

TAIWAN FUND INC
Form DEF 14A
December 09, 2005

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant b
Filed by a party other than the Registrant o
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

THE TAIWAN 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.
- 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:

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

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o 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:

Table of Contents

THE TAIWAN FUND, INC.
225 Franklin Street, Boston, Massachusetts 02110
For questions about the Proxy Statement, please call (800) 636-9242

December 9, 2005

Dear Stockholder:

Enclosed you will find a Notice and Proxy Statement for the Annual Meeting of Stockholders of The Taiwan Fund, Inc. to be held on Thursday, January 19, 2006.

The only matter on which you, as a stockholder of the Fund, are being asked to vote is the election of the Fund's directors. The Board of Directors recommends that you vote in favor of the re-election of eight of the Fund's existing directors listed on the proxy card.

YOUR VOTE IS IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES YOU OWN. PLEASE TAKE A FEW MINUTES TO REVIEW THIS MATERIAL, CAST YOUR VOTE ON THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE. YOUR PROMPT RESPONSE IS NEEDED TO AVOID FOLLOW-UP MAILINGS WHICH WOULD INCREASE COSTS PAID BY ALL STOCKHOLDERS.

Thank you very much for your assistance.

Sincerely,

Benny T. Hu
President

Table of Contents

**THE TAIWAN FUND, INC.
Notice of Annual Meeting of Stockholders
January 19, 2006**

To the Stockholders of THE TAIWAN FUND, INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of The Taiwan Fund, Inc. (the Fund) will be held at the offices of State Street Bank and Trust Company, 2 Avenue de Lafayette, Blackwell Theater, 2nd Floor, Boston, MA 02111, on Thursday, January 19, 2006 at 2:00 p.m., Boston time, for the following purposes:

(1) To elect eight directors to serve for the ensuing year.

(2) To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on November 18, 2005 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting or any adjournments thereof.

You are cordially invited to attend the meeting. Stockholders who do not expect to attend the meeting in person are requested to complete, date and sign the enclosed form of proxy and return it promptly in the envelope provided for that purpose. The enclosed proxy is being solicited by the Board of Directors of the Fund.

By order of the Board of Directors

Adelina Louie
Secretary

December 9, 2005

TABLE OF CONTENTS

PROXY STATEMENT

INTRODUCTION

ELECTION OF DIRECTORS

Information Concerning Directors, Nominees and Officers

Stockholder Communications

Ownership of Securities

Transactions with and Remuneration of Officers and Directors

Required Vote

Audit Committee Report

Independent Registered Public Accounting Firm

Security Ownership of Certain Beneficial Owners

Section 16(a) Beneficial Ownership Reporting Compliance

Miscellaneous

Stockholder Proposals

Table of Contents

**PROXY STATEMENT
THE TAIWAN FUND, INC.
INTRODUCTION**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of THE TAIWAN FUND, INC. (the Fund) for use at the Annual Meeting of Stockholders, to be held at the offices of State Street Bank and Trust Company, 2 Avenue de Lafayette, Blackwell Theater, 2nd Floor, Boston, MA 02111, on Thursday, January 19, 2006 at 2:00 p.m., Boston time, and at any adjournments thereof. The Fund's investment adviser is HSBC Investments (Taiwan) Limited (the Adviser), 99 Tun Hwa South Road, Section 2, Taipei, Taiwan, ROC.

The approximate date on which this Proxy Statement and the form of proxy will be mailed to stockholders is December 9, 2005. Any stockholder giving a proxy has the power to revoke it by mail (addressed to the Secretary of the Fund c/o the Fund's administrator, State Street Bank and Trust Company, at the Fund's address at 225 Franklin Street, Boston, Massachusetts 02110) or in person at the meeting, by executing a superseding proxy or by submitting a notice of revocation to the Fund. All properly executed proxies received in time for the meeting will be voted as specified in the proxy or, if no specification is made, for the election of directors described in this Proxy Statement. Abstentions and broker non-votes are each included in the determination of the number of shares present at the meeting for purposes of determining the presence of a quorum.

