

TAIWAN GREATER CHINA FUND
Form N-23C3A
May 24, 2010

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

FORM N-23c-3
Notification of Repurchase Offer
Pursuant to Rule 23c-3 [17 CFR 270.23c-3]

1. Investment Company File Number: 811-05617 Date of Notification: May 19, 2010
2. Exact name of investment company as specified in registration statement:
TAIWAN GREATER CHINA FUND
3. Address of principal executive office:
c/o Nanking Road Capital Management, LLC
111 Gillett Street
Hartford, CT 06105
U.S.A.
4. Check one of the following:
- A. The notification pertains to a periodic repurchase offer under paragraph (b) of Rule 23c-3.
- B. The notification pertains to a discretionary repurchase offer under paragraph (c) of Rule 23c-3.
- C. The notification pertains to a periodic repurchase offer under paragraph (b) of Rule 23c-3 and a discretionary repurchase offer under paragraph (c) of Rule 23c-3.

By: /s/ Steve R. Champion
Steve R. Champion
(Name)
President and Chief Executive Officer
(Title)

c/o Nanking Road Capital Management, LLC
111 Gillett Street
Hartford, CT 06105

May 19, 2010

Dear Shareholder:

As you may know, in an effort to enhance shareholder value and increase liquidity, the Taiwan Greater China Fund (the "Fund") obtained shareholder approval to adopt an interval fund structure, which requires semi-annual repurchase offers of a percentage of the Fund's outstanding shares.

In accordance with its interval status, the Fund is hereby commencing its repurchase offer for this semi-annual period. In this repurchase offer, the Fund is offering to repurchase up to 5% of its outstanding shares. The offer to repurchase is for cash at a price equal to the Fund's net asset value ("NAV") per share as determined at the close of regular trading on the Taiwan Stock Exchange on June 21, 2010 (the "Repurchase Pricing Date") or, if the Taiwan Stock Exchange is not open on June 21, 2010, at the opening of the New York Stock Exchange (the "NYSE") on June 21, 2010, upon the terms and conditions set forth in the Offer to Repurchase and the related Repurchase Request Form (which together constitute the "Repurchase Offer"). If you are not interested in selling any of your shares at this time, you do not need to do anything. The Fund will contact you again in approximately six months to notify you of the next repurchase offer.

The deadline for participating in the Repurchase Offer is June 11, 2010, (the "Repurchase Request Deadline"). The Fund's NAV per share may fluctuate between the Repurchase Request Deadline and the Repurchase Pricing Date. The Fund has established a record date of May 12, 2010 for identifying shareholders eligible to receive Repurchase Offer materials. Shareholders who choose to participate in the Repurchase Offer can expect to receive payment for the shares repurchased on or before June 28, 2010. The Fund will charge a repurchase fee on shares that are repurchased to off-set expenses directly related to the Repurchase Offer. The repurchase fee will equal 2% of the value of the shares that are repurchased.

As of May 12, 2010, the Fund's NAV per share was \$6.60 and 11,788,968 shares were issued and outstanding. The Fund normally calculates its NAV per share each day on which either the Taiwan Stock Exchange or the NYSE is open for trading. During the Repurchase Offer, the NAV per share will continue to be calculated each day on which either the Taiwan Stock Exchange or the NYSE is open for trading. You can obtain the daily NAV per share and the daily NYSE closing price of the shares by calling the Fund's toll free number at (800) 343-9567.

Neither the Fund nor its Board of Trustees (the "Board") is making any recommendation to you as to whether you should participate in the Repurchase Offer. The Fund and the Board of Trustees urge you to read and evaluate the Repurchase Offer and related materials carefully and make your own decision. Please call the Fund's toll free number at (800) 343-9567 if you have any questions or to request additional copies of this Repurchase Offer and related materials.

Very truly yours,
TAIWAN GREATER CHINA FUND

/s/Pedro-Pablo Kuczynski
Pedro-Pablo Kuczynski
Chairman

OFFER TO REPURCHASE

* * * * *

OFFER BY
TAIWAN GREATER CHINA FUND
TO REPURCHASE UP TO 5%
OF ITS ISSUED AND OUTSTANDING
SHARES OF COMMON STOCK

THIS REPURCHASE OFFER WILL EXPIRE ON JUNE 11, 2010 AT 5:00 P.M., NEW YORK CITY TIME (THE
“REPURCHASE REQUEST DEADLINE”).

