003</p> <p>2 Declare a final dividend</p> <p>3 Re-elect the Directors and fix the</p>  |



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|                   |     |         |             |   |
|-------------------|-----|---------|-------------|---|
|                   |     |         |             | Directors fees  |
|                   |     |         |             | 4 Re-appoint the Auditors and authorize the Directors to fix their remuneration   |
| Iberdrola         | N/A | 6536651 | 14-Apr-2004 | <p>1. Consider and approve the working report of the Board of Directors for the YE 31 DEC 2003</p> <p>2 Consider and approve the working report of the Supervisory Committee for the YE 31 DEC 2003</p> <p>3 Consider and approve the audited financial statements as at and for the YE 31 DEC 2003</p> <p>4 Consider and approve the final dividend distribution plan of the Company for the YE 31 DEC 2003, and authorize the Board of Directors to distribute such dividend to shareholders</p> <p>5 Appoint PricewaterhouseCoopers and PricewaterhouseCoopers ZhongTian CPA's Ltdas the Company's international and domestic Auditors for the FY 2004, respectively, to hold office until the conclusion of the following AGM, and determine their remuneration</p> <p>6 Consider and approve the proposals put forward at such meeting by any shareholder holding 5% or more of the shares carrying the right to vote at such meeting</p> <p>S7 Amend the Articles of Association of the Company as proposed by the Directors at the meeting of the Board of Directors held on 20 FEB 2004, and other such amendments as may be necessary for compliance with the amendments to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong as announced on 30 JAN 2004 and to be effective on 31 MAR 2004; and authorize the Directors to take all necessary actions in connection with the adoption of the amendments to the Articles of Association</p> <p>S8 a) Authorize the Board to issue and allot and deal with additional H shares of the Company (not exceeding 20% of the aggregate nominal amount of the H shares in issue as at the date of passing the shareholder's special resolutions; b) amend the Company's Articles of Association accordingly</p> |
| China Intl Marine | N/A | 6191351 | 20-Apr-2004 | <p>1 Approve the 2003 working report of the Board of Directors</p> <p>2 Approve the 2003 annual report and its abstract</p> <p>3 Approve the 2003 working report of the Supervisory Committee</p> <p>4 Approve to provide credit guarantee for the short-term loan of the Company's subsidiary Companies</p> <p>5 Approve the 2003 profit distribution plan: cash dividend of CNY 3.8 per 10 share and bonus issue of 6 for 10 shares from capital reserve</p> <p>6 Elect the Directors</p>   |

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|                              |     |         |             |   |
|------------------------------|-----|---------|-------------|---|
|                              |     |         |             | 7 Authorize the Board to decide the allowance of a Director   |
|                              |     |         |             | 8 Elect the Supervisors   |
|                              |     |         |             | 9 Amend the Company's Articles of Association   |
|                              |     |         |             | 10 Amend the discussion on the rules of the shareholder meetings  |
|                              |     |         |             | 11 Appoint the accounting firms   |
| Hong Kong Com                | N/A | 6219305 | 21-Apr-2004 | 1 Receive and approve the audited financial statements and the reports of the Directors and the Auditors for the YE 31 DEC 2003   |
|                              |     |         |             | 2 Re-elect the retiring Directors and authorize the Board of Directors to fix their remuneration  |
|                              |     |         |             | 3 Re-appoint the Auditors and authorize the Board of Directors to fix their remuneration  |
|                              |     |         |             | 4A Authorize the Directors of the Company, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited to allot, issue and deal with additional shares in the capital of the Company and make or grant offers, agreements and options during and after the relevant period, not exceeding 20% of the aggregate nominal amount of the share capital of the Company otherwise than pursuant to: i) a rights issue; or ii) the exercise of any share option scheme or similar arrangement; or iii) any script dividend or similar arrangement; or iv) the exercise of rights of subscription or conversion under the terms of any existing warrants; Authority expires the earlier of the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by the Memorandum and the Articles of Association is to be held by law |
|                              |     |         |             | 4B Authorize the Directors of the Company to repurchase securities on the Growth Enterprise Market on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the securities of the Company or may be listed and recognized by the Securities and Futures Commission under the Hong Kong Code of share repurchases for such purposes, subject and in accordance with all applicable laws and regulations, at such price as the Directors may at their discretion determine in accordance with all applicable laws and regulations, not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company; Authority expires the earlier of the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by the Memorandum and the Articles of Association is to be held by law  |
| China Fire Safety Enterprise | N/A | 6548076 | 21-Apr-2004 | 1 Receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the report   |

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of the Directors and Auditors for the YE 31 D  
2003

2 Declare a final dividend  
3 Re-elect the retiring Directors of the  
Company and authorize the Board of Directors  
to fix their remuneration