The Board of Directors has fixed the close of business on November 18, 2005 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting and at any adjournment thereof. Stockholders on the record date will be entitled to one vote for each share held, with no shares having cumulative voting rights. As of the record date, the Fund had outstanding 16,365,572 shares of common stock.

Management of the Fund knows of no business other than that mentioned in Proposal (1) of the Notice of Meeting which will be presented for consideration at the meeting. If any other matter is properly presented, it is the intention of the persons named in the enclosed proxy to vote in accordance with their best judgment.

The Fund will furnish, without charge, a copy of its annual report for its fiscal year ended August 31, 2005 to any stockholder requesting such report. Requests for the annual report should be made in writing to The Taiwan Fund, Inc., 225 Franklin Street, Boston, Massachusetts 02110, Attention: William Cox, or by calling (800) 636-9242.

ELECTION OF DIRECTORS

Persons named in the accompanying form of proxy intend in the absence of contrary instruction to vote all proxies for the election of the eight nominees listed below as directors of the Fund to serve for the next year, or until their successors are elected and qualified. Each of the nominees for director has consented to be named in this Proxy Statement and to serve as a director of the Fund if elected. The Board of Directors of the Fund has no reason to believe that any of the nominees named below will become unavailable for election as a director, but if that should occur before the Annual Meeting for the Fund, the persons named as proxies in the proxy cards will vote for such persons as the Board of Directors of the Fund may recommend.

Table of Contents**Information Concerning Directors, Nominees and Officers**

The following table sets forth certain information concerning each of the directors, nominees as a director and officers of the Fund.

Name, Address, and Age	Position(s) Held with Fund	Director Since	Principal Occupation(s) or Employment During Past Five Years	Other Directorships in Publicly-Held Companies or Funds
Independent Current Directors				
Harvey Chang (54) # 21F, No. 172-1, Section 2 Ji-Lung Road Taipei, Taiwan, ROC 106	Chairman of the Board (since July 2005) and Director	2005	President and Chief Executive Officer, Taiwan Mobile Company Limited (September 2003-present); Senior Vice President and Chief Financial Officer, Taiwan Semiconductor Manufacturing Company (February 1998-September 2003).	Director, Taiwan Mobile Co. Ltd. (2003-present).
Shao-Yu Wang (82) # Apt. 5H No. 56 Tun Hwa South Road, Section 2 Taipei, Taiwan, ROC	Director	1986	Chairman of the Board of Trustees, Soochow University (1987- present); Chairman of the Board of Trustees, Min Chuan University, (1986-present); Chairman of the Board of Trustees, Fu-Dan High School (1986-present); Chairman, Evernew Biotech, Inc. (1985-present); Director, TSR Corp. (1985-present); Chairman, TSR Corp. (2005-present); Chairman of the Board of Directors, The Taiwan Fund, Inc. (1986-July 1985).	Director, America California Bank (2003- present).

