

JPMORGAN CHINA REGION FUND, INC.
Form DEF 14A
March 31, 2015

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by Registrant

Filed by 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 §240.14a-12

JPMorgan China Region Fund, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

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- (1) Title of each class of securities to which transaction applies: _____
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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: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

JPMORGAN CHINA REGION FUND, INC.

J.P. Morgan Chase Bank, N.A.

1 Beacon Street, 18th Floor

Boston, Massachusetts 02108, USA

March 31, 2015

Dear Stockholder:

I have pleasure in enclosing the Notice of Annual Meeting of Stockholders of the JPMorgan China Region Fund, Inc. which will be held at the offices of J.P. Morgan Asset Management, 270 Park Avenue, New York, NY 10017, on Thursday, May 14, 2015, at 11:00 a.m.

I strongly urge you to read the enclosed Notice and Proxy Statement, vote, sign and return the proxy card in the postage-paid envelope provided.

My fellow directors and I wish to extend to you an invitation to attend this year's Annual Meeting of Stockholders, and very much look forward to meeting with you.

Yours faithfully,

/s/ The Rt. Hon. The Earl of Cromer
The Rt. Hon. The Earl of Cromer
Chairman

JPMORGAN CHINA REGION FUND, INC.

J.P. Morgan Chase Bank, N.A.

1 Beacon Street, 18th Floor

Boston, Massachusetts 02108 USA

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 14, 2015**

To the Stockholders:

Notice is hereby given that the Annual Meeting of Stockholders (the “Meeting”) of the JPMorgan China Region Fund, Inc. (the “Fund”) will be held at the offices of J.P. Morgan Asset Management, 270 Park Avenue, New York, New York 10017, on Thursday, May 14, 2015, at 11:00 a.m., and at any adjournments or postponements thereof, for the following purposes:

- to elect two (2) Directors of the Fund, to hold office for the term indicated and until their successors shall have
- (1) been elected and qualified; and
- to consider and act upon such other business as may properly come before the Meeting or any
- (2) adjournments or postponements thereof.

Friday, March 13, 2015, was fixed by the Board of Directors as the record date for determination of stockholders entitled to notice of, and to vote at, the Meeting or any adjournments or postponements thereof.

BY ORDER OF THE BOARD OF DIRECTORS
/s/ Lucy Dina
Lucy Dina
Secretary

Boston, Massachusetts
March 31, 2015

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the Fund’s Meeting,

please execute and return the enclosed proxy promptly in the postage-paid envelope provided.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE STOCKHOLDER MEETING TO BE HELD ON MAY 14, 2015**

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The Fund's Notice of Annual Meeting of Stockholders, Proxy Statement and Form of Proxy are available on the internet at http://www.jpmchinaregionfund.com/_documents/2015-proxy-statement.pdf

JPMORGAN CHINA REGION FUND, INC.

J.P. Morgan Chase Bank, N.A.

1 Beacon Street, 18th Floor

Boston, Massachusetts 02108 USA

PROXY STATEMENT

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the “Board”) of JPMorgan China Region Fund, Inc. (the “Fund”) of proxies to be voted at the Annual Meeting of Stockholders (the “Meeting”) of the Fund to be held at the offices of J.P. Morgan Asset Management, 270 Park Avenue, New York, New York 10017, on Thursday, May 14, 2015, at 11:00 a.m., and at any adjournments or postponements thereof, for the following purposes:

- to elect two (2) Directors of the Fund, to hold office for the term indicated and until their successors shall have
- (1) been elected and qualified; and
- to consider and act upon such other business as may properly come before the Meeting or any
- (2) adjournments or postponements thereof.

The enclosed proxy and this Proxy Statement are first being sent to the Fund’s stockholders on or about March 31, 2015.

THE FUND WILL FURNISH, WITHOUT CHARGE, COPIES OF THE ANNUAL REPORT AND ANY MORE RECENT REPORT TO STOCKHOLDERS UPON REQUEST. REQUESTS FOR COPIES OF SUCH REPORTS SHOULD BE DIRECTED TO:

Computershare Trust Company, N.A.

P.O. Box 30170

College Station, TX 77842-3170, USA

800-426-5523

www.computershare.com

The cost of soliciting proxies and preparing the proxy materials will be borne by the Fund. The Fund will request securities brokers, custodians, nominees and fiduciaries to forward solicitation material to the beneficial owners of stock held of record and will reimburse them for their reasonable out-of-pocket expenses in forwarding such solicitation material. In addition, proxies may be solicited personally or by telephone or facsimile by directors, officers and employees of the Fund without additional compensation to them.