4 Re-appoint Messrs. Deloitte Touche  
Tohmatsu as Auditors and authorize the Board  
to fix their remuneration

5 Authorize the Directors, subject to  
paragraph (c) of this resolution  
to allot, issue and deal with additional shares  
in the capital of the Company and to allot,  
issue or grant securities convertible or  
exchangeable into shares or options, warrants  
or similar rights to subscribe for shares  
and make or grant offers, agreements and  
options during the relevant period, not  
exceeding 20% of the aggregate nominal amount  
of the issued share capital of the Company,  
otherwise than pursuant to i) a rights issue;  
or ii) the exercise of subscription  
or conversion rights attached to any warrants  
or securities; or iii) the exercise of option  
or similar arrangement; or iv) any script  
dividend or similar arrangement; Authority  
expires the earlier of the conclusion of the  
next AGM of the Company or the expiration of  
the period within which the next AGM is to be  
held by law

6 Authorize the Directors of the Company,  
subject to paragraph (b) of this resolution to  
repurchase shares of the Company during the  
relevant period, on Growth Enterprise Market  
of The Stock Exchange of Hong Kong Limited or  
any other stock exchange recognized by the  
Securities and Futures Commission of Hong  
Kong and the Stock Exchange pursuant to the  
approval of paragraph (a) of this resolution,  
not exceeding 10% of the aggregate nominal  
amount of the share capital of the Company,  
Authority expires the earlier of the  
conclusion of the AGM of the Company or the  
expiration of the period within which the  
next AGM of the Company is to be held by law

|                     |     |         |             |   |
|---------------------|-----|---------|-------------|---|
| Shenzhen Expressway | N/A | 6848743 | 23-Apr-2004 | 1 Approve the report of the Directors for<br>the year 2003<br>2 Approve the report of the Supervisory<br>Committee for the year 2003<br>3 Approve the audited accounts for the year<br>2003<br>4 Approve the distribution scheme of profits<br>for the year 2003<br>5 Approve the budget plan for the year 2004<br>6 Approve the emoluments of the Directors<br>and the Supervisors for the year 2004 |
|---------------------|-----|---------|-------------|---|

7 Re-appoint Messrs. PricewaterhouseCoopers

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Certified Public Accountants, Hong Kong as the International Auditors and PricewaterhouseCoopers Zhong Tian CPAs Co Ltd. as the Statutory Auditors of the Company and authorize the Board of Directors of the Company to fix their remuneration S8 Amend Articles 12, 66(2), 81, 92, 95 and 105 of the Articles of Association of the Company  
 9 Approve the Company's proposed change as a Sino-Foreign Investment Joint Stock Limited Company  
 S10 Authorize the Board of Directors to repurchase H shares of the Company up to a maximum of 10% of the aggregate nominal value of the H shares in issue of the Company provided that: a) subject to points b) and c) below, the relevant period as defined in point d) below during which the Board of Directors may exercise all the powers of the Company to repurchase H shares in issue of the Company on the Stock Exchange of Hong Kong Limited SEHK, subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the SEHK or of any other governmental or regulatory body; b) the aggregate nominal value of H shares authorized to be repurchased pursuant to the approval in point a) above during the relevant period shall not exceed 10% of the

|                  |     |         |             |   |
|------------------|-----|---------|-------------|---|
| Anhui Expressway | N/A | 6045180 | 27-Apr-2004 | <p>1 Approve the working report of the Board of Directors for the year 2003</p> <p>2 Approve the working report of the Supervisory committee for year 2003</p> <p>3 Approve the audited Financial Report for the year 2003</p> <p>4 Approve the profit appropriation proposal for the year 2003; the net profit of 2003 consolidated financial report amounted to RMB 283,264,544.99, RMB 38,584,784.66 shall be provided as statutory surplus reserved fund, RMB 33,190,944.57 shall be provided as statutory public welfare fund and profit attributable to shareholders amounted to RMB 737,457,233.33; pursuant to relevant regulations of the State, appropriation should be based on the lower number of the profit attributable to shareholders calculated into accordance with Hong Kong Accounting Standard and the Domestic Accounting Standards respectively, in 2003, profit attributable to shareholders amounted to RMB 737,457,266.66; the Board of the Company recommends the payment of a final dividend of RMB 0.60 with the payout of RMB 99,516,600 for every 10 shares (taxation inclusive) to all the shareholders on the basis of 1,658,610,000 total shares capital</p> <p>5 Approve the appointment of the Auditor for</p> |
|------------------|-----|---------|-------------|---|