Table of Contents

Name, Address, and Age	Position(s)		Principal Occupation(s) or Employment During Past Five Years	Other Directorships in Publicly-Held Companies or Funds
	Held with Fund	Director Since		
Christina Liu (49) # Suite 312, No. 3-1 Jinan Road Taipei, Taiwan, ROC	Director	2005	Consultative Board Member, Commission On Economic Planning and Development, Executive Yuan, Taiwan, ROC (1996-present); Consultative Board Member, Central Deposit Insurance Corp. Taiwan, ROC (1996-2002).	Director, Taiwan Stock Exchange (1995-2005).
Joe O. Rogers (57) # 2477 Foxwood Drive Chapel Hill, NC 27514	Director	1986	Organizing Member, The Rogers Team LLC (July 2001-present); Manager, The J-Squared Team LLC (April 2003-May 2004); Executive Vice President, Business Development, Planet Portal Inc. (September 1999-May 2001).	Director and Member of the Audit Committee, The China Fund, Inc. (1992-present).
Lawrence F. Weber (72)# 156 Ide Rd. Williamstown, MA 01267	Director	1995	Independent Consultant (1993-present).	
M. Christopher Canavan, Jr. (67) # 73 Brook Street Wellesley, MA 02482	Director	2003	Independent Consultant (2000-present); Partner, PricewaterhouseCoopers LLP (Coopers & Lybrand) (1972-1999).	Director and Chairman of the Audit Committee, Bruker Biosciences, Inc. (2000-present).
Anthony Kai Yiu Lo (56) # 1201 Sun Hung Kai Centre 30 Harbor Road Wanchai, Hong Kong	Director	2003	Director, Advantage Ltd. (2004-present); Founder and Managing Director, Advantage Ltd. (1999-August 2004); Vice Chairman, ABN Amro HG Asia Ltd. (1998-1999).	Member of Listing Committee, Stock Exchange of Hong Kong Ltd. (1996-present).

Table of Contents

Name, Address, and Age	Position(s)		Principal Occupation(s) or Employment During Past Five Years	Other Directorships in Publicly-Held Companies or Funds
	Held with Fund	Director Since		
Interested Current Directors				
*Benny T. Hu (56) # 30 F, 99 Tun Hwa South Road, Section 2 Taipei, Taiwan, ROC	President and Director	1993	Chairman, China Development Industrial Bank (June 2003-May 2004); Chairman, China Development Asset Management Corp. (June 2001-May 2004); Ambassador-at-Large, Republic of China (May 2001-present).	Director, USI Far East Corp. (2004-present); Supervisor, China Steel Corp. (2004-present); Supervisor, Winbond Electronics Corp. (2002-present); Director, China Development Financial Holding Corp. (June 2001-May 2004); Director, Yangming Marine Transport Corp. (2001-present).
*Blair Pickerell (49) # Level 22, HSBC Main Building 1 Queen's Road Central Hong Kong	Director	2005	Chairman, HSBC Investments (Taiwan) Ltd. (May 2003-present); Chief Executive Officer, Asia-Pacific, HSBC Investments Ltd. group of entities in Asia Pacific (May 2003-present); Managing Director, Capital Holdings Ltd. (January 2003-May 2003); Managing Director, JF Asset Management Ltd. (August 1999-December 2002).	

Table of Contents

Name, Address, and Age	Position(s)		Director Since	Principal Occupation(s) or Employment During Past Five Years	Other Directorships in Publicly-Held Companies or Funds
	Held with Fund				
Officers					
*Adelina Louie (39) 99 Tun Hwa South Road Section 2 Taipei, Taiwan, ROC	Secretary, Treasurer and Chief Compliance Officer		2004	Chief Operating Officer, HSBC Investments (Taiwan) Ltd. (March 2004-present); Area Commercial Manager, HSBC (U.K.) Ltd. (February 2002-March 2004); Senior Vice President, Custody & Clearing, HSBC (Indonesia) Limited (June 2000- February 2002); Vice President, Custody & Clearing, HSBC (Philippines) Ltd. (May 1998-June 2000).	
Leonard B. Mackey, Jr. (54)	Assistant Secretary		July 2004	Partner, Clifford Chance US LLP and its predecessor firms (since 1983).	
Mary Moran Zeven (44)	Assistant Secretary		July 2005	Senior Vice President and Senior Managing Counsel, State Street Bank and Trust Company (2002-present); and Vice President and Counsel, State Street Bank and Trust Company (2000-2002).	

Nominee for director.

* Director, nominee or officer is considered to be an interested person (as defined in the Investment Company Act of 1940, as amended (the 1940 Act)) of the Fund or of the Adviser. Mr. Hu is considered to be an interested person because he is the President of the Fund. Mr. Pickerell and Ms. Louie are considered to be interested persons because of their affiliations with the Adviser.

There is one Portfolio in the Fund Complex overseen by the Directors.

