

TAIWAN FUND INC
Form DEF 14A
March 06, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a 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))**
- x 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):

- x 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:

Edgar Filing: TAIWAN FUND INC - Form DEF 14A

(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:

.. 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:

THE TAIWAN FUND, INC.

c/o State Street Bank and Trust Company,

P.O. Box 5049, One Lincoln Street,

Boston, Massachusetts 02111-5049

For questions about the Proxy Statement, please call (877) 864-5056

March 6, 2015

Dear Stockholder:

The Annual Meeting of Stockholders of The Taiwan Fund, Inc. (the Fund) will be held at 9:00 a.m., Eastern Time on Tuesday, April 21, 2015, at the offices of Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019. A Notice and Proxy Statement regarding the Meeting, proxy card for your vote, and postage prepaid envelope in which to return your proxy card are enclosed.

The matters on which you, as a stockholder of the Fund, are being asked to vote are (1) the election of the Fund's directors; and (2) to remove the Fund's investment limitation that restricts the Fund's equity investments to securities listed and traded on the Taiwan stock exchange or traded in the over-the-counter market in Taiwan (collectively, Taiwan Traded Securities).

The Board of Directors recommends that you vote FOR the proposals.

Respectfully,

Brian F. Link

Secretary

STOCKHOLDERS ARE STRONGLY URGED TO VOTE BY TELEPHONE, BY INTERNET OR BY SIGNING AND MAILING THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED FOR THAT PURPOSE TO ENSURE A QUORUM AT THE MEETING.

THE TAIWAN FUND, INC.

Notice of the Annual Meeting of Stockholders

April 21, 2015

To the Stockholders of The Taiwan Fund, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the Meeting) of The Taiwan Fund, Inc. (the Fund) will be held at the offices of Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019, on April 21, 2015 at 9:00 a.m., local time, for the following purposes:

- (1) To elect seven directors to serve for the ensuing year;
- (2) To remove the Fund s investment limitation that restricts the Fund s equity investments to securities listed and traded on the Taiwan stock exchange or traded in the over-the-counter market in Taiwan (collectively, Taiwan Traded Securities); and,
- (3) 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 February 27, 2015 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 vote by telephone, by Internet or by completing, dating and signing the enclosed form of proxy and returning it promptly in the envelope provided for that purpose. The enclosed proxy is being solicited by the Board of Directors of the Fund.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE MEETING ON APRIL 21, 2015:

This Notice and the Proxy Statement are available on the Internet at www.proxy-direct.com/twn-26427.

By order of the Board of Directors

BRIAN F. LINK

Secretary

March 6, 2015

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 or Corporation) for use at the Annual Meeting of Stockholders (the Meeting), to be held at the offices of Clifford Chance US LLP, 31 West 52 Street, New York, New York 10019, on Tuesday, April 21, 2015 at 9:00 a.m., local time, and at any adjournments thereof.

This Proxy Statement and the form of proxy card are being mailed to stockholders on or about March 6, 2015. Any stockholder giving a proxy has the power to revoke it by executing a superseding proxy by phone, Internet or mail following the process described on the proxy card or by submitting a notice of revocation to the Fund prior to the date of the Meeting or in person at the Meeting. 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 the directors, as described in this Proxy Statement.

The presence in person or by proxy of stockholders entitled to cast one third of the votes entitled to be cast thereat constitutes a quorum at all meetings of the stockholders. For purposes of determining the presence of a quorum for transacting business at the Meeting, executed proxies returned without marking a vote on Proposal 1 and Proposal 2 will be treated as shares that are present for quorum purposes. Abstentions are included in the determination of the number of shares present at the Meeting for purposes of determining the presence of a quorum. **If a stockholder is present in person or by proxy at the Meeting but does not cast a vote, the stockholder's shares will count towards a quorum but will have no effect on Proposal 1 and will have the effect of a vote to disapprove Proposal 2.** In the event a quorum is not present at the Meeting, or in the event that a quorum is present at the Meeting but sufficient votes to approve any of the proposed items are not received, holders of a majority of the stock present in person or by proxy have power to adjourn the meeting. If a quorum is present, a shareholder vote may be taken on one or more of the Proposals in this Proxy Statement prior to such adjournment if sufficient votes have been received for approval and it is otherwise appropriate. The chairman of the Meeting may adjourn any meeting of stockholders from time to time to a date not more than 120 days after the original record date without notice other than announcement at the meeting. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the Meeting as originally notified. The Fund may set a subsequent record date and give notice of it to stockholders, in which case the meeting may be held not more than 120 days beyond the subsequent record date.

The Board of Directors has fixed the close of business on February 27, 2015 as the record date for the determination of stockholders entitled to notice of and to vote at the Meeting and at any adjournments 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 8,224,331 shares of common stock.

Management of the Fund knows of no item of business other than those mentioned in Proposal 1 and Proposal 2 of the Notice of Meeting that 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, 2014 to any stockholder requesting such report. Requests for the annual report should be made in writing to The Taiwan Fund, Inc., c/o State Street Bank and Trust Company, P.O. Box 5049, One Lincoln Street, Boston, Massachusetts 02111, Attention: Scott Cohen, or by accessing the Fund's website at www.thetaiwanfund.com or by calling (877) 864-5056.