the year 2004 and to authorize the Board of Directors in determining their remuneration S6A Approve, subject to paragraph (C) and (D) below, and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Company Law of the People's Republic of China the exercise by the Board of Directors of the Company of all powers of the Company to allot or issue new shares, either separately or concurrently during the Relevant Period, and the exercise of the powers by the Board of Directors to determine the terms and conditions for the allotment or issue of new shares including the following terms are hereby generally and unconditionally approved: class and amount of the new shares to be issued; the issue price of new shares; the starting and closing dates for the issue; class and amount of the new shares to be issued to existing Shareholders; and to make or grant offers, agreements and options, which might require the exercise of such powers

|               |     |         |            |  |
|---------------|-----|---------|------------|--|
| China Telecom | N/A | 6559335 | 3-May-2004 | <p>1. Approve the consolidated financial statements of the Company, the report of the Board of Directors, the report of the Supervisory Committee and the report of the internal Auditors for the YE 31 December 2003.</p> <p>2. Approve the profit distribution and declare a final dividend for the YE 31 December 2003.</p> <p>3. Approve the annual remuneration for the Company's Directors for the YE 31 December 2003.</p> <p>4. Re-appoint KPMG as the Company's internal Auditors and KPMG Huazhen, as the Company's domestic Auditors for the YE 31 December 2004 and authorize the Board of Directors of the Company to fix the remuneration thereof.</p> <p>S5. Authorize the Board of Directors of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options during and after the relevant period, not exceeding 20% of each of the Company's existing domestic shares and H share in issue otherwise than pursuant to: i) a rights issue; or ii) any script dividend or similar arrangement; Authority expires the earlier of the conclusion of the next AGM of the Company of 12 months.</p> <p>S6. Authorize the Board of Directors of the Company to increase the registered capital of the Company to reflect the issue of shares in the Company authorized under Resolution S5, and to make such appropriate and necessary arrangements to the Articles of Association of the Company as deem fit to reflect such increase in the registered capital of the Company and to take any other action and complete any formality required to effect</p> |
|---------------|-----|---------|------------|--|

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|                       |     |         |             |  |
|-----------------------|-----|---------|-------------|--|
|                       |     |         |             | such increase of the registered capital of the Company.  |
| China Telecom         | N/A | 6559335 | 3-May-2004  | <ol style="list-style-type: none"> <li>1. Approve Issuance and Allotment of up to 8.3 Billion New H Shares.</li> <li>2. Approve increase in Registered Capital.</li> <li>3. Approve Waiver by H Shareholders of their pre-emptive rights over any or all of the New H Shares that may be issues and allotted pursuant to the First Resolution.</li> </ol>  |
| Sohu.Com              | N/A | 2608123 | 14-May-2004 | <ol style="list-style-type: none"> <li>1. Elect Directors</li> <li>2. APPROVAL OF AMENDMENT TO THE 2000 STOCK INCENTIVE PLAN.</li> <li>3. APPOINTMENT OF PRICEWATERHOUSECOOPERS AS INDEPENDENT PUBLIC ACCOUNTANTS</li> </ol>   |
| Comba Telecom Systems | N/A | 6651576 | 14-May-2004 | <ol style="list-style-type: none"> <li>1. Receive and consider the audited consolidated financial statements and the reports of the Directors and the Auditors for the YE 31 DEC 2003</li> <li>2. Declare a final dividend for the YE 31 DEC 2003</li> <li>3. Re-elect the retiring Directors and authorize the Board of Directors to fix their remuneration</li> <li>4. Re-appoint the Auditors and authorize the Board of Directors to fix their remuneration</li> <li>5 A Authorize the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company and make or grant offers, agreements and options and rights of exchange and conversion during and after the relevant period, not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company otherwise than pursuant to: a) a rights issue; or b) the exercise of any share option scheme or similar arrangement; or c) under any subscription rights or d) any script dividend or similar arrangement; Authority expires the earlier of the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is to be held by law</li> <li>5 B Authorize the Directors of the Company to purchase shares or acquire shares in the capital of the Company during the relevant period, on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company have been or may be listed and recognized by the Securities and Futures Commission under the Hong Kong Code of share repurchases for such purposes, subject to and in accordance with all applicable laws and regulations, at such price not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company; Authority expires the earlier of the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is to be held by law</li> </ol> |