The Fund's Board of Directors has a separately designated Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act) which is responsible for reviewing financial and accounting matters. The Fund's Audit Committee is composed of directors who are independent (as defined in the New York Stock Exchange, Inc. (NYSE) listing standards, as may be modified or supplemented) and not interested persons of the Fund and its actions are governed by the Fund's Audit Committee Charter. The current

Table of Contents

members of the Audit Committee are Messrs. Canavan, Rogers, Lo and Weber. The Audit Committee convened eight times during the fiscal year ended August 31, 2005.

The Fund's Board of Directors has a Nominating Committee which is responsible for recommending individuals to the Board for nomination as members of the Board and its Committees. The Nominating Committee does not consider nominees recommended by the security holders. The Board believes that it is appropriate for the Fund to not have such a policy because the Committee has not previously received any director candidate recommendations from a non-director stockholder. The Fund's Nominating Committee is composed of directors who are not interested persons of the Fund (as defined in Section 2(a)(19) of the 1940 Act), and independent (as defined in the NYSE listing standards), and its actions are governed by the Fund's Nominating Committee Charter which was filed as an exhibit to the Fund's proxy statement dated December 20, 2004. The current members of the Nominating Committee are Messrs. Canavan, Chang, Lo and Weber. The Nominating Committee met once during the fiscal year ended August 31, 2005.

Persons recommended by the Fund's Nominating Committee as candidates for nomination as directors are required to possess such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Fund, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or any listing requirements of the NYSE.

The Fund's Board of Directors has a Fair Valuation Committee which is responsible for establishing and monitoring policies and procedures reasonably designed to ensure that the Fund is valued appropriately, objectively and timely, reflecting current market conditions. The Fund's Fair Valuation Committee is composed of directors who are not interested persons of the Fund as well as certain employees of the Fund's Adviser. The current Directors who are members of the Fair Valuation Committee are Messrs. Canavan, Lo and Weber. The Fair Valuation Committee met twice during the fiscal year ended August 31, 2005.

On July 18, 2005, the Fund's Board of Directors formed an Investment Management Oversight Committee. The Investment Management Oversight Committee is responsible for overseeing and evaluating the nature and quality of the investment services provided to the Fund by its investment adviser in order to assist the Board in overseeing the investment services being provided to the Fund by its investment adviser. The current members of the Investment Management Oversight Committee are Messrs. Chang and Hu and Ms. Liu. The Investment Management Oversight Committee met once during the fiscal year ended August 31, 2005.

The Board of Directors of the Fund held four regular meetings and one special meeting during the fiscal year ended August 31, 2005. For the fiscal year ended August 31, 2005, Mr. Wang attended all five of the regular meetings of the Board but was absent from four of seven audit committee meetings held during the period while he was a member of that committee. As a result, Mr. Wang did not attend at least

Table of Contents

seventy-five percent of the aggregate number of meetings of the Board and of any committee on which he served held during the time he was a member of the Board or the relevant committee. For the fiscal year ended August 31, 2005, Mr. Hu and Ms. Liu did not attend at least seventy-five percent of the aggregate number of meetings of the Board and of any committee on which they served held during the time they were members of the Board or the relevant committee.

For annual or special stockholder meetings, directors may but are not required to attend the meetings; and for the Fund's last annual stockholder meeting, four Directors attended the meeting.

Stockholder Communications

Stockholders may send communications to the Fund's Board of Directors by addressing the communication directly to the Board (or individual Board members) and/or clearly indicating that the communication is for the Board (or individual Board members). The communication may be sent to either the Fund's office or directly to such Board member(s) at the address specified for each Director above. Other stockholder communications received by the Fund not directly addressed and sent to the Board will be reviewed and generally responded to by management, and will be forwarded to the Board only at management's discretion based on the matters contained therein.

Ownership of Securities

The following table sets forth information regarding the ownership of securities in the Fund by directors and nominees for director as of November 29, 2005.