IMPORTANT INFORMATION

The proxy statement discusses important matters affecting the Fund. Please take the time to read the proxy statement, and then cast your vote. **You may obtain additional copies of the Notice of Meeting, Proxy Statement and form of proxy card by calling (877) 864-5056 or by accessing www.proxy-direct.com/twn-26427.**

There are multiple ways to vote. Choose the method that is most convenient for you. To vote by telephone or Internet, follow the instructions provided on the proxy card. To vote by mail simply fill out the proxy card and return it in the enclosed postage-paid reply envelope. **Please do not return your proxy card if you vote by telephone or Internet.** To vote in person, attend the Meeting and cast your vote. The Meeting will be held at the offices of Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019. To obtain directions to the Meeting, go to: www.cliffordchance.com, click on *Locations* and select *USA*. Finally, click on *New York* to see a map of the location. You may also obtain directions by calling 1-212-878-8000.

PROPOSAL 1 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 seven 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. None of the Directors is an interested person of the Fund (as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the 1940 Act)) (each an Independent Director)).

Information Concerning the Nominees

The following table sets forth certain information concerning each of the nominees as a director. Each nominee, with the exception of Messrs. Cheung and Kudlow, is currently serving as a director of the Fund.

| Name (Age) and Address of Directors or Nominees for Director | Position(s) Held with Fund | Director Since | Principal | Number of Funds in the Complex ⁽¹⁾ Overseen by the Director or Nominee | Other |
|---|----------------------------------|-------------------|---|--|--|
| | | | Occupation(s) or Employment During Past Five Years | | Directorships/ Trusteeships in Publicly Held Companies |
| Joe O. Rogers (66) 2477 Foxwood Drive Chapel Hill, NC 27514 | Director | 1986 | President, Roger International LLC (investment consultation) (2010-present); and Visiting Professor, Fudan University School of Management (2010-2012). | 1 | The China Fund, Inc. |
| M. Christopher Canavan, Jr. (75) 73 Brook Street Wellesley, MA 02482 | Director | 2003 | Retired; Independent Consultant (2000-2010). | 1 | None. |
| Chih T. Cheung (44) C2 Capital Limited Unit 516-521 Floor 5, No. 691 Quxi Road Shanghai, China 200011 | Nominee for Director | N/A | Managing Partner, C2 Capital Limited (investment firm) (2009-present). | N/A | None. |
| Michael F. Holland (70) 375 Park Avenue, Suite 2108 New York, New York 10152 | Director | 2007 | Chairman, Holland & Company L.L.C. (investment adviser) (1995-present). | 1 | Director, The Holland Balanced Fund, Inc., Reaves Utility Income Fund, The China Fund, Inc. and Blackstone Funds; Co-Chair and Trustee, State Street Master and Institutional Funds. |
| William C. Kirby (64) Morgan Hall 167 Harvard Business School Boston, MA 02163 | Director | 2013 | T. M. Chang Professor of China Studies (2006-present); Spangler Family Professor of Business Administration (2006-present); Chairman, Harvard China Fund (2006-present); Harvard University Distinguished Service Professor | 1 | The China Fund, Inc. and Cabot Corporation. |

(2006-present); and Director,
John K. Fairbank Center for
Chinese Studies, Harvard
University (2006-2014).

| Name (Age) and Address of Directors or Nominees for Director | Position(s) Held with Fund | Director Since | Principal | Number of Funds in the Complex ⁽¹⁾ Overseen by the Director or Nominee | Other |
|--|----------------------------------|-------------------|---|--|---|
| | | | Occupation(s) or Employment During Past Five Years | | Directorships/ Trusteeships in Publicly Held Companies |
| Lawrence A. Kudlow (67) Kudlow & Co., LLC 301 Tahmore Drive Fairfield, CT 06825 | Nominee for Director | N/A | Chief Executive Officer, Kudlow & Co., LLC (economic research firm) (2001-present); Senior Contributor, CNBC (financial television programming) (2014-present); Nationally syndicated columnist (2003-present); and Nationally syndicated radio host (2010-present). | N/A | None. |
| Anthony Kai Yiu Lo (65) 2/F Hong Villa 12 Bowen Street Hong Kong | Director | 2003 | Chairman, Shanghai-Century Capital Ltd. (January 2009-present); and Chairman and Co-CEO, Shanghai Century Acquisition Inc. (January 2006-March 2009). | 1 | Director, Bosera China Fund plc. |

(1) The term "Fund Complex" means two or more registered investment companies that share the same investment adviser or principal underwriter or hold themselves out to investors as related companies for the purposes of investment and investor services.

Leadership Structure and Board of Directors

The Board has general oversight responsibility with respect to the business and affairs of the Fund. The Board is responsible for overseeing the operations of the Fund in accordance with the provisions of the 1940 Act, other applicable laws and the Fund's Articles of Incorporation. The Board is composed of five Independent Directors and one of the Independent Directors serves as Chairman of the Board. If all nominees for Director are approved by stockholders, the Board will be composed of seven Independent Directors.

The Board believes that increasing the size of the Board to include Messrs. Cheung and Kudlow will benefit stockholders. In 2014, a director with extensive business experience in Taiwan did not stand for re-election. The Board feels it is important to add a director with significant experience with the economy and business climate in Taiwan. As described below, Mr. Cheung has such experience. Also, the Board is anticipating that over the next few years one or more of the Directors will retire from the Board and desires to add a director now to provide a period of transition before any such retirement occurs. As described below, Mr. Kudlow will bring a wealth of market and economic expertise to the Board.

