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MEXICO FUND INC
Form DEFA14A
January 31, 2002

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

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

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):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Notes:

[LOGO APPEARS HERE] THE MEXICO FUND, INC.

January 31, 2002

Dear Fellow Shareholder:

You should have recently received the proxy statement for The Mexico Fund, Inc. annual meeting scheduled to be held on March 7, 2002. Your Board of Directors urges you to review the proxy material and vote your white proxy today. At this year's annual meeting you are being asked to vote on some very important issues.

Proposal One: Electing Nominees to Your Board

You are being asked to elect two directors to serve until the 2005 Annual Meeting. We urge you to vote in favor of the Board's two director nominees.

Proposal Two: Adopting a Performance Component to Your Fund's Advisory Fee

In our continuing effort to further align the interests of the investment manager with those of the Fund's shareholders, your Board of Directors is seeking your approval to add a performance adjustment component to the advisory fee of your Fund.

Proposal Three: Allowing Periodic Share Repurchases at 98% of Net Asset Value

In an effort to increase shareholder value, your Board of Directors is seeking the adoption of a policy that would allow for periodic in-kind repurchases of fund shares.

Your Vote Is Important

Please Vote Today

Finally, on the agenda is a proposal from a shareholder that is opposed by your Board of Directors. Accordingly, your Board of Directors recommends that you vote against proposal four on the enclosed white proxy card. Again, each of the proposals is described in the proxy material previously sent to you. Your Board of Directors urges you to read the proxy material and vote today.

Support Your Fund by voting the WHITE proxy card
FOR Proposals 1, 2 & 3 and AGAINST Proposal 4

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Your Board of Directors appreciates your continued support.

Sincerely,

Juan Gallardo T.
Chairman of the Board

If you have any questions on how to vote your shares,
please call our proxy solicitor:

MORROW & CO., INC. at (800) 654-2468

WHITE PROXY CARD

THE MEXICO FUND, INC.

Proxy Solicited on Behalf of the Board of Directors for
Annual Meeting of Shareholders

The undersigned shareholder of The Mexico Fund, Inc., a Maryland corporation (the "Fund"), hereby appoints Jose Luis Gomez Pimienta and Sander M. Bieber and each of them proxies of the undersigned, with full power of substitution, to vote and act in the name and stead of the undersigned at the Annual Meeting of Shareholders of the Fund, to be held at 30 Rockefeller Plaza, 23rd Floor, New York, NY, 10112, on March 7, 2002 at 2:00 P.M., New York City time, and at any and all adjournments thereof, according to the number of votes the undersigned would be entitled to cast if personally present.

The shares represented by this proxy will be voted in accordance with instructions given by the shareholder, but if no instructions are given, this proxy will be voted in favor of proposals 1, 2 and 3 against proposal 4 as set forth in this proxy.

The undersigned hereby revokes any and all proxies with respect to such shares heretofore given by the undersigned. The undersigned acknowledges receipt of the Proxy Statement dated January 23, 2002.

(Continued on reverse side)

Please date, sign and mail your
proxy card back as soon as possible!

Annual Meeting of Shareholders
THE MEXICO FUND, INC.

March 7, 2002

Please Detach and Mail in the Envelope Provided

A [X] Please mark your
votes as in this
example

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This proxy/voting instruction card will be voted FOR proposals 1, 2 and 3 if no choice is made. The Board of Directors recommends a vote FOR proposals 1, 2 and 3.

- | | | | |
|---|-----|----------|---|
| | FOR | WITHHELD | |
| 1. Election of the nominees listed at right to serve as members of the Fund's Board of Directors, as Class III Directors, for a term expiring in 2005 and until their successors are elected and qualified: | [] | [] | Nominees:
Juan Gallardo T.
Emilio Carrillo Gamboa |

- 2. Approval of addition of performance fee component to the Fund's investment advisory fee.
- 3. Approval of adoption of share repurchase policy requiring the Fund, on periodic basis, to offer to repurchase in-kind shares at no less than 1% of net asset value.

For, except as marked to the contrary below:

This proxy/voting instruction card will be voted FOR proposal 4 if no choice is made.

The Board of Directors recommends a vote FOR proposal 4.

- 4. To consider a shareholder proposal that the shareholders of the Fund recommend the Board of Directors expedite the process to convert the Fund to an open-end investment company.

- 5. In the discretion of the Board of Directors, to engage in other business as may be deemed appropriate or any adjournment thereof.

SIGNATURE (s) _____ DATED _____

SIGNATURE (s) _____

TITLE: _____

NOTE: Please sign, date and return promptly. Signature(s) should be exactly as name or names appear on proxy. If shares are held jointly, each holder should sign. If signing as attorney, executor, administrator, trustee or guardian, please give full name.