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|                        |     |         |             |   |
|------------------------|-----|---------|-------------|---|
| Synnex Technology Intl | N/A | 6868439 | 17-May-2004 | <p>1.1 Approve the business of 2003</p> <p>1.2 Approve the Supervisor's review report of 2003</p> <p>1.3 Other reporting</p> <p>2.1 Acknowledge 2003 audited financial statement</p> <p>2.2 Acknowledge 2003 earnings distribution; cash dividend: TWD 2.00 per share</p> <p>3. Approve raising capital by issuing new share from earnings; 0.1 per share withholding tax 20</p> <p>4. Extraordinary motion</p>   |
| TPV Technology         | N/A | 6179573 | 19-May-2004 | <p>1. Receive and approve the audited financial statements and the reports of the Directors and the Auditors for the YE 31 DEC 2003</p> <p>2. Approve the payment of a final dividend</p> <p>3. Re-elect the retiring Directors and authorize the Board of Directors to fix the remuneration of the Directors</p> <p>4. Re-appoint PricewaterhouseCoopers as the Auditors of the Company and authorize the Board of Directors to fix their remuneration</p> <p>5.0I Authorize the Directors of the Company to repurchase its issued shares of USD 0.01 each in the capital of the Company during the relevant period, on The Stock Exchange of Hong Kong Limited Stock Exchange, Singapore Exchange Limited Singapore Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purposes, subject to and in accordance with all applicable laws and regulations of the rules governing the listing of securities on the Stock Exchange, the Listing Manual of the Singapore Exchange or rules of any other stock exchange as amended from time to time, not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution; Authority expires the earlier of the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is to be held by the Bye-laws of the Company or any applicable laws of Bermuda</p> <p>6.0 II Authorize the Directors of the Company to allot, issue and deal with additional shares of USD 0.01 each in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities, and make or grant offers, agreements and options during and after the relevant period, not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, otherwise than pursuant to i) a rights issue; or ii) the exercise</p> |
| Merry Electronics      | N/A | 6129749 | 20-May-2004 | <p>1. Approve to report business operation</p>  |

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|                    |     |         |             |  |
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|                    |     |         |             | <ul style="list-style-type: none"> <li>result of fiscal year 2003</li> <li>2. Approve the Supervisors review financial reports of FY 2003</li> <li>3. Approve to report the business operation plan of year 2003</li> <li>4. Approve to report the status of issuing 1st overseas unsecured convertible Company bonds</li> <li>5. Amend the meeting rules for Board of Directors</li> <li>6. Ratify the business operation result and financial reports of FY 2003</li> <li>7. Ratify the net profit allocation</li> </ul>   |
|                    |     |         |             | <ul style="list-style-type: none"> <li>8. Approve to discuss issuing new shares, cash dividend TWD 1.60 per share STK Dividend FM R/E:60/1000 withholding tax 20</li> <li>9. Amend the Company Articles</li> <li>10. Approve to nominate Directors and Supervisors</li> <li>11. Transact any other business</li> </ul>   |
| Wintek Corp        | N/A | 6139607 | 20-May-2004 | <ul style="list-style-type: none"> <li>1.1 Receive 2003 operating report</li> <li>1.2 Receive the reports of audit by Supervisors</li> <li>1.3 Receive the report of endorsement and guarantee of the Company</li> <li>1.4 Receive the other reports</li> <li>2.1 Approve 2003 financial report</li> <li>2.2 Approve the earning distribution and dividend payment</li> <li>2.3 Approve the issuance of GDR</li> <li>2.4 Amend the Article of Incorporation</li> <li>2.5 Approve the capitalization from earning, employees bonus and capital surplus</li> <li>2.6 Approve other matter</li> <li>3. Re-elect the Directors and the Supervisor</li> </ul> |
| Cheng Shin Rubber  | N/A | 6190228 | 25-May-2004 | <ul style="list-style-type: none"> <li>1. Approve to report the business of 2003</li> <li>2. Approve to report the Supervisor's review report of 2003</li> <li>3. Approve to report the status of endorsement and the guarantee</li> <li>4. Acknowledge the 2003 audited financial statement</li> <li>5. Acknowledge the 2003 earnings distribution stock dividend: 96 shares per 1000 shares; cash dividend: TWD 1 per shares</li> <li>6. Approve to raise the capital by issuing new shares</li> <li>7. Amend the Articles of Incorporation</li> <li>8. Other extraordinary motions</li> </ul>   |
| Sino Golf Holdings | N/A | 6314437 | 25-May-2004 | <ul style="list-style-type: none"> <li>1. Receive and adopt the audited financial statements and the reports of the Directors and the Auditors for the YE 31 DEC 2003</li> <li>2. Declare a final dividend for the YE 31 DEC 2003</li> <li>3. Re-elect the Directors of the Company</li> </ul>   |



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4. Authorize the Board of Directors to fix the Directors remuneration
5. Re-appoint the Auditors and authorize the Board of Directors to fix their remuneration
6. Authorize the Directors of the Company, pursuant to the rules Listing Rules governing the Listing of securities on the Stock Exchange of Hong Kong Limited Stock Exchange, to allot, issue and deal with additional shares of the Company and make or grant offers, agreements and options, during and after the relevant period, not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, otherwise than pursuant to i) a rights issue; or ii) any issues of shares upon the exercise of rights or subscription or conversion under the terms of any warrant issued by the Company or any securities convertible into shares of the Company; or iii) the exercise of any options granted under the share option scheme of the Company; or iv) any script dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of the dividend on shares in accordance with the Bye-laws of the Company Authority expires the earlier of the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company, the Companies Act 1989 or Bermuda or any other applicable law of Bermuda to be held
7. Authorize the Directors of the Company to repurchase shares on the Stock Exchange of Hong Kong Limited Stock Exchange or any other stock exchange on which the shares be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Shares Repurchases, during the relevant period, subject to and in accordance with all applicable laws and requirements of the rules governing the listing of securities on the Stock Exchange or any other stock exchange, not exceeding 10% of the