Mr. Cheung has a distinguished record of success in Taiwan, Mainland China and cross-Strait business. With the perspective of operating and investment experience in both Taiwan and Mainland China, he will bring to stockholders significant expertise in the realities of the economic and business environments in the region. Mr. Kudlow brings to stockholders not only a wealth of market and economic

expertise but an opportunity to bring the Fund to the attention of a far wider cross-section of investors. His deep understanding of international trade and monetary policy will be invaluable as cross-Strait investment and trade expands and China's financial liberalization opens new markets.

Generally, the Board acts by majority vote of all of the Directors, including a majority vote of the Independent Directors if required by applicable law. The Fund's day-to-day operations are currently managed by JF International Management Inc. (the Adviser) and other service providers who have been approved by the Board. The Board meets periodically throughout the year to oversee the Fund's activities, review contractual arrangements with service providers, oversee compliance with regulatory requirements and review performance. The Board has determined that its leadership structure is appropriate given the size of the Board, the fact that all of the Directors are not interested persons, and the nature of the Fund.

The existing Directors were selected to serve and continue, and Messrs. Cheung and Ludlow were nominated to serve on the Board, based upon their skills, experience, judgment, analytical ability, diligence, ability to work effectively with other Directors and a commitment to the interests of stockholders and a demonstrated willingness to take an independent and questioning view of management. Each existing Director also has considerable familiarity with the Fund and State Street Bank and Trust Company (the Administrator), and its operations, as well as the special regulatory requirements governing registered investment companies and the special responsibilities of investment company directors, all as a result of his substantial prior service as a Director of the Fund and, in several cases, as a director of other investment companies. In addition to those qualifications, the following is a brief summary of the specific experience, qualifications or skills that led to the conclusion that as of the date of this proxy statement, each person identified below should serve as a Director for the Fund. References to the qualifications, attributes and skills of the Directors are pursuant to requirements of the Securities and Exchange Commission (SEC), and do not constitute a holding out by the Board or any Director as having any special expertise and should not be considered to impose any greater responsibility or liability on any such person or on the Board by reason thereof than the normal responsibility and liability of an investment company board member or board. As required by rules the SEC has adopted under the 1940 Act, the Fund's Independent Directors select and nominate all candidates for Independent Director positions.

Joe O. Rogers. Mr. Rogers has served as a Director of the Fund since the Fund's inception in 1986. He has provided business and investment consulting services for over 30 years. Mr. Roger's experience includes service as the president, vice president or partner in business and investment consulting firms including Rogers International LLC, PHH Asia Corporation and PHH Fantus Consulting. He served as the U.S. Ambassador to the Asian Development Bank under President Ronald Reagan. Mr. Rogers also served the U.S. House of Representatives in various capacities including Executive Director and International Relations Counselor of the Republican Conference and served as the chief economist and budget advisor to Senator William Armstrong. He has lectured on economics and finance at various U.S. based and internationally based universities and served as a Visiting Professor of Finance at Fudan University in Shanghai from 2010 to 2012. Mr. Rogers also serves on the board of another listed company.

M. Christopher Canavan, Jr. Mr. Canavan is currently the Chairman of the Audit Committee and has served as a Director of the Fund since 2003. He has provided financial accounting, auditing and consulting services for over 40 years. Mr. Canavan's experience includes over 27 years of service as a partner in PricewaterhouseCoopers, LLP and its predecessor firms, and over 10 years of service as an independent consultant providing financial consulting services.

Chih T. Cheung. Mr. Cheung is a nominee for Director of the Fund. He is the Managing Partner of C2 Capital Limited, an investment firm dedicated to investing in local Chinese emerging growth companies and to partnering with leading global companies to establish their presence in China. He is also

a board member of Reliable Source Industrial Company Limited, a leading apparel manufacturing company with the head office in Taipei and factories in China, Cambodia, Bangladesh, Indonesia and Vietnam and is on the advisory board of the Harvard China Fund. Previously, Mr. Cheung was the Managing Partner of Staples Asia Investment Limited, a subsidiary of Staples, Inc. He was also a senior advisor in the Office of the Chairman of Chinatrust Commercial Bank and based in Taipei.

Michael F. Holland. Mr. Holland has served as a Director of the Fund since 2007. He has worked in the investment management industry for over 40 years. Mr. Holland's experience includes service as the Chairman of Holland & Company LLC, which he founded in 1995, and as the chief executive officer, chairman or vice chairman of major U.S. asset management firms including Salomon Brothers Asset Management, First Boston Asset Management and Oppenheimer & Co., Inc. He is a regular guest on several financial television programs and is regularly quoted in leading financial publications. Mr. Holland also serves on the boards of other charitable and listed companies.

William C. Kirby. Mr. Kirby has served as a Director of the Fund since 2013. He is T. M. Chang Professor of China Studies at Harvard University and Spangler Family Professor of Business Administration at Harvard Business School. Mr. Kirby is a historian of modern China, whose work examines China's business, economic and political development in an international context. He has served the academic community for over 30 years. Mr. Kirby joined Harvard University in 1992, where he currently serves various positions including Chairman of the Harvard China Fund. He has also served as the Director of the John K. Fairbank Center for Chinese Studies, Dean of the Faculty of Arts and Sciences, Chair of the Council on East Asian Studies and the Director of the National Resource Center for East Asia for Harvard University. Prior to joining Harvard University, Mr. Kirby served as the Dean of the Faculty of Arts and Sciences, Director of Asian Studies and Director of International Affairs at Washington University. Mr. Kirby has published numerous books and articles related to Chinese business and history.