The Board has selected Khimmara Greer and Mark E. Tuttle to act as proxies with full power of substitution. All properly executed proxies received prior to the Meeting will be voted at the Meeting in accordance with the instructions marked thereon or otherwise as provided therein. If no instruction is given, an executed proxy will authorize the persons named on the respective proxy card enclosed as proxies to vote in favor of each proposal. Any proxy may be revoked at any time prior to the exercise thereof by submitting another proxy bearing a later date or by giving written notice to the Secretary of the Fund at the Boston, Massachusetts address indicated above or by voting in person at the Meeting. Attendance at the Meeting, by itself, will not revoke a previously tendered proxy.

The Board has fixed the close of business (4:00 p.m. Eastern Time) on March 13, 2015, as the record date for the determination of stockholders entitled to notice of, and to vote at, the Meeting or any adjournments or postponements thereof. At that date, there were outstanding and entitled to vote 6,447,637 shares of Common Stock, par value \$0.01 per share. Stockholders of the Fund on that date will be entitled to one vote on each matter to be voted for each share held, with no shares having cumulative voting rights. Abstentions and "broker non-votes" (as defined below) are counted for purposes of determining whether a quorum is present for purposes of convening the Meeting. "Broker non-votes" are shares held by a broker or nominee for which an executed proxy is received by the Fund but are not voted as to one or more proposals, because instructions have not been received from the beneficial owners or persons entitled to vote, and the broker or nominee does not have discretionary voting power.

Abstentions and broker non-votes will not be counted as "votes cast" on any proposal, and abstentions and broker non-votes will have no effect on Proposal 1.

The principal executive offices of the Fund are located at J.P. Morgan Chase Bank, N.A., 1 Beacon Street, 18th Floor, Boston, Massachusetts 02108, USA.

OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND OFFICERS

The Fund does not have information concerning the beneficial ownership of shares held in the names of The Depository Trust Company participants as of March 13, 2015. However, to the knowledge of the Fund, each of the following was the record owner or beneficial owner of 5% or more of the outstanding shares of the Fund as of that date.

Title of Class	Name and Address	Number of Shares	Percent of Class ¹
Common Stock	CEDE & Co. c/o The Depository Trust Company Box 20 New York, NY 10004-9998	6,402,768	99.30%
Common Stock	USA City of London Investment Group PLC ² 77 Gracechurch Street London, EC3V 0AS United Kingdom	2,800,913	43.40%
Common Stock	Lazard Asset Management LLC ³ 30 Rockefeller Plaza 59th Floor New York, NY 10112	1,263,859	19.60%
	USA		

¹ Because some or all of the shares attributed to CEDE & Co. may be held through The Depository Trust Company by City of London Investment Group PLC and/or Lazard Asset Management LLC, the total percentage in this column may exceed 100%.

² Information as to beneficial ownership of City of London Investment Group PLC is based on a report filed with the U.S. Securities and Exchange Commission (the "SEC") on February 13, 2015.

³ Information as to beneficial ownership of Lazard Asset Management LLC is based on a report filed with the SEC on February 5, 2015.

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The following table sets forth the beneficial ownership of shares held by all directors, the nominees and named executive officers of the Fund, individually and as a group, as of March 13, 2015.

Title of Class	Name and Address	Number of Shares	Percent of Class*
Common Stock	The Rt. Hon. The Earl of Cromer (Nominee) 60 Victoria Embankment London EC4Y 0JP United Kingdom	7,160	0.11%
	Alexander R. Hamilton P.O. Box 12343 General Post Office Hong Kong	651	0.01%

Julian M.I. Reid 60 Victoria Embankment London EC4Y 0JP United Kingdom	632	0.01%
John R. Rettberg 1 Beacon Street 18th Floor Boston MA, 02108 USA	500	0.01%
Simon J. Crinage (Nominee) 60 Victoria Embankment London EC4Y 0JP United Kingdom	—	—
Neil S. Martin 60 Victoria Embankment London EC4Y 0JP United Kingdom	—	—
Lucy Dina 60 Victoria Embankment London EC4Y 0JP United Kingdom	—	—
Stephen M. Ungerman 270 Park Avenue New York, NY 10017 USA	—	—
All Directors and Officers as a Group*	8,943	0.14%

The holdings of each director, officer, and nominee and the holdings of all directors, officers, and nominees as a group does not exceed 1% of the Fund's outstanding common stock. The holdings of each director and officer of shares of JF International Management Inc. (the "Investment Advisor" or "JFIMI") and its affiliates do not exceed 1% of the value of the Investment Advisor or its affiliates.

