

Proxy Voting Policies and Procedures

The Board of Trustees of the Matthews Asia Funds (the “Funds”) has delegated to Matthews the authority to vote proxies of companies held in each Fund’s portfolio. Matthews has adopted written Proxy Voting Policies and Procedures (“Proxy Policies”). Under the Proxy Policies, Matthews has retained the proxy advisory services of an independent proxy consultant, Institutional Shareholder Services, a division of Deutsche Borse AG (“ISS”), and adopted ISS Proxy Voting Guidelines (as applicable to the region of the company putting forth the particular proposal) as modified from time to time by tailored guidelines adopted by Matthews (the “Proxy Voting Guidelines”) to assist Matthews in evaluating shareholder proposals, effecting proxy votes and maintaining appropriate records. The ISS Proxy Voting Guidelines can be found at <https://www.issgovernance.com/policy-gateway/voting-policies/>. Matthews’ tailored guidelines call for case-by-case review in certain instances, such as votes for directors on boards of Japanese companies that allocate a significant portion of their net assets to cross-shareholdings; and votes for directors on non-diverse boards. Matthews also retains the services of other independent proxy consultants and considers their proxy voting guidelines and proxy advisory recommendations to augment research in certain markets.

For significant corporate matters, such as establishing pension or profit-sharing plans, proposed mergers and acquisitions, and sales of assets, as well as sustainability-and ESG-related matters, ISS Proxy Voting Guidelines establish guidelines for evaluating the facts and circumstances of the particular proposal. In such circumstances, Matthews evaluates the proposal in light of the best interests of a Fund and its shareholders and votes accordingly. With respect to other more routine matters, the ISS Proxy Voting Guidelines may establish certain standards that, if satisfied, will result in a vote for or against a proposal. Routine matters typically include (i) election of directors; (ii) approval of auditors; (iii) approval of dividends and distributions; (iv) confidential voting; and (v) limitation on charitable contributions or fees paid to professional advisors. However, even in these circumstances, Matthews reserves the right to evaluate each proposal individually, and to vote on the matter in a manner that Matthews believes is in the best interest of a Fund or its shareholders (even if that vote is inconsistent with the Proxy Voting Guidelines) (“Override”). For example, while Matthews generally votes in favor of management’s nominees for a board of directors, it may vote against management nominees if it believes that the board was entrenched or otherwise not acting in the best interests of shareholders. Matthews generally votes in the same manner for each of its Funds; however, we also take into account the individual objectives of each Fund. As a result, Matthews may vote in favor of a proposal for certain Funds while voting against the same proposal for other Funds (“Split Votes”). Matthews also reserves the right to revise, alter or supplement the Proxy Policies from time-to-time, which may result in different votes on similar issues over time.

There may be circumstances in which Matthews believes that refraining from voting on a matter submitted to shareholders is in the best interests of the Funds or its shareholders, such as when the cost of voting the proxy exceeds the expected benefit to a Fund. Similarly, voting on shareholder matters in foreign countries, particularly in emerging markets, may be subject to restrictions (including registration procedures that may result in a holding becoming illiquid for a period of time) and limitations that impede or make impractical the exercise of shareholder rights. Such limitations may include (i) untimely or inadequate notice of shareholder meetings; (ii) restrictions on the ability of holders outside the issuer’s jurisdiction of organization to exercise votes; (iii) in person voting requirements; (iv) restrictions on the sale of securities for periods surrounding the shareholder meeting (“share blocking”); (v) granting local agents powers of attorney to facilitate voting instructions; (vi) proxy materials or ballots not being readily available; and (vii) proxy materials or ballots not being available in English. In certain foreign markets, there is a risk that the issuer rejects a vote submitted by the proxy voting agent for Matthews and does not provide a rationale for rejecting these votes. In addition, for clients that participate in securities lending programs¹, security recall provisions may interfere with, or prohibit, Matthews’ ability to vote on shareholder matters. In these and similar circumstances, Matthews may not, or may be unable to, act on specific proxy matters.

¹ None of the Matthews proprietary funds currently participate in securities lending programs.

There may be circumstances in which Matthews has or may be perceived to have a conflict or potential conflict of interest in voting on particular matters. Matthews' Proxy Policies are designed to manage such conflicts of interest, including by utilizing an independent service provider to monitor and apply the Proxy Voting Guidelines. Matthews also monitors for conflicts and potential conflicts of interest circumstances. When a material conflict of interest is identified, Matthews (i) votes proxies in accordance with the Proxy Voting Guidelines; (ii) votes proxies based upon the recommendations of an independent third party or parties; (iii) advises the Board of Trustees of the circumstances, seeks their direction, and votes accordingly; or (iv) takes other action in the best interests of a Fund and its shareholders as may be appropriate in the particular circumstances.

In addition, there may be circumstances in which ISS has or may be perceived to have a conflict of interest in making voting recommendations. In particular, such conflicts or potential conflicts may arise because, in addition to providing research and other proxy voting services, ISS, through its Corporate Services Division, offers products and services to issuers of proxy solicitations consisting of advisory and analytical services, self-assessment tools and publications. ISS has represented that employees of its Corporate Services Division are not involved in ISS' analysis of filed proxy proposals or preparation of vote recommendations. Nonetheless, ISS has adopted policies and procedures to guard against and to resolve any conflicts of interest that may arise in connection with its provision of research analyses, vote recommendations and voting services to Matthews.

Examples of the Funds' positions on voting matters under the Proxy Policies. Consistent with the approaches described above, the following are examples of the Funds' voting positions on specific matters:

- Vote on a case-by-case basis on proposals to increase authorized common stock;
- Vote on a case-by-case basis on the authorization of preferred stock with unspecified voting, conversion, dividend distribution and other rights (known as "blank check" preferred stock);
- Vote on a case-by-case basis regarding merger and acquisition matters;
- Vote on a case-by-case basis regarding contested elections;
- Vote on a case-by-case basis on equity compensation plans; and
- Vote on a case-by-case basis with respect to proposals relating to social and corporate responsibility issues.