Name of Director or Nominee	Dollar Range of Equity Securities in the Fund	Aggregate Dollar Range of Equity Securities in All Funds Overseen or to be Overseen by Director or Nominee in Family of Investment Companies
Current Directors		
Harvey Chang	None	None
Shao-Yu Wang	None	None
Christina Liu	None	None
Joe O. Rogers	\$10,000-\$50,000	\$10,000-\$50,000
Lawrence F. Weber	None	None
M. Christopher Canavan, Jr.	None	None
Anthony Kai Yiu Lo	None	None
Benny T. Hu	None	None
Blair Pickerell	None	None

Table of Contents

The term Family of Investment Companies means two or more registered investment companies that share the same investment adviser or principal underwriter and hold themselves out to investors as related companies for the purposes of investment and investor services.

No director or nominee for election as director who is not an interested person of the Fund, or any immediate family member of such person, owns securities in the Adviser, or a person directly or indirectly controlling, controlled by, or under common control with the Adviser.

Transactions with and Remuneration of Officers and Directors

The aggregate remuneration, including expenses relating to attendance at board meetings reimbursed by the Fund, paid in cash to directors not affiliated with the Adviser was \$377,971 during the fiscal year ended August 31, 2005. The Fund currently pays each director that is not affiliated with the Adviser an annual fee of \$15,000 plus \$2,000 for each directors meeting and committee meeting attended in person, and \$2,000 for each meeting attended by telephone.

The Adviser pays the compensation and certain expenses of Ms. Adelina Louie, an employee of the Adviser who serves as Secretary, Treasurer and Chief Compliance Officer of the Fund. Ms. Louie may participate in the advisory fees paid by the Fund to the Adviser, although the Fund makes no direct payments to her.

The following table sets forth the aggregate compensation from the Fund paid to each director during the fiscal year ended August 31, 2005, as well as the total compensation earned by each director from the Fund and other funds advised by the Adviser or its affiliates (collectively, the Fund Complex).

Name of Person	Aggregate Compensation From Fund(1)	Pension or Retirement	Estimated Annual Benefits Upon Retirement	Total Compensation From Fund and Fund Complex Paid to Directors(2)
		Benefits Accrued As Part of Fund Expenses		
Harvey Chang	\$ 14,125			\$ 14,125
Shao-Yu Wang	\$ 27,500			\$ 27,500
Christina Liu	\$ 10,125			\$ 10,125
Joe O. Rogers	\$ 35,500			\$ 35,500
Lawrence F. Weber	\$ 32,500			\$ 32,500
M. Christopher Canavan, Jr.	\$ 41,500			\$ 41,500
Anthony Kai Yiu Lo	\$ 35,500			\$ 35,500
Benny T. Hu	\$ 22,500			\$ 22,500
Blair Pickerell				

(1) Includes all compensation paid to directors by the Fund. The Fund's directors do not receive any pension or retirement benefits as compensation for their service as directors of the Fund.

(2) There are currently 21 funds in the Fund Complex.

Table of Contents

Required Vote

The election of each director will require the affirmative vote of a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote for the election of the directors. For this purpose, votes that are withheld and broker non-votes will have no effect on the outcome of the elections.

THE BOARD OF DIRECTORS OF THE FUND RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF THE EIGHT NOMINEES FOR DIRECTORS.

Audit Committee Report

The Audit Committee has reviewed and discussed the Fund's audited financial statements for the fiscal year ended August 31, 2005 with management, the Adviser and KPMG LLP, the Fund's independent registered public accounting firm (KPMG), and has discussed with KPMG the matters required to be discussed by Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU Section 380), as may be modified or supplemented. The Audit Committee has received the written disclosures and letter from KPMG required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), as may be modified or supplemented, and has discussed with KPMG its independence. Based on the Audit Committee review and discussions referred to in the two preceding sentences, the Audit Committee recommended to the Board of Directors that the audited financial statements of the Fund for the fiscal year ended August 31, 2005 be included in its annual report to stockholders and the Fund's annual report filed with the Securities and Exchange Commission.