PROPOSAL 1

ELECTION OF DIRECTORS

The Fund's By-Laws provide that the Board shall be divided into three (3) classes: Class I, Class II and Class III. The terms of office of the present Directors in each class expire at the annual meeting of stockholders in the year indicated upon the election and qualification of their respective successors: Class I – 2015; Class II – 2016; and Class III – 2017. At each subsequent annual election, directors that are chosen to succeed those whose terms are expiring will be identified as being in the same class and will be elected for a three (3) year term. The effect of these staggered terms is to limit the ability of other entities or persons to acquire control of the Fund by delaying the replacement of a majority of the Board.

The term of The Rt. Hon. The Earl of Cromer and Mr. Simon J. Crinage (each a "Nominee" and together, the "Nominees") will expire at the 2015 Meeting. Persons named in the accompanying form of proxy intend, in the absence of contrary instructions, to vote all proxies for the election of The Rt. Hon. The Earl of Cromer and Mr. Simon J. Crinage to serve for a term expiring on the date on which the Meeting is held in 2018, or until a successor is elected and qualified.

It is intended that all proxies received, unless otherwise indicated, will be voted "FOR" the election of the Nominees. The affirmative vote of a plurality of the shares present at the Meeting (at which a quorum is present) is required to elect the Nominees. **The Board of Directors recommends that you vote "FOR" each Nominee.**

The Board knows of no reason why the Nominees will be unable to serve. If a Nominee should become unable to serve, the proxies will be voted for the election of such person as may be designated by the Board to replace the Nominee.

The Board is responsible for oversight of the Fund. The Fund has engaged JF International Management Inc. (the "Investment Advisor" or "JFIMI") to manage the Fund on a day-to-day basis. The Board oversees JFIMI and certain other principal service providers in the operations of the Fund. The Board is currently composed of five (5) members, four (4) of whom are Independent Directors^[1]. The Board meets at regularly scheduled meetings four (4) times throughout the year. Under normal circumstances, in order to minimize expenses, the Board expects to hold two (2) meetings a year by telephone. In addition, the directors may meet in-person or by telephone at special meetings or on an informal basis at other times. As described below, the Board of Directors has established four (4) standing committees — Audit, Management Engagement, Pricing and Nominating — and may establish ad hoc committees or working groups from time to time, to assist the Board in fulfilling its oversight responsibilities.

The Board is chaired by an independent director, the Rt. Hon. The Earl of Cromer. As Chairman, Lord Cromer leads the Board in its activities. The directors have determined that the Board's leadership and committee structure is appropriate, because the Board believes it sets the proper tone to the relationships between the Fund, on the one hand, and JFIMI and certain other principal service providers, on the other, and facilitates the exercise of the Board's independent judgment in evaluating and managing the relationships. In addition, the structure efficiently allocates responsibility among committees.

Investing in general and the operation of a fund involve a variety of risks, such as investment risk, compliance risk, and operational risk, among others. The Board oversees risk as part of its oversight of the Fund. Risk oversight is addressed as part of various regular Board and committee activities. The Board, directly or through its committees, reviews reports from, among others, JFIMI, the Fund's Chief Compliance Officer, the Fund's independent registered public accounting firm and counsel, as appropriate, regarding risks faced by the Fund and the risk management programs of JFIMI and certain service providers. The actual day-to-day risk management with respect to the Fund resides with JFIMI and other service providers to the Fund. Although the risk management policies of JFIMI and the service providers are designed to be effective, those policies and their implementation vary among service providers and over time, and there is no guarantee that they will be effective. Not all risks that may affect the Fund can be identified or processes and controls developed to eliminate or mitigate their occurrence or effects, and some risks are simply beyond any control of the Fund or JFIMI, its affiliates or other service providers.