Lawrence A. Kudlow. Mr. Kudlow is a nominee for Director of the Fund. He is CEO of Kudlow & Co., LLC, an economic research firm and a nationally syndicated columnist. Mr. Kudlow is a CNBC Senior Contributor and a contributing editor of National Review magazine. During President Reagan's first term, Mr. Kudlow was the associate director for economics and planning, Office of Management and Budget, Executive Office of the President, where he was engaged in the development of the administration's economic and budget policy. He was formerly chief economist and senior managing director of Bear Stearns & Company. Mr. Kudlow started his professional career at the Federal Reserve Bank of New York where he worked in open market operations and bank supervision.

Anthony Kai Yiu Lo. Mr. Lo has served as a Director of the Fund since 2003. He has worked in the investment management and investment banking industry for over 30 years. Mr. Lo's experience includes service as the founding Chairman and Co-CEO of Shanghai Century Acquisition Corporation, which was listed on the American Stock Exchange. His experience also includes his role as founder of Advantage Limited and Suez Asia Capital Management Co. Ltd. and his service as a managing director of ABN Amro Asia Ltd., HG Asia Ltd. and Schroders Asia Ltd. Mr. Lo also serves on the boards and audit committees of other companies publicly listed in Hong Kong and on the NASDAQ.

The Fund does not have a policy regarding Board member's attendance at the Annual Meeting of Stockholders. However, one of the five then Directors attended the 2014 Annual Meeting of Stockholders.

The Board of Directors of the Fund held four regular meetings and seven special meetings during the fiscal year ended August 31, 2014. For the fiscal year ended August 31, 2014, each Director attended at least seventy-five percent of the aggregate number of meetings held during the fiscal year of the Board and of any committee on which he served.

Audit Committee. 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 (as defined in Section 2(a)(19) of the 1940 Act) and its actions are governed by the Fund's Audit Committee Charter, which is posted on the Fund's website (www.thetaiwanfund.com). The current members of the Audit Committee are Messrs. Canavan, Holland, Lo and Rogers. The Audit Committee convened four times during the fiscal year ended August 31, 2014. The Fund's Board of Directors has designated Mr. Canavan, an independent director, as an audit committee financial expert.

Nominating Committee. 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 Fund's Nominating Committee is composed of directors who are independent as independence is defined in the NYSE's listing standards, as may be modified or supplemented, and are not interested persons of the Fund (as defined in Section 2(a)(19) of the 1940 Act) and its actions are governed by the Fund's Nominating Committee Charter, which is posted on the Fund's website (www.thetaiwanfund.com). Currently, the Nominating Committee does not consider nominees recommended by the stockholders. The Nominating Committee believes that it is not necessary to have such a policy because the Board has had no difficulty identifying qualified candidates to serve as directors. The Nominating Committee evaluates a candidate's qualifications for Board membership and the candidate's independence from the Fund's advisers and other principal service providers. The Nominating Committee does not have specific minimum qualifications that must be met by candidates recommended by the Nominating Committee and there is not a specific process for identifying such candidates. In nominating candidates, the Nominating Committee takes into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses or other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, requirements of the NYSE and the SEC to maintain a minimum number of independent or non-interested directors, requirements of the SEC as to disclosure regarding persons designated as having financial expertise on the Fund's audit committee and the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board. The Committee believes the Board generally benefits from diversity of background, experience and views among its members, and considers this a factor in evaluating the composition of the Board, but has not adopted any specific policy in this regard. The current members of the Nominating Committee are Messrs. Canavan, Kirby and Lo. The Nominating Committee convened two times during the fiscal year ended August 31, 2014.

Valuation Committee. The Fund's Board of Directors has a Valuation Committee which is responsible for establishing and monitoring policies and procedures reasonably designed to ensure that the Fund's assets are valued appropriately, objectively and timely, reflecting current market conditions. The current Directors who are members of the Valuation Committee are Messrs. Holland and Kirby. The Valuation Committee met once during the fiscal year ended August 31, 2014.

Share Repurchase Program Committee. The Fund's Board of Directors has a Share Repurchase Program Committee which is responsible for overseeing and evaluating the Fund's program to repurchase its shares on the market. The current members of the Share Repurchase Program Committee are Messrs. Rogers and Kirby. The Share Repurchase Program Committee did not meet during the fiscal year ended August 31, 2014.

Risk Oversight

The day-to-day operations of the Fund, including the management of risk, is performed by third party service providers, such as the Fund's Adviser and Administrator. The Directors are responsible for overseeing the Fund's service providers and thus have oversight responsibilities with respect to risk management performed by those service providers. Risk management seeks to identify and address risks, i.e., events or circumstances that could have material adverse effects on the business, operations, stockholder services, investment performance or reputation of the Fund. The Fund and its service providers employ a variety of processes, procedures and controls to identify certain of those possible events or circumstances, to lessen the probability of their occurrence and/or to mitigate the effects of such events or circumstances if they do occur.