Joe Rogers, *Chairman of the Audit Committee*

M. Christopher Canavan, Jr., *Member of the Audit Committee*

Anthony Lo, *Member of the Audit Committee*

Lawrence F. Weber, *Member of the Audit Committee*

Independent Registered Public Accounting Firm

KPMG serves as the Fund's independent registered public accounting firm, auditing and reporting on the annual financial statements of the Fund and reviewing certain regulatory reports and the Fund's federal income tax returns. KPMG also performs other professional audit and certain allowable non-audit services, including tax services, when the Fund engages it to do so. Representatives of KPMG are expected to be available via telephone at the Meeting and will have an opportunity to make a statement if they desire. Such representatives are expected to be available to respond to appropriate questions at the Meeting.

Audit Fees. The aggregate fees billed by KPMG in connection with the annual audits of the Fund for the fiscal years ended August 31, 2005 and 2004 were \$51,000 and \$47,500, respectively.

Table of Contents

Audit-Related Fees. The aggregate fees billed by KPMG for audit-related services in the amount of \$6,500 for the year ended August 31, 2005 were related to the performance of the audit or review of the Fund's financial statements and are not reported under the section Audit Fees above. The aggregate fees billed by KPMG for audit-related services in the amount of \$27,500 for the year ended August 31, 2004 were related to the performance of agreed-upon procedures on the Fund's performance results as published in monthly reports on the Fund's website and on the Fund's semi-annual financial statements.

Tax Fees. The aggregate fees billed by KPMG for professional services rendered by KPMG for tax compliance, tax advice and tax planning (consisting of a review of the Fund's income tax returns and tax distribution requirements) for the fiscal years ended August 31, 2005 and 2004 were \$11,250 and \$10,500, respectively.

All Other Fees. There were no other fees billed by KPMG for services rendered to the Fund for the fiscal years ended August 31, 2005 and 2004.

Audit Committee Pre-approval. The Audit Committee's policy is to pre-approve all auditing and non-auditing services to be provided to the Fund by the Fund's independent registered public accounting firm. All of the audit and the tax services described above for which KPMG billed the Fund fees for the fiscal years ended August 31, 2005 and 2004 were pre-approved by the Audit Committee.

KPMG did not bill any non-audit fees for services rendered to the Fund's Adviser, or any entity controlling, controlled by, or under the common control with the Adviser that provides ongoing services to the Fund, for the fiscal years ended August 31, 2005 and 2004.

Security Ownership of Certain Beneficial Owners

Set forth below is information with respect to persons who, to the knowledge of the management of the Fund, owned beneficially more than 5% of the Fund's outstanding shares as of November 23, 2005. The information is based on publicly available Schedule 13D and 13G disclosures filed with the Securities and Exchange Commission.

Table of Contents

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class*
Common Stock	City of London Investment Management 10 Eastcheap London EN EC3M 1LX, England	Has sole power to vote and dispose of 2,293,537 shares.	14.01%
Common Stock	Lazard Asset Management LLC 30 Rockefeller Plaza New York, New York 10112	Has sole power to vote and dispose of 1,561,900 shares.	9.54%

* Percentages are based on the number of outstanding shares of the Fund as of November 23, 2005.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires that the Fund's officers and directors, and beneficial owners of more than 10% of any class of equity security registered pursuant to Section 12 of the Exchange Act, make certain filings on a timely basis under Section 16(a) of the Exchange Act. Based solely on a review of copies of such reports of ownership furnished to the Fund, the Fund believes that during the past fiscal year all of its officers, directors and greater than 10% beneficial holders complied with all applicable filing requirements.