The Board has concluded that, based on each Nominee's experience, qualifications, attributes or skills on an individual basis and in combination with those of the other directors, each Nominee should serve as a director. Among other attributes of the Nominees is their ability to review critically, evaluate, question and discuss information provided to them, to interact effectively with the various service providers to the Fund, and to exercise reasonable business judgment in the performance of his duties as a director. In addition, the Board has taken into account the actual service and commitment of the Nominees during their tenure as directors of the Fund in

¹ "Independent Director" is defined as a director who is not an "interested person" within the meaning of Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "1940 Act").

concluding that each should serve. A Nominee's ability to perform his duties effectively may have been attained through: a Nominee's educational background or professional training; business, consulting, public service or academic positions; experience from service as a director of the Fund, other funds, public companies, or non-profit entities or other organizations; or other experiences. Also, set forth below is a brief discussion of the specific experience qualifications, attributes or skills of each Nominee that led the Board to conclude that he should serve as a director.

The Rt. Hon. The Earl of Cromer has served as the Chairman and Director of the Fund since 1994 and was selected given his experience in Asian financial markets. Lord Cromer is the Chairman of Western Provident Association, LG India Plus Fund Ltd, Pedder Street Asia Absolute Return Fund Limited and LG Asia Plus Fund Limited. He also serves as Director of the Cheetah Korea Fund Ltd and as Chief Executive Officer of Cromer Associates Limited.

Simon Crinage is an interested director^[2] of the Fund and was selected given his experience as both an officer and director in the financial services industry. Mr. Crinage, Managing Director, is the Head of J.P. Morgan Asset Management's closed-end fund business. He has waived his entitlement to his directors' fees and therefore draws no compensation as a Director of the Fund.

The following table presents information concerning the Nominees and the current Directors and Officers of the Fund. The information includes their positions and principal occupations during the last five (5) years.

Name, Address and YOB	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Funds in Fund Complex Overseen by Director*	Other Directorships Held by Director During the Past Five Years
INDEPENDENT DIRECTORS OR NOMINEES					
The Rt. Hon. The Earl of Cromer (Nominee) (1946) 60 Victoria Embankment London EC4Y 0JP United Kingdom	Chairman and Class I Director	Three year term ends in 2015; Chairman and Director since 1994	Chairman of the Board of the Fund; Chairman of the Board, Western Provident Association (insurance), LG India Plus Fund Ltd (financial); Pedder Street Asia Absolute Return Fund Limited (financial); LG Asia Plus Fund Limited (financial); Director, Cheetah Korea Fund Ltd (financial); Sr. Partner, 4 th Generation LP (financial); and Chief Executive Officer, Cromer Associates Limited (family business).	1	See Principal Occupation

² “Interested Director” is defined as a director who is an “interested person” within the meaning of Section 2(a)(19) of the 1940 Act.

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Name, Address and YOB	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Funds in Fund Complex Overseen by Director*	Other Directorships Held by Director During the Past Five Years
Alexander R. Hamilton (1941) P.O. Box 12343 General Post Office Hong Kong	Class II Director	Three year term ends in 2016; Director since 1994	Director of Citic Limited (infrastructure), Cosco International Holdings Limited (shipping); Esprit Holdings Limited (clothing retail), Shangri-La Asia Limited (hotels), DBS Bank (HK) (financial services), Vitagreen Health Products (healthcare) and Octopus Cards Limited (financial services). Former Director of China Cosco Holdings Co. Limited (shipping) (retired May 2011).	1	See Principal Occupation
John R. Rettberg (1937) 1 Beacon Street 18th Floor Boston, MA 02108 USA 6	Class II Director	Three year term ends in 2016; Director since 2008	Former Trustee, JPMorgan Alternative Products mutual fund Board (1997 to 2009).	1	See Principal Occupation