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| Ability Enterprise | N/A | 6005184 | 1-Jun-2004 | <ol style="list-style-type: none"> <li>1. Approve the 2003 business operation report</li> <li>2. Approve the 2003 audited report</li> <li>3. Approve to report the execution result of overseas convertible bond</li> <li>4. Other presentations</li> <li>5. Approve the 2003 operation and the financial report</li> <li>6. Approve the 2003 profit distribution</li> <li>7. Approve the revision to the procedures of asset acquisition or disposal</li> <li>8. Approve to release the prohibition on the Directors from participation of competitive business</li> <li>9. Elect the Directors and the Supervisors</li> <li>10. Other issues and extraordinary motion</li> </ol> |
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| United<br>Microelectronics | N/A | 6916628 | 1-Jun-2004 | <ol style="list-style-type: none"> <li>1. Approve the presentations</li> <li>2. Approve the 2003 business report and the financial statements</li> <li>3. Approve the profit distribution for 2003</li> <li>4. Approve the issuance of new shares from retained earnings; stock dividend: 75 for 1,000 shares held</li> <li>5. Approve the revision to the Articles of Incorporation</li> <li>6. Elect the Directors and the Supervisors</li> <li>7. Other issues and extraordinary proposals</li> </ol>  |
| Sinotrans Ltd              | N/A | 6579010 | 2-Jun-2004 | <ol style="list-style-type: none"> <li>1. Receive and approve the report of the Board of Directors for the YE 31 DEC 2003</li> <li>2. Receive and approve the report of the Supervisory Committee for the YE 31 DEC 2003</li> <li>3. Receive and approve the audited accounts of the Company and the Auditors report for the YE 31 DEC 2003</li> <li>4. Re-appoint Messrs. PricewaterhouseCoopers as the International Auditors of the Company and authorize the Directors of the Company to fix their remuneration</li> <li>5. Authorize the directors of the Company to decide on matter relating to the declaration, payment and recommendation of interim dividends for the year 2004</li> <li>6. Receive and approve the profit distribution proposal and final dividend of the Company for the YE 31 DEC 2003</li> <li>7. Amend the Articles 13,65,78,94,109,130 of Articles of Association of the company</li> </ol> |
| Cathay Financial Hldgs     | N/A | 6425663 | 3-Jun-2004 | <ol style="list-style-type: none"> <li>1. Receive the presentations</li> <li>2. Receive the 2003 financial statements</li> <li>3. Approve the 2003 profit distribution</li> <li>4. Other issues</li> </ol>  |
| Fubon Financial            | N/A | 6411673 | 3-Jun-2004 | <ol style="list-style-type: none"> <li>1. Approve the 2003 business summary</li> <li>2. Approve the 2003 Supervisory summary</li> <li>3. Approve the 2003 financial report</li> <li>4. Approve the 2003 allocation of earnings</li> <li>5. Amend the Articles of Association</li> <li>6. Amend the shareholders Meeting Rules</li> <li>7. Amend the Board and the Supervisory election system</li> <li>8. Transact any other business</li> <li>9. Elect the Independent Director</li> </ol>   |
| Soft-World Intl            | N/A | 6343691 | 4-Jun-2004 | <ol style="list-style-type: none"> <li>1.1 Approve to report the 2003 business operations</li> <li>1.2 Approve the 2003 audited reports</li> <li>1.3 Approve the execution result of the convertible bonds</li> <li>1.4 Approve the procedures of funds lending to third parties</li> </ol>   |