Not all risks that may affect the Fund can be identified nor can controls be developed to eliminate or mitigate their occurrence or effects. It may not be practical or cost effective to eliminate or mitigate certain risks, the processes and controls employed to address certain risks may be limited in their effectiveness, and some risks are simply beyond the reasonable control of the Fund or the Adviser or other service providers. Moreover, it is necessary to bear certain risks (such as investment-related risks) to achieve the Fund's goals. As a result of the foregoing and other factors, the Fund's ability to manage risk is subject to substantial limitations.

Risk oversight forms part of the Board's general oversight of the Fund and is addressed as part of various Board and Committee activities. As part of its regular oversight of the Fund, the Board, directly or through a Committee, interacts with and reviews reports from, among others the Fund's Adviser, the Fund's Administrator, the Fund's chief compliance officer and its independent registered public accounting firm, as appropriate, regarding risks faced by the Fund. The Board is responsible for overseeing the nature, extent and quality of the services provided to the Fund by the Adviser and receives information about those services at its regular meetings. In addition, on an annual basis, in connection with its consideration of whether to renew the Advisory Agreement, the Board meets with the Adviser to review the services provided. Among other things, the Board regularly considers the Adviser's adherence to the Fund's investment restrictions and compliance with various Fund policies and procedures and with applicable securities regulations. The Board has appointed a chief compliance officer who oversees the implementation and testing of the Fund's compliance program and reports to the Board regarding compliance matters for the Fund and its service providers. The Board, with the assistance of the Adviser, reviews investment policies and risks in connection with its review of the Fund's performance. In addition, as part of the Board's oversight of the Fund's advisory and other service provider agreements, the Board may periodically consider risk management aspects of their operations and the functions for which they are responsible.

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.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the 1934 Act requires the Fund's officers and Directors, and beneficial owners of more than ten percent of a registered class of the Fund's equity securities, to file reports of ownership and changes in ownership with the SEC and the New York Stock Exchange, Inc. The Fund believes that its officers and Directors have complied with all applicable filing requirements for the fiscal year ended August 31, 2014. Section 30(h) of the 1940 Act extends the reporting requirements under Section 16(a) of the 1934 Act to the Fund's Adviser and the officers and directors of such Adviser.

Officers of the Fund

The following table provides information concerning each of the officers of the Fund.

| Name, Address, and Age | Position(s) held | | Principal Occupation(s) or Employment | |
|--|--------------------------|-----------|---|--|
| | with the Fund | Since | During Past Five Years | |
| Simon J. Crinage (58) J.P. Morgan Asset Management 60 Victoria Embankment London EC4Y 0JP United Kingdom | President | July 2014 | Head of J.P. Morgan Asset Management's Closed-End Fund Business. | |
| Richard F. Cook, Jr. (64) Foreside Compliance Services, LLC Three Canal Plaza, Suite 100 Portland, ME 04101 | Chief Compliance Officer | 2007 | Director of Foreside Compliance Services, LLC (January 2006-present); Chief Compliance Officer, Guinness Atkinson Funds (November 2005-2012); Chief Compliance Officer, Nomura Partners Funds (April 2007-present); Managing Member of Northlake, LLC (2002-present). | |
| William C. Cox (48) Foreside Management Services, LLC 10 High Street, Suite 302 Boston, MA 02110 | Treasurer | 2013 | Fund Principal Financial Officer, Foreside Financial Group, LLC, 2013 to present; Vice President, State Street Corporation, 1997 to 2012. | |
| Brian F. Link (42) 100 Huntington Avenue CPH 0326 Boston, MA 02116 | Secretary | July 2014 | Vice President and Managing Counsel, State Street Bank and Trust Company (2007 present). | |

Ownership of Securities

The following table sets forth information regarding the ownership of securities in the Fund by the nominees for Director. Each of the nominees, except Messrs. Cheung and Kudlow, are also current Directors of the Fund.

| 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 ⁽¹⁾ |
|---------------------------------------|--|---|
| Current Directors and Nominees | | |
| M. Christopher Canavan, Jr. | \$1-\$10,000 | \$1-\$10,000 |
| Chih T. Cheung | None | None |
| Michael F. Holland | \$10,001-\$50,000 | \$10,001-\$50,000 |
| William C. Kirby | \$10,001-\$50,000 | \$10,001-\$50,000 |
| Larry A. Kudlow | None | None |
| Anthony Kai Yiu Lo | None | None |
| Joe O. Rogers | \$50,001-\$100,000 | \$50,001-\$100,000 |

(1) 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. The Fund is the only investment company in the Family of Investment Companies.

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 \$435,848 during the fiscal year ended August 31, 2014. The Fund currently pays each Director that is not affiliated with the Adviser an annual fee of \$20,000 plus \$2,500 for each Board meeting and committee meeting attended in person, \$2,500 for each meeting attended by telephone and the Chairman an additional \$10,000 a year for his service as Chairman of the Board.

The following table sets forth the aggregate compensation from the Fund paid to each director during the fiscal year ended August 31, 2014, as well as the total compensation earned by each director from the Fund Complex.

| Name of Director | Aggregate Compensation From Fund ⁽²⁾ | Pension or Retirement Benefits | | Total Compensation From Fund and Fund Complex Paid To Directors ⁽³⁾ |
|-----------------------------------|--|---|--|--|
| | | Accrued As Part of Fund Expenses | Estimated Annual Benefits Upon Retirement | |
| M. Christopher Canavan, Jr. | \$ 62,500 | | | \$ 62,500 |
| Chih T. Cheung ⁽¹⁾ | None | | | None |
| Michael F. Holland | \$ 62,500 | | | \$ 62,500 |
| William C. Kirby | \$ 52,500 | | | \$ 52,500 |
| Lawrence A. Kudlow ⁽¹⁾ | None | | | None |
| Anthony Kai Yiu Lo | \$ 67,500 | | | \$ 67,500 |
| Joe O. Rogers | \$ 67,500 | | | \$ 67,500 |

(1) Messrs. Cheung and Kudlow did not serve as Directors during the fiscal year ended August 31, 2014.