Name, Address and YOB	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Funds in Fund Complex Overseen by Director*	Other Directorships Held by Director During the Past Five Years
Julian M.I. Reid (1944) 60 Victoria Embankment London EC4Y 0JP United Kingdom	Class III Director	Three year term ends in 2017; Director since 1998	Chief Executive Officer of 3a Funds Group (financial); Director and Chairman of Morgan's Walk Properties Limited (property), Director and Chairman of The Korea Fund, Inc. (financial); Director and Chairman of Prosperity Voskhod Fund (financial); Director and Chairman of ASA Limited (financial) and Director of JM Properties Limited (property).	1	See Principal Occupation
INTERESTED DIRECTOR					
Simon J. Crinage (Nominee) (1965) 60 Victoria Embankment London EC4Y 0JP United Kingdom	President and Class I Director	Three year term ends in 2015; Director since 2009; President since 2003**	Managing Director, J.P. Morgan.	1	Director of The Association of Investment Companies Limited and JF International Management Inc.
OFFICERS WHO ARE NOT DIRECTORS					
Neil S. Martin (1971) 60 Victoria Embankment London EC4Y 0JP United Kingdom	Chief Operating Officer and Treasurer	Since 2014**	Executive Director, J.P. Morgan.	N/A	N/A
Lucy Dina (1977) 60 Victoria Embankment London EC4Y 0JP United Kingdom	Secretary	Since 2013**	Vice President, J.P. Morgan.	N/A	N/A

Name, Address and YOB	Position(s) Held with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Funds in Fund Complex Overseen by Director*	Other Directorships Held by Director During the Past Five Years
Stephen M. Unger (1953) 270 Park Avenue New York, NY 10017 USA	Chief Compliance Officer	Since 2014**	Managing Director, J.P. Morgan Chase Bank NA.	N/A	N/A

* The Fund is the sole fund in the fund complex.

**The officers of the Fund serve at the discretion of the Board of Directors.

The following table sets forth the dollar range of equity securities in the Fund beneficially owned by each Director and Nominee as of March 13, 2015.

Name of Director	Dollar Range of Equity Securities in the Fund ¹
INDEPENDENT DIRECTORS	
The Rt. Hon. The Earl of Cromer	\$10,0001 - \$50,000
Alexander R. Hamilton	\$1 - \$10,000
Julian M.I. Reid	\$1 - \$10,000
John R. Rettberg	\$1 - \$10,000
INTERESTED DIRECTOR	
Simon J. Crinage	—

¹
Valuation
as of
March
13, 2015.

During the fiscal year ended December 31, 2014, the Board held a total of five (5) meetings. All of the directors attended all the Board and Committee meetings for which they were eligible to attend.

The Board has an Audit Committee and a corresponding written Charter. The Audit Committee members are Messrs. Hamilton, Rettberg, Reid and Lord Cromer, each of whom is an Independent Director. Each member of the Audit Committee is not an “interested person” of the Fund, as defined in Section 2(a)(19) of the 1940 Act and is “independent”,

as defined under Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Audit Committee has at least one (1) member who is an audit committee financial expert: John R. Rettberg, a non-interested and independent person. The Audit Committee is exempt from the independence requirements of the New York Stock Exchange, Inc. (the “NYSE”) under Section 303A.00 of the NYSE Listing Standards, because the Fund is a closed-end fund. The Audit Committee met three (3) times during the fiscal year ended December 31, 2014 with all members present.

The Audit Committee meets with the Fund’s independent registered public accounting firm to review whether satisfactory accounting procedures are being followed by the Fund and whether internal accounting controls are adequate, to inform itself with regard to non-

audit services performed by the independent registered public accounting firm (if any) and to review fees charged by the independent registered public accounting firm. The Audit Committee, composed of all of the Independent Directors, also recommends to the Board the selection of the independent registered public accounting firm. The Fund's written Audit Committee Charter is available on the Fund's website at www.jpmchinaregionfund.com.

The Board also has a Management Engagement Committee. The Management Engagement Committee members are Messrs. Hamilton, Rettberg, Reid and The Rt. Hon. The Earl of Cromer. Each member of the Management Engagement Committee is an Independent Director. The Management Engagement Committee evaluates the investment performance of the Fund's portfolio and considers the renewal of the Fund's investment management contract, generally for an additional one (1) year period. The Management Engagement Committee met once during the fiscal year ended December 31, 2014 with all members present. The Fund's Management Engagement Committee does not have a written charter.

The Board has a Nominating Committee. The Nominating Committee consists of all of the Independent Directors. The Nominating Committee is exempt from the independence requirements of the NYSE under Section 303A.00 of the NYSE Listing Standards, because the Fund is a closed-end fund. The Nominating Committee is responsible for identifying individuals believed to be qualified to become directors and recommending to the Board such nominees to stand for election at the Fund's annual meeting of stockholders and to fill any vacancies on the Board. The Nominating Committee met one (1) time during the fiscal year ended December 31, 2014 with all members present. The Fund's written Nominating Committee Charter is available on the Fund's website at www.jpmchinaregionfund.com.

