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MALAYSIA FUND INC  
Form POS 8C  
September 16, 2003

As filed with the Securities and Exchange Commission on September 16, 2003

Securities Act File No. 33-68048  
Investment Company Act File No. 811-5082

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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form N-2

|   |                                     |
|---|-------------------------------------|
| Registration Statement under the Securities Act of 1933         | <input checked="" type="checkbox"/> |
| Pre-Effective Amendment No.                                     | <input type="checkbox"/>            |
| Post Effective Amendment No. 1                                  | <input checked="" type="checkbox"/> |
| and/or  |                                     |
| Registration Statement under the Investment Company Act of 1940 | <input type="checkbox"/>            |
| Amendment No.   | <input type="checkbox"/>            |

(check appropriate box or boxes)

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The Malaysia Fund, Inc.  
(Exact Name of Registrant as Specified in Charter)

1221 Avenue of the Americas  
New York, New York 10020

(Address of Principal Executive Offices)  
Registrant's Telephone Number, including Area Code: (212) 762-7500

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RONALD E. ROBISON  
The Malaysia Fund, Inc.  
c/o Morgan Stanley Investment Management Inc.  
1221 Avenue of the Americas  
New York, New York 10020

(Name and Address of Agent for Service)

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With copies to:

LEONARD B. MACKEY, JR., ESQ.  
Clifford Chance US LLP  
200 Park Avenue  
New York, New York 10166  
(212) 878-8000

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## EXPLANATORY NOTE

This filing is made solely for the purposes of: (a) supplementing the Prospectus of The Malaysia Fund, Inc. (the "Fund") with information regarding certain sub-advisory arrangements entered into by Morgan Stanley Investment Management Inc., the Fund's investment manager, and (b) filing as an Exhibit the Amended and Restated By-Laws of the Fund.

## PARTS A and B--PROSPECTUS\*

### ITEM 20. Investment Advisory and Other Services

Effective August 11, 2003, Morgan Stanley Investment Management Inc. (the "Investment Manager") entered into a Sub-Advisory Agreement with Morgan Stanley Investment Management Company (the "Sub-Adviser"). As a result, the following text is hereby added to the section of the Fund's Prospectus titled "Management of the Fund - The Investment Manager":

#### Sub-Adviser

Morgan Stanley Investment Management Company ("MSIM Company"), located at 23 Church Street, 16-01 Capital Square, Singapore 049481, a wholly-owned subsidiary of Morgan Stanley, serves as investment sub-adviser for the Fund on a day-to-day basis. MSIM Company selects, buys and sells securities for the Fund under the supervision of the Investment Manager. References in the Prospectus to the Investment Manager, when used in connection with its activities as the Fund's investment adviser, include the Sub-Adviser acting under its supervision.

The Investment Manager pays the Sub-Adviser on a monthly basis a portion of the net advisory fees the Investment Adviser receives from the Fund. The investment sub-advisory agreement will continue in effect for an initial term of two years, and thereafter for successive annual periods as long as such continuance is approved in accordance with the 1940 Act.

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\* Pursuant to the General Instructions to Form N-2, all information required to be set forth in Part B: Statement of Additional Information has been included in Part A: The Prospectus.

## PART C -- OTHER INFORMATION

### Item 24. Financial Statements and Exhibits

(1) Financial Statements (Not applicable)

(2) Exhibits

(a) (1) -- Articles of Incorporation (Previously filed as Exhibit 2(a)(1) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*

(2) -- Articles of Amendment (Previously filed as Exhibit 2(a)(2) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*

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- (3) -- Articles of Amendment (Previously filed as Exhibit 2(a)(3) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (b) -- Amended and Restated By-Laws \*\*
  
- (c) -- Not applicable
  
- (d) -- Specimen certificate for Common Stock, par value \$.01 per share (Previously filed as Exhibit 2(d) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (e) -- Dividend Reinvestment and Cash Purchase Plan (Previously filed as Exhibit 2(e) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (f) -- Not applicable
  
- (g) (1) -- Investment Advisory and Management Agreement between Registrant and Morgan Stanley Asset Management Inc. (Previously filed as Exhibit 2(g)(1) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (2) -- Research and Advisory Agreement among Registrant, Morgan Stanley Asset Management Inc. and Arab-Malaysian Consultant Sdn Bhd (Previously filed as Exhibit 2(g)(2) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (3) -- Sub-Advisory Agreement between the Manager and Morgan Stanley Investment Management Company\*\*
  
- (h) (1) -- Form of Dealer Manager Agreement (Previously filed as Exhibit 2(h)(1) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (2) -- Form of Soliciting Dealer Agreement (Previously filed as Exhibit 2(h)(2) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (i) -- Not Applicable
  
- (j) (1) -- Custodian Agreement between Registrant and Citibank, N.A. (Previously filed as Exhibit 2(j)(1) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (2) -- Custodian Agreement between Registrant and Morgan Guaranty Trust (Previously filed as Exhibit 2(j)(2) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (3) -- Form of Subcustodian Agreement (Previously filed as Exhibit 2(j)(3) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (k) (1) -- Memorandum of Understanding (Previously filed as Exhibit 2(k)(1) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
  
- (2) -- Form of Agreement for Stock Transfer Services (Previously filed as Exhibit 2(k)(2) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*

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- (3) -- Form of Administration Agreement (Previously filed as Exhibit 2(k)(3) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
- (4) -- Form of Information Agent Agreement (Previously filed as Exhibit 2(k)(4) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
- (1) (1) -- Opinion and consent of Sullivan & Cromwell (Previously filed as Exhibit 2(1)(1) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
- (2) -- Consent of Shook Lin & Bok (Previously filed as Exhibit 2(1)(2) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
- (m) -- Not applicable
- (n) -- Consent of Price Waterhouse (Previously filed as Exhibit 2(n) to the Registrant's Registration Statement on form N-2 (file No. 33-68048))\*
- (o) -- Not applicable
- (p) -- Not applicable
- (q) -- Not applicable

Other Exhibit: Power of Attorney\*

\* Previously filed.

\*\* filed herewith.

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, as amended, the Registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 16th day of September, 2003.

THE MALAYSIA FUND, INC.

By: /s/ Stefanie V. Chang

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Stefanie V. Chang  
Vice President

EXHIBIT INDEX

Exhibit

Sequentially  
Numbered

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| Number    | Exhibit   | Page |
|-----------|---|------|
| 2 (b)     | Amended and Restated By-Laws  |      |
| 2 (g) (3) | Sub-Advisory Agreement between the Manager and Morgan Stanley Investment Management Company |      |