THIS OFFER TO REPURCHASE AND THE ACCOMPANYING REPURCHASE REQUEST FORM (WHICH TOGETHER CONSTITUTE THE “REPURCHASE OFFER”) ARE NOT CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED BUT ARE SUBJECT TO OTHER CONDITIONS AS OUTLINED HEREIN AND IN THE REPURCHASE REQUEST FORM.

NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF THE TAIWAN GREATER CHINA FUND TO ANY SHAREHOLDER AS TO WHETHER SUCH SHAREHOLDER SHOULD PARTICIPATE IN THE REPURCHASE OFFER. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE REPURCHASE OFFER OTHER THAN THOSE CONTAINED HEREIN AND IN THE REPURCHASE REQUEST FORM. IF GIVEN OR MADE, ANY SUCH RECOMMENDATION, INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE TAIWAN GREATER CHINA FUND.

May 19, 2010

TABLE OF CONTENTS

	PAGE
1. Number of Shares	1
2. Price; Repurchase Fee	1
3. Increase in Number of Shares Repurchased; Pro Rata Repurchase	1
4. Purpose of the Repurchase Offer	1
5. Effect of the Offer; Source and Amount of Funds	2
6. Procedure for Participating in the Repurchase Offer	3
7. Withdrawal Rights	5
8. Acceptance for Payment and Payment	5
9. Suspensions and Postponements of Repurchase Offer	6
10. Net Asset Value Per Share and Market Price	6
11. Information with Respect to the Fund	7
12. Certain Fees and Expenses	7
13. Miscellaneous	7
14. Certain Federal Income Tax Consequences	7
15. Depositary and Information Agent	9

To the Shareholders of the Taiwan Greater China Fund:

The semi-annual offer of the Taiwan Greater China Fund (the "Fund") to repurchase a portion of its outstanding shares will begin on May 19, 2010. If you are not interested in selling any of your shares at this time, you do not need to do anything. You are not required to sell any of your shares during any repurchase offer.

This Repurchase Offer expires at 5:00 p.m., New York City Time, June 11, 2010 (the "Repurchase Request Deadline").

1. **Number of Shares.** The Fund is offering to repurchase up to 5% of its issued and outstanding shares of common stock, par value \$0.01 per share (the "Shares") as of June 11, 2010, which are presented for repurchase and not withdrawn prior to the Repurchase Request Deadline. The Fund has established a record date of May 12, 2010 for identifying shareholders eligible to receive Repurchase Offer materials.

The Repurchase Offer is being made to all shareholders of the Fund and is not conditioned upon any minimum number of Shares being presented for repurchase. **NEITHER THE FUND NOR ITS BOARD OF TRUSTEES (THE "BOARD") IS MAKING ANY RECOMMENDATION TO YOU AS TO WHETHER YOU SHOULD PARTICIPATE IN THE REPURCHASE OFFER.** The Fund and the Board urge you to read and evaluate the Repurchase Offer and related materials carefully and make your own decision. You may, of course, elect to keep your Shares at this time, in which case you may disregard this Repurchase Offer and the attached forms.

2. **Price; Repurchase Fee.** The repurchase price for each Share will be the net asset value ("NAV") per Share as determined at the close of regular trading on the Taiwan Stock Exchange on June 21, 2010 (the "Repurchase Pricing Date") or, if the Taiwan Stock Exchange is not open on June 21, 2010, at the opening of the New York Stock Exchange (the "NYSE") on June 21, 2010. Each Share repurchased pursuant to the Repurchase Offer will be subject to a repurchase fee equal to 2% of the NAV per Share, which will be deducted from the repurchase price (the "Repurchase Fee") to off-set the expenses directly related to the Repurchase Offer. Repurchase proceeds will be paid on or before June 28, 2010, or within seven days after the Repurchase Pricing Date determined in accordance with Rule 23c-3(a)(4) under the Investment Company Act of 1940, as amended (the "Investment Company Act") (the "Repurchase Payment Deadline").

The Fund normally calculates the NAV of its Shares each day on which either the Taiwan Stock Exchange or the NYSE is open for trading. On May 12, 2010, the Fund's NAV per Share was \$6.60. During the Repurchase Offer, the Fund's NAV per Share will continue to be calculated each day on which either the Taiwan Stock Exchange the NYSE is open for trading. You can obtain the daily NAV per Share and the daily NYSE closing price of the Shares by calling the Fund's toll free number at (800) 343-9567.