The Fund's Nominating Committee believes that it is in the best interest of the Fund and its stockholders to obtain highly qualified candidates to serve as members of the Board. The Nominating Committee has not established a formal process for identifying candidates where a vacancy exists on the Board. In nominating candidates, the Nominating Committee may take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with investment companies and other organizations of comparable purpose, complexity, size and subject to similar legal restrictions and oversight, the interplay of the candidate's experience with the experience of other directors, and the extent to which the candidate would be a desirable addition to the Board and any committees thereof. Although the Board does not have a specific policy with respect to diversity, the Nominating Committee will consider the extent to which potential candidates possess sufficiently diverse skill sets and diversity characteristics that would contribute to the Board's overall effectiveness. The Nominating Committee periodically reviews the role of the Nominating Committee and the Nominating Committee Charter and makes recommendations to the Independent Directors with respect thereto.

The Fund's Nominating Committee will consider director candidates recommended by stockholders and submitted in accordance with applicable law and procedures as described in this Proxy Statement (see "Deadline For Stockholder Proposals" below).

The Nominating Committee also considers the Directors' fees periodically and when otherwise required, and makes recommendations to the Board in connection with such fees. In considering and recommending director compensation, the Nominating Committee may conduct research regarding competitor funds, and utilize independent research. The Nominating Committee may also obtain outside legal and professional advice in determining or recommending director compensation and the execution of its duties generally. During the fiscal year ended December 31, 2014, the Fund did not utilize a compensation consultant in determining or recommending director compensation.

In November 2014, the Board through its Nominating Committee, considered succession planning and the need to refresh its Board and Committees. As a result, it has discussed the anticipated retirement of two (2) Directors in 2016. The Board intends to recruit two (2) new Directors in place of those retiring and will ensure it maintains an appropriate balance of skills.

The Board has a Pricing Committee. The Pricing Committee consists of all of the Independent Directors. Pursuant to the Pricing Committee Charter, the primary responsibilities of the Pricing Committee are the general oversight of the Fund's investment valuation and fair value pricing processes, periodic review of the Fund's valuation processes and approval of any appropriate changes to the same, and as appropriate participating in the determination of the valuations of the Fund's investments with the input of Fund Management. There were no meetings of the Pricing Committee during the fiscal year ended December 31, 2014. The Fund's written Pricing Committee Charter is available on the Fund's website at www.jpmchinaregionfund.com.

The Fund does not have a formal policy regarding director attendance at the annual meeting of stockholders. However, all of the directors of the Fund then in office attended the May 8, 2014 Annual Meeting of Stockholders.

COMPENSATION OF DIRECTORS AND OFFICERS

The table below sets forth the compensation paid by the Fund to its directors who received such compensation for the year ended December 31, 2014. The Fund's Nominating Committee performs the functions of a Compensation Committee.

Name of Person, Position	Fees earned or paid in cash by the Fund	Stock Awards (\$)	Options Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Chance in pension value and nonqualified deferred compensation earnings (\$)*	All other compensation (\$)	Estimated Annual Benefits Upon Retirement*	Total Compensation From Fund and Fund Complex Paid to Directors
INDEPENDENT DIRECTORS								
The Rt. Hon. The Earl of Cromer, Chairman and Director	\$59,750	None	None	None	None	None	None	\$59,750
Alexander R. Hamilton, Director	\$53,250	None	None	None	None	None	None	\$53,250
Julian M.I. Reid, Director	\$48,850	None	None	None	None	None	None	\$48,850
John R. Rettberg, Director	\$48,850	None	None	None	None	None	None	\$48,850
INTERESTED DIRECTOR								
Simon J. Crinage	None	None	None	None	None	None	None	None
Total	\$210,700	None	None	None	None	None	None	\$210,700

* The directors of the Fund do not receive any pension or retirement benefits from the Fund or the Fund's Investment Advisor.

The Independent Directors' compensation from the Fund consists solely of Independent Directors' annual fees and attendance fees. Each Independent Director is paid an annual fee of at least \$24,100 plus \$3,300 per Board meeting attended, \$3,300 per Audit Committee meeting attended and \$3,300 per Management Engagement Committee

meeting attended. The Chairman is paid an annual fee of \$35,000 plus \$3,300 per Board meeting attended, \$3,300 per Audit Committee meeting attended and \$3,300 per Manage