

CHINA FUND INC
Form SC 13D/A
December 10, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)
(Amendment No. 8)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

The China Fund, Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

169373107
(CUSIP Number)

Barry M. Olliff
c/o City of London Investment Management Company Limited
77 Gracechurch Street, London, UK EC3V 0AS
+44 207 711 0771
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 7, 2018
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box .

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information, which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION

NOS. OF ABOVE PERSONS

1

City of London Investment Group PLC,
(CLIG) a company incorporated under
the laws of England and Wales.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

England and Wales

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

SHARED VOTING POWER

8

4,335,711

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

4,335,711

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,335,711

12

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

27.6%

14

TYPE OF REPORTING PERSON*

HC

NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION

NOS. OF ABOVE PERSONS

1

City of London Investment
Management Company Limited
(CLIM), a company incorporated under
the laws of England and Wales.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

England and Wales

SOLE VOTING POWER

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WITH:

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SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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4,335,711

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,335,711

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

27.6%

14 TYPE OF REPORTING PERSON*
IA

Item 1(a). Name of Issuer:

The China Fund, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

The principal executive offices of the Fund are located at:

The China Fund, Inc.
c/o State Street Bank and Trust Co.
2 Avenue de Lafayette, 6th Floor
P. O. Box 5049
Boston Massachusetts 02206-5049

Item 2. Identity and Background.

(a). This statement is being filed by City of London Investment Group PLC ("CLIG") and City of London Investment Management Company Limited ("CLIM," and together with CLIG, the "Reporting Persons").

(b). The business address and principal executive offices of CLIG are 77 Gracechurch Street London, EC3V 0AS England. The directors and executive officers of CLIG, their business addresses and present principal occupation or employment are set forth on Annex A attached to this Schedule 13D. The business address and principal executive offices of CLIM are 77 Gracechurch Street London, EC3V 0AS England. The directors and executive officers of CLIM, their business addresses and present principal occupation or employment are set forth on Annex A attached.

(c). CLIM is primarily an emerging markets fund manager, which specializes in investing in closed-end investment companies and is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940. CLIM is controlled by CLIG. CLIM is principally engaged in the business of providing investment advisory services to various public and private investment funds, including:

Emerging (BMI) Markets Country Fund ("BMI"), a private investment fund organized as a Delaware business trust;

Emerging Markets Free Fund ("CF"), a private investment fund organized as a Delaware business trust;

Emerging Markets Global Fund ("CG"), a private investment fund organized as a Delaware business trust;

Emerging Markets Investable Fund ("CI"), a private investment fund organized as a Delaware business trust;

Global Emerging Markets Fund ("EUREKA"), a private investment fund organized as a Delaware business trust;

The Emerging World Fund ("EWF"), a Dublin, Ireland-listed open-ended investment company;

Emerging Free Markets Country Fund ("FREE"), a private investment fund organized as a Delaware business trust;

Emerging Markets Country Fund ("GBL"), a private investment fund organized as a Delaware business trust;

Investable Emerging Markets Country Fund ("INV"), a private investment fund organized as a Delaware business trust;

The EM Plus CEF Fund ("PLUS"), a private investment fund organized as a Delaware business trust;

EM Special Situations CEF Focused Fund ("UNIQUE"), a private investment fund organized as a Delaware business trust;

and unaffiliated third-party segregated accounts over which CLIM exercises discretionary voting and investment authority (the "Segregated Accounts").

The Shares to which this Schedule 13D relates are owned directly by the City of London Funds and the Segregated Accounts, collectively "the Funds".

- (d). None of the Reporting Persons has, during the last five years, been convicted in any criminal proceeding.
- (e). None of the Reporting Persons has, during the last five years, been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction as a result of which it or he was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f). City of London Investment Group PLC, (CLIG) and City of London Investment Management Company Limited (CLIM) are companies incorporated under the laws of England and Wales.
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Item 3. Source and Amount of Funds or Other Considerations.

Beneficial ownership of the Shares to which this statement relates was acquired by the Reporting Persons with invested capital of the City of London Funds and the Segregated Accounts. The aggregate purchase price of the 4,335,711 Shares beneficially owned by the Reporting Persons was \$78,771,228, inclusive of brokerage commissions. The aggregate purchase price of the 308,857 Shares owned directly by BMI was \$5,425,015, inclusive of brokerage commissions.

The aggregate purchase price of the 116,563 Shares owned directly by CF was \$2,199,777, inclusive of brokerage commissions.

The aggregate purchase price of the 250,030 Shares owned directly by CG was \$4,579,463, inclusive of brokerage commissions.

The aggregate purchase price of the 172,029 Shares owned directly by CI was \$3,093,005, inclusive of brokerage commissions.

The aggregate purchase price of the 409,090 Shares owned directly by EUREKA was \$8,412,939, inclusive of brokerage commissions.

The aggregate purchase price of the 168,067 Shares owned directly by EWF was \$2,791,841, inclusive of brokerage commissions.

The aggregate purchase price of the 199,927 Shares owned directly by FREE was \$3,619,686, inclusive of brokerage commissions.

The aggregate purchase price of the 305,041 Shares owned directly by GBL was \$5,916,131, inclusive of brokerage commissions.

The aggregate purchase price of the 46,658 Shares owned directly by INV was \$723,812, inclusive of brokerage commissions.

The aggregate purchase price of the 42,096 Shares owned directly by PLUS was \$825,376, inclusive of brokerage commissions.

The aggregate purchase price of the 11,637 Shares owned directly by UNIQUE was \$277,677, inclusive of brokerage commissions.