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|                              |     |         |             | <ul style="list-style-type: none"> <li>1.5 Approve the status of endorsement and guarantee</li> <li>1.6 Other presentations</li> <li>2.1 Approve the 2003 financial statements</li> <li>2.2 Approve the 2003 profit distribution</li> <li>3.1 Approve the issuance of new shares from retained earnings and employees bonus</li> <li>3.2 Approve the revision to the Articles of Incorporation</li> <li>4. Elect the Directors</li> </ul>  |
| China Metal Products         | N/A | 6038834 | 4-Jun-2004  | <ul style="list-style-type: none"> <li>1.1 Approve to report the 2003 business and financial status</li> <li>1.2 Approve the 2003 audited report</li> <li>1.3 Approve the trading status of derivative products</li> <li>1.4 Approve the status of endorsement and guarantee</li> <li>1.5 Approve the execution result of purchasing treasury stocks</li> <li>1.6 Approve the conversion status of Corporate bond</li> <li>1.7 Approve the rules of the Board meeting</li> <li>1.8 Other presentations</li> <li>2.1 Approve the 2003 financial statement</li> <li>2.2 Approve the 2003 profit distribution</li> <li>2.3 Approve the revised plan of issuing convertible bond</li> <li>2.4 Approve the issuance of new shares from retained earnings and employee bonus</li> <li>2.5 Approve the issuance of new shares from capital reserves</li> <li>2.6 Other discussions</li> </ul>   |
| Beijing Capital Intl Airport | N/A | 6208422 | 8-Jun-2004  | <ul style="list-style-type: none"> <li>1. Approve the report of the Board of Directors for the year of 2003</li> <li>2. Approve the report of the Supervisory Committee for the year of 2003</li> <li>3. Approve the financial statements and the Auditor's report for the year of 2003</li> <li>4. Approve the proposal for distribution of profit for the year of 2003</li> <li>5. Re-appoint PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd., and PricewaterhouseCoopers as the Company's PRC and International Auditors for the year of 2004 and authorize the Board of Directors to fix their remunerations</li> <li>S6. Approve to grant a general mandate to the Board of Directors to issue additional shares not exceeding 20% of the respective aggregate amount of the issued domestic share and issued overseas listed foreign shares of the Company</li> <li>S7. Amend Articles 1,17,73,95,99,102 of the Articles of Association of the company</li> </ul> |
| Polaris Securities Co        | N/A | 6697428 | 11-Jun-2004 | <ul style="list-style-type: none"> <li>1.1 Receive the business report of 2003</li> </ul>  |

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|                     |     |         |             |  |
|---------------------|-----|---------|-------------|--|
|                     |     |         |             | <ul style="list-style-type: none"> <li>1.2 Receive the Supervisor's review report of 2003</li> <li>1.3 Approve other reporting</li> <li>2.1 Acknowledge the 2003 audited financial statement</li> <li>2.2 Acknowledge 2003 earning distribution by proposed cash dividend: TWD 0.2 per shares, stock dividend: 60 shares per 1000 shares</li> <li>2.3 Approve to raise the capital from earnings, additional paid in capital and the employee's bonus</li> <li>2.4 Approve to discuss the revision of Articles of Incorporation</li> <li>3. Other discussions</li> <li>4. Other extraordinary motions</li> </ul>   |
| Shenzhen Expressway | N/A | 6848743 | 14-Jun-2004 | <ul style="list-style-type: none"> <li>1. Approve and ratify the agreement dated 05 MAR 2004 Agreement between the Company as purchaser and Guangdong Expressway Company Limited as vendor in relation to the sale and purchase of 25% equity interest in Yangmao Expressway Company Limited and the transactions contemplated thereunder and authorize Directors of the Company to do all such things and acts and execute such documents which they consider necessary or expedient for the implementation of and give effect to the Agreement</li> <li>2. Approve and ratify the agreement dated 07 APR 2004 Agreement between the Company as purchaser and Guangdong Province Highway Construction Company Limited as vendor in relation to the sale and purchase of 25% equity interest in Jiangzhong Expressway Company Limited and the transactions contemplated thereunder and authorize the Directors of the Company to do all such things and acts and execute such documents which they consider necessary or expedient for the implementation of and give effect to the Agreement</li> </ul> |
| CMC Magnetics Corp  | N/A | 6238485 | 15-Jun-2004 | <ul style="list-style-type: none"> <li>1.1 Approve the report of business operation result of FY 2003</li> <li>1.2 Approve the Supervisors review financial reports of FY 2003</li> <li>1.3 Approve to report the status of endorsements/guarantees of FY 2003</li> <li>1.4 Approve to report the status of acquisition and disposal of assets of FY 2003</li> <li>1.5 Approve to report the execution status of buying back treasury stocks of FY 2003</li> <li>1.6 Approve to report the status of investment in Mainland China</li> <li>1.7 Approve to report the status of issuing the unsecured convertible Company bonds and GDR in 2003</li> <li>1.8 Approve to report the amendment of the conversion procedures of the unsecured convertible Company bonds</li> <li>2.1 Ratify the financial reports of FY 2003</li> <li>2.2 Ratify the net profit allocation cash</li> </ul>   |