(2) Includes compensation paid to Directors by the Fund. The Fund's Directors did not receive any pension or retirement benefits as compensation for their service as Directors of the Fund.

(3) There is one fund in the Fund Complex overseen by the Directors.

Required Vote

Election of the listed nominees for Director requires the affirmative vote of the holders of a majority of the shares of common stock of the Fund cast at the Meeting. Pursuant to the Fund's By-Laws, any Director who is nominated for re-election at the Meeting and is not re-elected at the Meeting will be deemed to have tendered to the Board of Directors his resignation as a Director, with such resignation to take effect 30 days after the date of the Meeting unless the Board of Directors unanimously decides to reject that Director's tender of resignation, in which case the Director will continue in office until his death, resignation or removal or until his successor shall have been elected and shall have been qualified.

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

PROPOSAL 2 TO REMOVE THE FUND'S INVESTMENT LIMITATION THAT RESTRICTS THE FUND'S EQUITY INVESTMENTS TO TAIWAN TRADED SECURITIES

At a meeting of the Fund's Board of Directors held on January 20, 2015, the existing Directors unanimously voted to approve, and to recommend that stockholders of the Fund approve the removal of the Fund's investment limitation that restricts the Fund's equity investments to Taiwan Traded Securities. The Fund's investment limitations are fundamental policies of the Fund and may not be changed without stockholder approval. In addition, the Fund's investment limitations are set forth in the By-Laws of the Fund (the "By-Laws"). Accordingly, an amendment to the Fund's investment limitations necessitates an amendment to the By-Laws as well and, therefore, if adopted, Proposal 2 will authorize an identical amendment to the Fund's investment limitations set forth in the By-Laws. It is not anticipated that the approval of the removal of the investment limitation will result in a material modification of the Fund's investment strategies other than permitting the Fund to purchase equity securities that are not Taiwan Traded Securities.

The text of the Fund's investment limitation, as stated in the Fund's By-Laws set forth below, limits equity investments of the Fund to securities traded in the Taiwan markets only. It is proposed that such text of the Fund's By-Laws be removed to permit the Fund to invest in equity investments traded outside of the Taiwan markets.

Current Policy

The Corporation will not purchase any equity securities which, at the date purchase is made, are not traded in the over-the-counter market in Taiwan or listed and traded on the Taiwan Stock Exchange, except that the Corporation may purchase equity securities in initial public offerings and secondary public offerings if such securities will be listed on the Taiwan Stock Exchange immediately following such offering.

Proposed Policy

N/A

Rationale for Removal of Investment Limitation

The Adviser believes that restricting the Fund's equity investments to Taiwan Traded Securities may reduce the optimal investment universe available to the Fund. In particular, the Adviser believes that certain Taiwan enterprises, apart from Taiwan Traded Securities, may be appropriate investment options for the Fund. These Taiwan enterprises include: (i) companies that were founded by Taiwan families or groups but listed elsewhere, especially in Hong Kong or China, due to certain previous restrictions for Taiwan listed companies investing in China directly; (ii) companies that were founded by Taiwan listed companies but listed elsewhere with a subsequent spin-off and (iii) companies that benefit from the business developments or close working relationship with Taiwan listed companies.

The Fund does not intend to lessen its investment in companies with economic exposure to Taiwan. The Fund will continue to have a non-fundamental investment policy that the Fund will invest at least 80% of its assets in Taiwan companies. The Fund defines Taiwan companies as (i) companies for which the principal securities trading market is Taiwan; (ii) companies for which the principal trading market is outside of Taiwan, or in companies organized outside of Taiwan that in both cases derive at least 50% of their revenues from goods or services sold or produced, or have at least 50% of their assets, in Taiwan; or (iii) companies organized in Taiwan. This non-fundamental investment policy, however, is currently subsumed by the investment limitation that restricts the Fund's equity investments to Taiwan Traded Securities. The Adviser believes that removal of the investment limitation will give the Fund additional investment opportunities without changing the risk profile of the Fund while continuing to invest at least 80% of the fund's assets in Taiwan companies. This 80% policy is considered non-fundamental because it can be changed by the Fund's Board of Directors without stockholder approval; however, no change in the policy may take effect until 60 days after written notice of the change is provided to the Fund's stockholders.

Required Vote

Approval of an amendment to the Fund's investment limitations to remove the restriction that the Fund only purchase equity investments to Taiwan Traded Securities will require the affirmative vote of a majority of the Fund's outstanding shares of common stock. As defined in the 1940 Act, a majority of outstanding shares means the lesser of 67% of the voting securities present at the Meeting if a quorum is present, or 50% of the outstanding securities. For this purpose, both abstentions and broken non-votes will have the effect of a vote to disapprove the proposed amendment. The Fund will continue under its current investment limitations if this Proposal is not approved by the stockholders.