The aggregate purchase price of the 2,305,716 Shares owned directly by the Segregated Accounts was \$40,906,505, inclusive of brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons sent the letter attached as Exhibit A to the Chairman of the Fund.

Item 5. Interests in Securities of the Issuer.

(a) and (b). As of the date hereof, CLIG, through its control of CLIM, and CLIM, in its capacity as investment adviser to the City of London Funds and the Segregated Accounts, have voting and dispositive power with respect to all 4,335,711 Shares owned directly by the City of London Funds and the Segregated Accounts, representing approximately 27.6% of the 15.723 million Shares outstanding as of December 6, 2018, as last reported by the Fund. As of the date hereof, BMI, CF, CG, CI, EUREKA, EWF, FREE, GBL, INV, PLUS, UNIQUE, and the Segregated Accounts owned directly 308,857; 116,563; 250,030; 172,029; 409,090; 168,067; 199,927; 305,041; 46,658; 42,096; 11,637; and 2,305,716 Shares, respectively, representing approximately 2.0%, 0.7%, 1.6%, 1.1%, 2.6%, 1.1%, 1.3%, 1.9%, 0.3%, 0.3%, 0.1% and 14.7% respectively, of the 15.723 million Shares outstanding as of December 6, 2018.

(c). Information with respect to all transactions in the Shares beneficially owned by the Reporting Persons that were effected during the past 60 days is set forth below:

None.

(d). Other than disclosed herein, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Shares.

(e). Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as set forth in Item 4 of this Schedule 13D, none of the Reporting Persons has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Fund including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any securities of the Fund, joint ventures, loan or option arrangements, puts or calls, guaranties of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits.

See Letter dated December 7, 2018, attached hereto as Exhibit A.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

December 7, 2018

CITY OF LONDON INVESTMENT GROUP PLC

/ s / Barry M. Olliff
Name: Barry M. Olliff
Title: Director

CITY OF LONDON INVESTMENT
MANAGEMENT COMPANY LIMITED

/ s / Barry M. Olliff
Name: Barry M. Olliff
Title: Director

ANNEX A

DIRECTORS AND EXECUTIVE OFFICERS

The names of the directors and executive officers of CLIG and their business addresses and present principal occupation or employment are set forth below. If no business address is given, the business address of such director or executive officer is c/o City of London Investment Group PLC, 77 Gracechurch Street, London EC3V 0AS, England.

| | |
|------------------|-------------------------|
| Barry Aling | Non-Executive Chairman |
| Barry Olliff | Chief Executive Officer |
| Susannah Nicklin | Non-Executive Director |
| Mark Driver | Non-Executive Director |
| Jane Stabile | Non-Executive Director |
| Mark Dwyer | Executive Director |
| Tracy Rodrigues | Executive Director |
| Thomas Griffith | Executive Director |

The names of the directors and executive officers of CLIM and their business addresses and present principal occupation or employment are set forth below. If no business address is given, the business address of such director or executive officer is c/o City of London Investment Management Limited, 77 Gracechurch Street, London EC3V 0AS, England.

| | |
|-----------------|--|
| Barry Ailing | Non-Executive Chairman |
| Barry Olliff | Chief Executive Officer / Chief Investment Officer |
| Tracy Rodrigues | Finance Director |
| Thomas Griffith | Director |
| Mark Dwyer | Director |

Exhibit A

December 7, 2018

Gary L. French
Chairman of the Board
The China Fund, Inc.
c/o State Street Bank and Trust Company
100 Summer Street, SUMO703
Boston, Massachusetts 02111

Dear Gary,

We are writing to ensure that our views are clear with respect to The China Fund's ("the Fund") press release of December 7, 2018.

We note that Fund Stockholders approved Matthews International Capital Management, LLC ("Matthews Asia") as Investment Manager of the Fund. We view this as a positive step forward in addressing one of several problems that have long faced the Fund.

The good news is that we believe the Fund is on a course where the worst of its Corporate Governance problems can be remedied. The Fund's Corporate Governance standards were poor in calendar year 2017, and we point to the Board's proposal to instate Open Door Investment Management Ltd. as Investment Manager as a tangible example of that view. When the Board moved ahead to sue City of London and our CEO, alleging that our decision to submit a 14a-8 proposal to terminate the Investment Manager was fraudulent, a new low in closed-end fund Corporate Governance was reached. We subsequently were forced to fight a long and expensive battle to protect all Stockholders' interests (not only our clients' interests).

We are now determined to finish the job we began in 2017 when it comes to improving the Corporate Governance standards of this Fund. As stated in our letter of November 13, 2018, we believe the current Board has failed to go far enough to send a clear message that the standards have changed sufficiently.

Specifically, we believe:

The limit for total Directors' fees and expenses should have been set at \$300,000 rather than \$375,000.

The Discount Management Program should have an explicit target level and that it should be a figure under 10% rather than being an unstated or flexible level.

An investment performance target should be set at 2.0% (annualized) above the Fund's benchmark index, net of Fund-level expenses, over a 5-year period.

The number of Directors should be capped at 5 because we believe fewer Directors could be beneficial to Stockholders.

The Fund should announce the termination of the existing agreement with current Fund Counsel. We expect the transition will be completed by March 1, 2019.

For the reasons outlined above, at the next AGM and at any subsequent AGM, we intend to vote against any Director who was on the Board on December 1, 2017. We suggest that all Stockholders should not want to employ a Director who would sue a Stockholder without merit.

Sincerely,
Jeremy Bannister
Director, Corporate Governance