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MEXICO FUND INC  
Form DEFA14A  
March 12, 2003

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)(1) and 0-11.

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

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

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(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):

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(4) Proposed maximum aggregate value of transaction:

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(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.:

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(3) Filing Party:

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(4) Date Filed:  
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Notes:

ATTENTION:

THE MEXICO FUND, INC.

STOCKHOLDERS

YOUR VOTE IS IMPORTANT!

Your shares are still not voted. The Annual Meeting of shareholders is scheduled for Thursday, April 3, 2003.

You may vote your shares by telephone or Internet (see enclosed instructions) or sign, date and return your ballot in the pre-paid envelope provided.

If you have any questions or need assistance voting your shares, please call Morrow & Co., Inc. at:

1-800-607-0088

Thank you.

ANNUAL MEETING OF SHAREHOLDERS OF

THE MEXICO FUND, INC.

April 3, 2003

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INSTRUCTIONS FOR AUTHORIZING YOUR PROXY  
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MAIL - Date, sign and mail your proxy card in the envelope provided as soon as possible. -----  
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-OR-

COMPANY NUMB

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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.

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ACCOUNT NUMB

-OR-

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

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CONTROL NUMB  
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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  
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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

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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.  
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2. To approve the Amended Investment Advisory and Management Agreement to amend the management fee rate schedule the effect of

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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 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 NOMINEES
o Philip Caldwell
o Jaime Serra Puche
WITHOUT AUTHORITY FOR ALL NOMINEES

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

FOR ALL EXCEPT (See instructions below)

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 INCLUDE ANY COM THE REVERSE SIDE H

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to each nominee you wish to withhold, as shown here: o

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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.  
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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 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)

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COMMENTS:  
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