

MATTHEWS ASIA FUNDS
Société d'Investissement à Capital Variable
Registered office: 80, route d'Esch
L-1470 Luxembourg,
Grand Duchy of Luxembourg
R.C.S. Luxembourg B151275
(the "**Company**")

This document is important and requires your immediate attention. If in doubt, you should seek independent professional financial advice.

**CONVENING NOTICE TO THE GENERAL MEETING OF SHAREHOLDERS
OF
THE COMPANY**

Luxembourg, 09 August 2024

Dear Shareholder,

The quorum required by law not having been reached at a first extraordinary general meeting of the Company held on 06 August 2024 at 14:00 (Luxembourg time), the board of directors of the Company (the "**Board**") hereby convenes you, as a shareholder of the Company, to a second extraordinary general meeting which will be held, before a Luxembourg notary, at the registered office of the Company at 80, route d'Esch, L-1470 Luxembourg, Grand-Duchy of Luxembourg, on 20 August 2024 at 14.00 (Luxembourg time) (the "**Meeting**") to deliberate and vote on the amendment of the articles of association of the Company (the "**Articles**") as per the same agenda as the first meeting, which is the following (the "**Agenda**"):

AGENDA

1. Amendment of Article 3 concerning the corporate object of the Company, as follows:

***Article three:** The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments and other permissible assets such as referred in Part I of the 2010 Law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.*

The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the fullest extent permitted by the 2010 Law."

2. Approval of the amendment and restatement of the articles of association of the Company in order to reflect (i) certain changes implemented in the Law of 10 August 1915 on commercial companies further to its modernization and (ii) the adjustment and clarification of certain provisions further to a general review of the articles of association of the Company.

In essence, the Board proposes to amend and restate the Articles in order to reflect certain changes implemented in the Law of 10 August 1915 on commercial companies further to its modernization, being noted that only certain provisions which are relevant in the context of the Company's activity have been considered. In addition, the Board has also taken the opportunity to conduct a general review of the Articles in order to adjust and clarify certain provisions.

Please note that the above amendments (i) will have no impact on the manner in which the Company is managed or on the investment objective, policy, strategy and risks of any of its sub-funds, (ii) will not lead to any increase of the fees to be borne by the Company and (iii) will not prejudice any of your rights or interests.

The draft of the restated Articles together with a version in mark-up against those currently in force are available free of charge, in English, at the registered office of the Company.

Subject to their adoption at the Meeting, these changes will be reflected in a new version of the Prospectus to be dated 30 August 2024.

QUORUM AND VOTING REQUIREMENTS

Shareholders are advised that no quorum is required to validly deliberate on the items of the Agenda of the reconvened extraordinary general meeting and that resolutions will be passed if approved by a majority of at least two-thirds (2/3) of the votes validly cast

RECORD DATE

The quorum and the majority at the Meeting will be determined according to the shares issued by the Company and outstanding at midnight (Luxembourg time) on the fifth Luxembourg business day prior to the Meeting (the "**Record Date**"). The rights of a shareholder to attend and vote at the Meeting are determined in accordance with the shares held by such shareholder at the Record Date.

VOTING ARRANGEMENTS

Shareholders may vote by proxy by returning the enclosed Proxy Form to the registered office of the Company at 80, route d'Esch, L-1470 Luxembourg or by email to lux.cla@bbh.com no later than 16 August 2024 close of business in Luxembourg. The original Proxy Form shall then be sent by mail to the registered office of the Company. Provided that they have been validly completed and returned, Proxy Forms provided for the first extraordinary general meeting of the Company will remain in force as previously mentioned for the Meeting.

Yours faithfully,

Board of Directors
Matthews Asia Funds

FORM OF PROXY

The undersigned _____ [name],
 Being the holder of _____ share(s)
 of the sub-fund _____ [ISIN Code]

of **MATTHEWS ASIA FUNDS**, a "société anonyme" qualifying as a "société d'investissement à capital variable", having its registered office at 80, route d'Esch, L-1470 Luxembourg, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under section B number 151275 (hereafter the "**Company**"), hereby give irrevocable proxy to any employee of Me Henri Hellinckx or to the chairman of the general meeting of shareholders of the Company (the "**Proxyholder**"), acting individually through his/her sole signature and with full power of substitution, to represent the undersigned in order to deliberate and vote on the following agenda of the general meeting of shareholders of the Company to be held on 20 August 2024 at 14.00 (Luxembourg time) in Luxembourg:

AGENDA

1. Amendment of Article 3 concerning the corporate object of the Company, as follows:

***Article three:** The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments and other permissible assets such as referred in Part I of the 2010 Law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.*

The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the fullest extent permitted by the 2010 Law."

2. Approval of the amendment and restatement of the articles of association of the Company in order to reflect (i) certain changes implemented in the Law of 10 August 1915 on commercial companies further to its modernization and (ii) the adjustment and clarification of certain provisions further to a general review of the articles of association of the Company.

Please indicate your vote direction by checking the below boxes as appropriate. Failure to complete any or all the boxes will entitle your proxy to cast their votes at their discretion:

Resolutions	Vote
1. Amendment of Article 3 concerning the corporate object of the Company, as follows: <i>Article three: The exclusive object of the Corporation is to place the funds available to it in transferable securities, money market instruments and other permissible assets such as referred in Part I of the 2010 Law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.</i> <i>The Corporation may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the fullest extent permitted by the 2010 Law."</i>	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstention
2. Approval of the amendment and restatement of the articles of association of the Company in order to reflect (i) certain changes implemented in the Law of 10 August 1915 on commercial	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstention

companies further to its modernization and (ii) the adjustment and clarification of certain provisions further to a general review of the articles of association of the Company.	
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The Proxyholder(s) is (are) authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy, and to proceed, in accordance with the requirements of the Luxembourg law, with any registration with the Luxembourg trade and companies register and with any publication in the "*Recueil Electronique des Sociétés et Associations*", while the undersigned undertakes to ratify all said actions taken by the Proxyholder(s) whenever requested.

The present proxy will remain in force if the above extraordinary general meeting, for whatever reason, is to be adjourned, postponed or reconvened.

The proxy and the rights, obligations and liabilities of the Proxyholder(s) hereunder, shall be governed by the laws of the Grand-Duchy of Luxembourg, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the Proxyholder(s) in the courts of Luxembourg-City, and each of the Proxyholder(s) hereby submits to the exclusive jurisdiction of such courts in any such actions or proceedings and waives any objection to the jurisdiction or venue of such courts.

Signed in _____, on _____ 2024.

By:
Name (in block letters)