Miscellaneous

Proxies will be solicited by mail and may be solicited in person or by telephone or telegraph by officers of the Fund or personnel of the Adviser. The Fund has retained Georgeson Shareholder Communications Inc. to assist in the proxy solicitation. The cost of their services is estimated at \$7,500, plus out-of-pocket expenses. The expenses connected with the solicitation of these proxies and with any further proxies which may be solicited by the Fund's officers or Georgeson Shareholder Communications Inc. in person, by telephone, by facsimile, or by telegraph will be borne by the Fund. The Fund will reimburse banks, brokers, and other persons holding the Fund's shares registered in their names or in the names of their nominees for their expenses incurred in sending proxy material to and obtaining proxies from the beneficial owners of such shares.

No business other than as set forth herein is expected to come before the meeting, but should any other matter requiring a vote of stockholders arise, the persons named in the enclosed proxy will vote thereon according to their best judgment in the interests of the Fund.

Table of Contents

Stockholder Proposals

In order to submit a stockholder proposal to be considered for inclusion in the Fund's proxy statement for the Fund's 2007 Annual Meeting of Stockholders, stockholder proposals must be received by the Fund (addressed to The Taiwan Fund Inc., 225 Franklin Street, Boston, Massachusetts 02110) not later than August 18, 2006. Any stockholder who desires to bring a proposal at the Fund's 2006 Annual Meeting of Stockholders without including such proposal in the Fund's proxy statement, must deliver written notice thereof to the Secretary of the Fund (addressed to The Taiwan Fund, Inc., 225 Franklin Street, Boston, Massachusetts 02110), not before October 27, 2006 and not later than November 28, 2006.

By order of the Board of Directors,

Adelina Louie
Secretary

225 Franklin Street
Boston, Massachusetts 02110
December 9, 2005

Table of Contents

PROXY

PROXY

**THE TAIWAN FUND, INC.
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
ANNUAL MEETING OF STOCKHOLDERS JANUARY 19, 2006**

The undersigned hereby appoints Joe O. Rogers, Adelina Louie and Mary Moran Zeven, and each of them, the proxies of the undersigned, with full power of substitution to each of them, to vote all shares of The Taiwan Fund, Inc. which the undersigned is entitled to vote at the Annual Meeting of Stockholders of The Taiwan Fund, Inc. to be held at the offices of State Street Bank and Trust Company, 2 Avenue de Lafayette, Blackwell Theater, 2nd Floor, Boston, MA 02111, on Thursday, January 19, 2006 at 2:00 p.m., Boston time, and at any adjournments thereof, unless otherwise specified in the boxes provided on the reverse side hereof, for the election of the directors named on the reverse side and in their discretion, on any other business which may properly come before the meeting or any adjournments thereof. The undersigned hereby revokes all proxies with respect to such shares heretofore given. The undersigned acknowledges receipt of the Proxy Statement dated December 9, 2005.

PLEASE VOTE, DATE AND SIGN ON OTHER SIDE AND RETURN PROMPTLY IN ENCLOSED ENVELOPE.

Please sign exactly as your name(s) appear(s). When signing as attorney, executor, administrator, trustee or guardian, please give your full title as such.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

FRONT OF PROXY CARD

Table of Contents

THE TAIWAN FUND, INC.
C/O EQUISERVE TRUST COMPANY, N.A.
P.O. BOX 8694
EDISON, NJ 08818-8694

b Please mark your votes as in this example.

THE TAIWAN FUND, INC.

1. The election of the following persons to serve as directors of the Taiwan Fund, Inc. for the next year or until their successors are elected and qualified.

Nominees: (01) Shao-Yu Wang., (02) Benny T. Hu, (03) Harvey Chang, (04) Christina Liu, (05) Joe O. Rogers,
(06) Blair Pickerell,
(07) M. Christopher Canavan and (08) Anthony Kai Yiu Lo

FOR ALL NOMINEES WITHHELD FROM ALL NOMINEES

For all nominees except as noted above

Mark box at right if an address change or comment has been noted on the reverse side of this card.

Please be sure to sign and date this Proxy.

Date:

Stockholder sign here
RECORD DATE SHARES:

Co-owner sign here

BACK OF CARD