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|                                |     |         |             | <ul style="list-style-type: none"> <li>dividend: TWD 1.0 per share</li> <li>2.3 Ratify the amendment of the regulations governing share repurchase</li> <li>2.4 Amend the Company Articles</li> <li>2.5 Amend the rules of the Shareholders Meeting</li> </ul>  |
| Data Systems                   | N/A | 6344936 | 15-Jun-2004 | <ul style="list-style-type: none"> <li>1.1 Approve the 2003 business operation</li> <li>1.2 Approve the 2003 audited report</li> <li>1.3 Approve the business operation for subsidiary</li> <li>1.4 Approve the issuance status of local convertibles bonds</li> <li>1.5 Approve the revision to the rules of the Board Meeting</li> <li>1.6 Other presentations</li> <li>2.1 Approve the 2003 operation report and the financial statements</li> <li>2.2 Approve the 2003 profit distribution; cash dividend: TWD 1.01929 per share</li> <li>3.1 Approve the issuance of new shares from the retained earnings and the employee bonus; stock dividend: 67.95 for 1,000 shares held</li> <li>3.2 Approve the revision to the Articles of Incorporation</li> <li>3.3 Approve to release the prohibition on the Directors from participation in competitive business</li> <li>4. Other issues and extraordinary motions</li> </ul>                  |
| Taiwan Green Point Enterprises | N/A | 6520706 | 15-Jun-2004 | <ul style="list-style-type: none"> <li>1.1 Approve the report of business operation result of FY 2003</li> <li>1.2 Approve the Supervisors review financial reports of FY 2003</li> <li>1.3 Approve to report the status of issuing the unsecured convertible Company bonds</li> <li>2.1 Ratify the business operation result and the financial reports of FY 2003</li> <li>2.2 Ratify the net profit allocation</li> <li>3.1 Amend the Company Articles</li> <li>3.2 Approve the issuing of new shares cash dividend: TWD 2.7 per share, stock dividend: 180/1000</li> <li>3.3 Approve to purchase duty insurance of the Directors and the Supervisors</li> <li>3.4 Amend the operation procedures of acquisition and disposal of assets</li> <li>3.5 Amend the operation procedures of lending funds to others</li> <li>3.6 Amend the operation procedures of endorsements/guarantees</li> <li>4. Others and extraordinary proposals</li> </ul> |
| Taiwan Hon Chuan Enterprises   | N/A | 6335212 | 15-Jun-2004 | <ul style="list-style-type: none"> <li>1. Receive the business operation result of FY 2003</li> <li>2. Receive the Supervisors review financial reports of FY 2003</li> <li>3. Ratify the financial reports of FY 2003</li> <li>4. Ratify the net profit allocation</li> </ul>  |

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| Vanguard International Semiconductor | N/A | 6109677 | 15-Jun-2004 | <p>5. Approve to issue new shares; cash dividend: TWD 1.5 per share; stock dividend F R/E:50/1000</p> <p>6. Amend the Company Articles</p> <p>7. Others and extraordinary proposals</p> <p>1. Approve to recognize the 2003 financial statements</p> <p>2. Approve to recognize the 2003 appropriation for offsetting deficit</p> <p>3. Approve the revision to the Articles of Incorporation</p> <p>4. Approve the revision to the procedures of asset acquisition or disposal</p> <p>5. Approve the revision to the trading procedures of derivative products</p> <p>6. Approve the revision to the procedures of funds lending to third parties</p> <p>7. Approve the revision to the procedures for endorsements and guarantees</p> <p>8. Approve to enjoy the investment tax exemption by shareholders on 2003 cash injection</p> <p>9. Approve the capital reduction</p> <p>10. Other presentations and related issues</p>  |
| Jingwei Textile Machinery Co         | N/A | 6486284 | 16-Jun-2004 | <p>1. Approve the report of the Board of Directors of the Company for the YE 31 DEC 2003</p> <p>2. Approve the report of the Supervisory Committee of the Company for the YE 31 DEC 2003</p> <p>3. Approve the audited financial statements of the Company for the YE 31 DEC 2003</p> <p>4. Approve the 2003 proposed profit distribution plan of the Company</p> <p>5. Re-appoint the PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian as the Company's International Auditors and the PRC Auditors respectively for the YE 31 DEC 2004 and authorize the Board of Directors of the Company to fix their remuneration</p> <p>6. Appoint Mr. Yu Shiquan as an Independent Director of the Company</p> <p>7. Approve the establishment of the Personnel Nomination and Remuneration Committee of the Board of Directors of the Company and the adoption of the implementing rules and regulations of the Personnel Nomination and Remuneration Committee of the Board of Directors of the Company</p> <p>8. Approve the adoption of implementing measures of equity interest incentive for the Company's Senior Management Staff</p> |
| Jingwei Textile Machinery Co         | N/A | 6486284 | 16-Jun-2004 | <p>1. Amend, subject to compliance with all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities or of any other governmental or regulatory authorities, if any, Clause 57 of the Articles of Association of the Company and add a paragraph at the end</p>  |