3. **Increase in Number of Shares Repurchased; Pro Rata Repurchases.** If shareholders present more Shares for repurchase than the number of Shares that the Fund is offering to repurchase, the Fund may (but is not obligated to) increase the number of Shares that the Fund is offering to repurchase by up to two percent (2%) of the number of Shares outstanding as of the Repurchase Request Deadline. The Fund may or may not decide to increase the number of Shares to be repurchased. In either case, if the number of Shares submitted for repurchase exceeds the number of Shares that the Fund is offering to repurchase, the Fund will repurchase Shares presented for repurchase on a pro rata basis. There can be no assurance that the Fund will be able to repurchase all the Shares that you present for repurchase even if you present for repurchase all of the Shares that you own. In the event of an oversubscribed Repurchase Offer, you may be unable to redeem some or all of your investment. You may have to wait until a subsequent repurchase offer to present for repurchase the Shares that the Fund was unable to repurchase, and you will be subject to the risk of NAV fluctuations during that time.

As of May 12, 2010, 11,788,968 Shares were issued and outstanding. The Fund does not anticipate that the number of Shares outstanding as of the Repurchase Request Deadline will be materially different.

4. Purpose of the Repurchase Offer. As with many closed-end investment companies, the trading price of the Shares on the NYSE has historically been at a discount to, i.e., lower than, the NAV of the

Shares. At the Annual Meeting of the Shareholders on June 21, 2005, shareholders approved a proposal converting the Fund to an interval structure, pursuant to which the Fund would make semi-annual offers to repurchase at least 5%, but not more than 25%, of its outstanding Shares. The Repurchase Offer will permit participating shareholders to redeem at least a portion of their Shares at NAV less the Repurchase Fee, while preserving the Fund as an investment vehicle seeking long-term capital appreciation for the shareholders that do not participate in the Repurchase Offer.

5. **Effect of the Offer; Source and Amount of Funds.** The actual cost to the Fund of the Repurchase Offer cannot be determined at this time because the number of Shares to be repurchased will depend on the number presented for repurchase and the price will be based on the NAV per Share on the Repurchase Pricing Date. If the NAV per Share on the Repurchase Pricing Date is the same as the NAV per Share on May 12, 2010, \$6.60 per Share, and if 5% of the outstanding Shares are repurchased pursuant to the Repurchase Offer, the cost to the Fund (excluding expenses and the Repurchase Fee) would be approximately \$3,812,552.

The monies to be used by the Fund to repurchase Shares pursuant to the Repurchase Offer will be obtained from cash and liquid securities in the Fund's investment portfolio.

The Repurchase Offer may have certain adverse consequences for participating and non-participating shareholders:

FLUCTUATION IN NAV BETWEEN THE REPURCHASE REQUEST DEADLINE AND THE REPURCHASE PRICING DATE: You must decide whether to participate in the Repurchase Offer by the Repurchase Request Deadline, but the NAV per Share at which the Fund will repurchase Shares will not be calculated until the Repurchase Pricing Date. The NAV of the Shares may fluctuate between the Repurchase Request Deadline, and the Repurchase Pricing Date, and there can be no assurance that the NAV of the Shares on the Repurchase Pricing Date will be as high as the NAV of the Shares on the Repurchase Request Deadline. Pursuant to applicable law, the Fund may use a Repurchase Pricing Date earlier than June 21, 2010, if, on or immediately following the Repurchase Request Deadline, it appears that the use of an earlier Repurchase Pricing Date is not likely to result in significant dilution of the NAV of the Shares that are presented for repurchase in the Repurchase Offer or the Shares that are not so presented for repurchase.

POSSIBLE PRORATION: If greater than 5% of the Fund's Shares are presented for repurchase pursuant to the Repurchase Offer, the Fund will be required to repurchase Shares tendered on a pro rata basis, subject to the exception described in Section 3 above. Accordingly, you cannot be assured that all of the Shares that you present for repurchase will in fact be repurchased.

RECOGNITION OF CAPITAL GAINS: The Fund may be required to sell portfolio securities pursuant to the Repurchase Offer, in which event it might recognize capital gains. The Fund expects that it would distribute any such gains to shareholders (reduced by net capital losses realized during the fiscal year, if any) following the end of its fiscal year on December 31. This recognition and distribution of gains, if any, would have two negative consequences: first, shareholders at the time of declaration of the distributions would be required to pay taxes on a greater amount of capital gain distributions than otherwise would be the case; and second, to raise cash to make the distributions, the Fund might need to sell additional portfolio securities, thereby possibly realizing and recognizing additional capital gains. It is impossible to predict the amount of capital gains or losses that would be realized and recognized. In addition, some of the distributed gains may be realized on securities held for one year or less, which would generate income taxable to the shareholders at ordinary income rates.