THE BOARD RECOMMENDS THAT THE STOCKHOLDERS VOTE FOR THE PROPOSAL TO REMOVE THE FUND'S INVESTMENT LIMITATION THAT RESTRICTS THE FUND'S EQUITY INVESTMENTS TO TAIWAN TRADED SECURITIES

GENERAL INFORMATION

Investment Adviser

JF International Management Inc. acts as the Investment Adviser to the Fund pursuant to an Investment Advisory Agreement between the Investment Adviser and the Fund. The principal business address of the Investment Adviser is 21st Floor, Chater House, 8 Connaught Road, Central, Hong Kong.

Fund Administration

State Street Bank and Trust Company acts as Administrator to the Fund pursuant to an Administration Agreement between the Administrator and the Fund. The principal business address of the Administrator is State Street Financial Center, One Lincoln Street, Boston, Massachusetts 02111.

Independent Registered Public Accounting Firm

Tait Weller 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. Tait Weller also performs other professional audit and certain allowable non-audit services, including tax services, when the Fund engages it to do so. Representatives of Tait Weller are not expected to be available at the Meeting.

The engagement of Tait Weller as the Fund's independent registered public accounting firm was approved by the Audit Committee of the Board of Directors and ratified by the full Board of Directors.

Audit Fees. For the fiscal years ended August 31, 2014 and August 31, 2013, Tait Weller billed the Fund aggregate fees of US\$52,000 and US\$52,000, respectively, for professional services rendered for the audit of the Fund's annual financial statements and review of financial statements included in the Fund's annual report to stockholders.

Audit-Related Fees. For the fiscal years ended August 31, 2014 and August 31, 2013, Tait Weller billed the Fund aggregate fees of US\$6,800 and US\$6,800, respectively, for assurances and related services that are reasonably 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. Audit-Related Fees represent procedures applied to the semi-annual financial statement amounts (reading the semi-annual report and valuation and existence procedures on investments) as requested by the Fund's Audit Committee.

Tax Fees. For the fiscal years ended August 31, 2014 and August 31, 2013, Tait Weller billed the Fund aggregate fees of US\$13,200 and US\$13,200, respectively, for professional services rendered for tax compliance, tax advice, and tax planning. The nature of the services comprising the Tax Fees was the review of the Fund's income tax returns and tax distribution requirements.

All Other Fees. For the fiscal years ended August 31, 2014 and August 31, 2013, Tait Weller did not bill the Fund any fees for products and services other than those disclosed above.

The Fund's Audit Committee Charter requires that the Audit Committee pre-approve all audit and non-audit services to be provided to the Fund by the Fund's independent registered public accounting firm; provided, however, that the pre-approval requirement with respect to non-auditing services to the Fund may be waived consistent with the exceptions provided for in the Exchange Act. All of the audit and tax services described above for which Tait Weller billed the Fund fees for the fiscal years ended August 31, 2014 and August 31, 2013 were pre-approved by the Audit Committee. For the fiscal years ended August 31, 2014 and August 31, 2013, the Fund's Audit Committee did not waive the pre-approval requirement of any non-audit services to be provided to the Fund by Tait Weller.

Tait Weller did not bill any non-audit fees for services rendered to the Fund's then investment 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, 2014 and August 31, 2013.

Audit Committee Report

The Audit Committee has reviewed and discussed the Fund's audited financial statements for the fiscal year ended August 31, 2014 with management of the Fund and with Tait Weller, and has discussed with Tait Weller the matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) Standard No. 16 (Communication with Audit Committees), as may be modified or supplemented. The Audit Committee has received the written disclosures and the letter on auditor independence from Tait Weller required by PCAOB Rule 3526 (Communications with Audit Committees Concerning Independence), as may be modified or supplemented, and has discussed with Tait Weller its independence. Based on the Audit Committee's 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, 2014 be included in its annual report to stockholders and the Fund's annual report filed with the SEC.

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

Joe O. Rogers, *Member of the Audit Committee*

Anthony Kai Yiu Lo, *Member of the Audit Committee*

Michael F. Holland, *Member of the Audit Committee*

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

Set forth below is information with respect to persons who are registered as beneficial owners of more than 5% of the Fund's outstanding shares as of February 27, 2015.

| Title Of Class | Name and Address | Shares | Percent of Class |
|-----------------------|---|---------------|-------------------------|
| Common Stock | CEDE & CO Bowling Green STN P. O. Box 20 New York, NY 10274-0020 | 8,188,895 | 99.57% |

The shares held by Cede & Co. include the accounts set forth below. This information is based on publicly available information such as Schedule 13D and 13G disclosures filed with the SEC or other similar regulatory filings from foreign jurisdictions.

| Title Of Class | Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class |
|-----------------------|---|--|-------------------------|
| Common Stock | City of London 77 Gracechurch Street, London England EC3V OAS | Has shared power to vote and dispose of 2,658,273 shares | 32.3% |
| Common Stock | Lazard Asset Management LLC 30 Rockefeller Plaza New York, New York 10112 | Has sole power to vote and dispose of 1,890,213 shares | 23.0% |

MISCELLANEOUS

Proxies will be solicited by mail and may be solicited in person or by telephone or facsimile or other electronic means, by officers of the Fund or personnel of the Administrator. The Fund has retained AST Fund Solutions LLC to assist in the proxy solicitation. The total cost of proxy solicitation services, including legal and printing fees, is estimated at \$7,500, plus out-of-pocket expenses. The expenses connected with the solicitation of proxies including proxies solicited by the Fund's officers or agents in person, by telephone or by facsimile or other electronic means 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.

