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R O C TAIWAN FUND  
Form POS AMI  
December 18, 2002

As filed with the Securities and Exchange Commission on December 18, 2002

1933 Act File No. 33-  
1940 Act File No. 811-05617

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 10549

FORM N-2

(CHECK ALL APPROPRIATE BOXES)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Pre-Effective Amendment No. \_\_\_\_  
Post-Effective Amendment No. \_\_\_\_

and/or

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940

Amendment No. 9

THE R.O.C. TAIWAN FUND

-----  
(Exact name of Registrant as Specified in Charter)

17th Floor  
167 Fu Hsing North Road  
Taipei, Taiwan  
Republic of China

-----  
(Address of Principal Executive Offices  
(Number, Street, City, State, Zip Code))

1-800-343-9567

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(Registrant's Telephone Number, including Area Code)

Patricia Baronowski  
Citigate Financial Intelligence  
1440 Broadway, 16th Floor  
New York, New York 10018

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(Name and Address (Number, Street, City, State, Zip Code)  
of Agent for Service)

COPY TO:

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EXPLANATORY NOTE

This filing is made solely for the purpose of filing as an Exhibit the Amended and Restated By-Laws of The R.O.C. Taiwan Fund (the "Trust"). The Amended and Restated By-Laws incorporate recent amendments to the Trust's By-Laws adopted by the Board of Trustees of the Trust. At the meeting of the Board of Trustees held on September 13, 2002, the Board approved amendments to the By-Laws regarding the timing for making a determination of fair valuation of the securities held in the Trust's portfolio (by amending Section 1 of Article 12 of the By-Laws) and the establishment and description of the position of Chief Executive Officer of the Trust (by amending Sections 2 and 4 of Article 6 of the By-Laws, adding a new Section 6 of Article 6 of the By-Laws and renumbering Sections 6, 7, 8, 9, 10 and 11 as Sections 7, 8, 9, 10, 11 and 12 of Article 6 of the By-Laws). At the meeting of the Board of Trustees held on December 10, 2002, the Board approved amendments to the By-Laws regarding the submission of shareholder proposals at a shareholders meeting (by amending Section 2 of Article 3 of the By-Laws) and the nomination of Trustees by shareholders (by adding a new Section 9 of Article 3 of the By-Laws).

PART C

OTHER INFORMATION

Item 24. Financial Statements and Exhibits

(2) Exhibits

(b) Amended and Restated By-Laws filed herewith

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, as amended, the Registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Taipei, Republic of China on the 18th day of December, 2002.

THE R.O.C. TAIWAN FUND

By: /s/ Michael Ding

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Michael Ding  
Trustee and President