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|                         |     |         |             |   |
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|                         |     |         |             | <p>of the original Clause 57 to form the second paragraph of Clause 57 of the Article of Association of the Company</p> <p>2. Amend Clause 97 of the Article of Association of the Company by deleting to its entirety and by replacing it with a new one</p>   |
| Taiwan Familymart       | N/A | 6440945 | 21-Jun-2004 | <p>1.1 Approve to report the business operation result of FY 2003</p> <p>1.2 Approve the supervisors review financial reports of FY 2003</p> <p>2.1 Ratify the financial reports of FY 2003</p> <p>2.2 Ratify the net profit allocation</p> <p>3. Approve the issuing new shares, cash dividend : TWD 1.5 per share; stock dividend FM R/E : 60/1000</p> <p>4. Extraordinary proposals</p>  |
| ChungHwa Telecom Co     | N/A | 6287841 | 25-Jun-2004 | <p>1.1 Receive the Company's operation reports for FY 2003</p> <p>1.2 Receive the Supervisor's audit reports on the Company's financial statements for year 2003</p> <p>1.3 Receive the ministry of auditing's audit number on the Company's financial statements for year 2002</p> <p>1.4 Approve the enactment of the rules of procedures of Board meeting</p> <p>2.1 Approve the Company's financial statements for year 2003</p> <p>2.2 Approve the distribution of the Company's earnings for year 2003; Cash dividend:50 1,000 shares held</p> <p>3.1 Approve to draw up process for the Company to acquire or dispose assets</p> <p>3.2 Amend Article 22 of the Company's Articles of Incorporation</p> <p>3.3 Amend the process of the Company's endorsements and guarantees</p> <p>3.4 Amend the rules of procedure of the shareholder meeting</p> <p>4. Extemporary motions</p> |
| Natural Beauty Bio-Tech | N/A | 6517957 | 25-Jun-2004 | <p>1. Receive and approve the audited financial statements, Directors report and the Auditors report of the Company for the YE 31 DEC 2003</p> <p>2. Approve the final dividend for the YE 31 DEC 2003</p> <p>3. Re-elect the retiring Directors and authorise the Board of Directors to fix the remuneration of the Directors of the Company</p> <p>4. Re-appoint the Auditors and authorise the Board of Directors of the Company to fix their remuneration</p> <p>5A Authorize the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company and make or grant offers, agreements, options and rights of exchange or conversion during and after the relevant period, not exceeding the 20% of the aggregate nominal amount of the issued</p>   |

share capital of the Company, otherwise than pursuant to i) a rights issue; or (ii) the exercise of any rights of subscription under the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; Authority expires the earlier of the conclusion of the next AGM or the expiration of the period within which the next AGM is to be held by Articles of Association 5B Authorize the Directors of the Company to purchase shares of HKD0.10 each in the capital of the Company during the relevant period, subject to and in accordance with all applicable laws and requirements of the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, at such price as the Directors determine, not exceeding 10% of the aggregate nominal amount of the share capital of the Company; Authority expires the earlier of the conclusion of the AGM of the Company or the expiration of the period within which the next AGM of the Company is to be held by Articles of Association

|                        |     |         |             |   |
|------------------------|-----|---------|-------------|---|
| Yanzhou Coal Mining Co | N/A | 6109893 | 25-Jun-2004 | <p>1. Approve the working report of the Board of Directors of the Company Board for the YE 31 DEC 2003</p> <p>2. Approve the working report of the Supervisory committee of the Company for the YE 31 DEC 2003</p> <p>3. Approve the audited financial statements of the Company as at and for the YE 31 DEC 2003</p> <p>4. Approve the profit distribution plan and the final dividend and special cash dividend distribution plans of the Company for the YE 31 DEC 2003 and authorize the Board to distribute such final dividend and special cash dividend to the shareholder of the Company</p> <p>5. Approve to fix the remuneration of the Directors and Supervisors of the Company for the YE 31 DEC 2004</p> <p>6.1 Appoint Mr. Wang Xin as Director of the Company until the conclusion of the next AGM of the Company</p> <p>6.2 Appoint Mr. Wang Xinkun as Director of the Company until the conclusion of the next AGM of the Company</p> <p>6.3 Appoint Mr. Wang Quanxi as Director of the Company until the conclusion of the next AGM of the Company</p> <p>7. Appoint Deloitte Touche Tohmatsu certified public accountants in Hong Kong and</p> |
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Dolittle Touche Tohmatsu certified Public Accountants Ltd. certified public accountants in PRC excluding Hong Kong as the Company's international and domestic Auditors for the Year 2004, to hold office until the conclusion of the next AGM and fix their remuneration S8. Amend the Articles of Association of the Company and authorize the Board to do all such things as necessary in connection with such amendments

\* Management Position Unknown

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

The China Fund, Inc.

By: /s/ Gary L. French

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Gary L. French  
President  
August 30, 2004