In the event that sufficient votes in favor of the Proposals set forth in the Notice of this Meeting are not received by April 21, 2015, the persons named as attorneys in the enclosed proxy may propose one or more adjournments of the Meeting to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of the holders of a majority of the shares present in person or by proxy at the session of the Meeting to be adjourned. The persons named as proxies in the enclosed proxy will vote in favor of such adjournment those proxies which they are entitled to vote in favor of the Proposals for which further solicitation of proxies is to be made. They will vote against any such adjournment those proxies required to be voted against such Proposals. The costs of any such additional solicitation and of any adjourned session will be borne by the Fund.

STOCKHOLDER PROPOSALS

In order to submit a stockholder proposal to be considered for inclusion in the Fund's proxy statement for the Fund's 2016 Annual Meeting of Stockholders, stockholder proposals must be received by the Fund (addressed to The Taiwan Fund Inc., c/o Secretary of the Fund/State Street Bank and Trust Company, P.O. Box 5049, One Lincoln Street, Boston, Massachusetts 02111-5049) not later than November 7, 2015. Any stockholder who desires to bring a proposal at the Fund's 2015 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., c/o Secretary of the Fund/State Street Bank and Trust Company, P.O. Box 5049, One Lincoln Street, Boston, Massachusetts 02111-5049), not before December 7, 2015 and not later than January 6, 2016.

By order of the Board of Directors,

Brian F. Link

Secretary

The Taiwan Fund, Inc.

c/o State Street Bank and Trust Company

P.O. Box 5049

One Lincoln Street,

Boston, Massachusetts 02111

March 6, 2015

EVERY STOCKHOLDER S VOTE IS IMPORTANT

EASY VOTING OPTIONS:

VOTE ON THE INTERNET

Log on to:

www.proxy-direct.com

or scan the QR code

Follow the on-screen instructions

available 24 hours

VOTE BY PHONE

Call 1-800-337-3503

Follow the recorded instructions

available 24 hours

VOTE BY MAIL

Vote, sign and date this Proxy

Card and return in the

postage-paid envelope

VOTE IN PERSON

Attend Stockholder Meeting

31 West 52nd Street

New York, NY 10019

on April 21, 2015

Please detach at perforation before mailing.

PROXY

THE TAIWAN FUND, INC.

PROXY

ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON APRIL 21, 2015

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. The undersigned hereby appoints Joe O. Rogers and Brian F. Link, 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

Edgar Filing: TAIWAN FUND INC - Form DEF 14A

Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019, on Tuesday, April 21, 2015 at 9:00 a.m., local time, and at any adjournments thereof, (i) unless otherwise specified in the boxes provided on the reverse side hereof, for the election of the directors named on the reverse side, (ii) for the approval to remove the Fund's investment limitation that restricts the Fund's equity investment to securities listed and traded on the Taiwan stock exchange or traded in the over-the-counter market in Taiwan (collectively, Taiwan Traded Securities), and (iii) 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 March 6, 2015.

This proxy, when properly executed, will be voted in the manner directed herein and, absent direction will be voted FOR the election of the named directors.

VOTE VIA THE INTERNET: www.proxy-direct.com

VOTE VIA TELEPHONE: 1-800-337-3503

Note: Please sign exactly as your name(s) appear(s) on this proxy card, and date it. When shares are held jointly, each holder should sign. When signing in a representative capacity, please give title.

Signature and Title, if applicable

Signature (if held jointly)

Date

TWN_26427_022715

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED ABOVE.

EVERY STOCKHOLDER S VOTE IS IMPORTANT

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Stockholders to be Held on April 21, 2015.**

The Proxy Statement and Proxy Card for this meeting are available at: <https://www.proxy-direct.com/twn-26427>

IF YOU VOTE ON THE INTERNET OR BY TELEPHONE,

YOU NEED NOT RETURN THIS PROXY CARD

Please detach at perforation before mailing.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL THE NOMINEES LISTED AND FOR PROPOSAL 2.

PLEASE MARK BOXES BELOW IN BLUE OR BLACK INK AS FOLLOWS. Example: ϕ

| | | | | |
|---------------------------|----------------------------------|-------------------------|----------|---------|
| 1. Election of Directors: | | FOR | WITHHOLD | FOR ALL |
| | | ALL | ALL | EXCEPT |
| 01. Joe O. Rogers* | 02. M. Christopher Canavan, Jr.* | 03. Michael F. Holland* | .. | .. |
| 04. William C. Kirby* | 05. Anthony Kai Yiu Lo* | 06. Lawrence A. Kudlow* | | |
| 07. Chih T. Cheung* | | | | |

*Each to serve as a director of The Taiwan Fund, Inc. for the next year or until his successor is elected and qualified.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark the box FOR ALL EXCEPT and write the nominee s number on the line provided below.

| | | | | |
|--|--|-----|---------|---------|
| | | FOR | AGAINST | ABSTAIN |
| 2. To remove the Fund s investment limitation that restricts the Fund s equity investment to Taiwan Traded Securities. | | .. | .. | .. |

PLEASE SIGN AND DATE ON THE REVERSE SIDE

TWN_26427_022715