TAX CONSEQUENCES OF REPURCHASES TO SHAREHOLDERS: The Fund's repurchase of Shares pursuant to the Repurchase Offer will have tax consequences for participating shareholders and may have tax consequences for non-participating shareholders. See Section 14, "Certain Federal Income Tax Consequences," below.

HIGHER EXPENSE RATIO AND LESS INVESTMENT FLEXIBILITY: The reduced net assets of the Fund as a result of the Fund's semi-annual Repurchase Offers will, over time, result in a higher expense ratio for the Fund, and possibly in less investment flexibility for the Fund, depending on the number of Shares repurchased.

2

6. Procedure For Participating in the Repurchase Offer. You may submit some or all of your Shares for repurchase by delivering or mailing a Repurchase Request Form (in the form attached) or facsimile thereof (together with certificates and other required documents) to American Stock Transfer & Trust Company (“AST” or the “Depository”) at the appropriate address set forth at the end of this Repurchase Offer or by following the procedures for book-entry delivery set forth below (and causing a confirmation of receipt of such delivery to be received by the Depository). In lieu of the foregoing, you can comply with the guaranteed delivery procedures set forth below.

A. Presentation of Shares for Repurchase.

To submit Shares properly for repurchase, the certificates for Shares, together with a properly completed and duly executed Repurchase Request Form (or facsimile thereof) and any other documents required by the Repurchase Request Form, must be received prior to the Repurchase Request Deadline by the Depository at the appropriate address set forth at the end of this Repurchase Offer, except as otherwise provided below in this Section. Repurchase Request Forms and certificates representing tendered Shares should NOT be sent or delivered directly to the Fund.

B. Shares Held by Nominees.

If your Shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you should contact such firm if you desire to participate in the Repurchase Offer. You may be charged fees by such firm for processing the documentation required to participate in the Repurchase Offer.

C. Shares Purchased through Dividend Reinvestment Plan.

The Fund’s transfer agent holds Shares in uncertificated form for certain shareholders pursuant to the Fund’s dividend reinvestment plan. You may submit all such uncertificated Shares for repurchase by completing the appropriate section in the Repurchase Request Form or the Notice of Guaranteed Delivery.

D. Book-Entry Delivery Procedures.

The Depository will establish accounts with respect to the Shares at the Depository Trust Company (“DTC”) for purposes of the Repurchase Offer within two business days after the date of this Offer to Repurchase. Any financial institution that is a participant in DTC’s system may make delivery of Shares submitted for repurchase by causing DTC to transfer such Shares into the Depository’s account in accordance with DTC’s procedure for such transfer. However, although delivery of Shares may be effected through transfer into the Depository’s account at DTC, the Repurchase Request Form (or facsimile thereof), with any required signature guarantee and any other required documents, must, in any case, be transmitted to and received by the Depository at the appropriate address set forth at the end of this Repurchase Offer before the Repurchase Request Deadline, or the shareholder must comply with the guaranteed delivery procedures described below. Delivery of documents to DTC in accordance with DTC’s procedures does not constitute delivery to the Depository.

E. Guaranteed Delivery Procedures.

If certificates for Shares are not immediately available or time will not permit the Repurchase Request Form and other required documents to reach the Depository prior to the Repurchase Request Deadline, Shares may nevertheless be submitted for repurchase provided that all of the following conditions are satisfied:

- (a) such requests for repurchase are made by or through an Eligible Institution (as defined in subsection F. below);
- (b)

the Depositary receives, prior to the Repurchase Request Deadline, a properly completed and duly executed Notice of Guaranteed Delivery, substantially in the form provided by the Fund (delivered either by hand, mail, telegram, telex or facsimile transmission); and

(c) the certificates for all Shares submitted for repurchase, or book-entry confirmation, as the case may be, together with a properly completed and duly executed Repurchase Request Form and any other documents required by the Repurchase Request Form, are received by the Depositary within three NYSE trading days after receipt by the Depositary of such Notice of Guaranteed Delivery.

F. Signature Guarantees.

Signatures on all Repurchase Request Forms must be guaranteed by a member firm of a registered national securities exchange, a member of the Financial Industry Regulatory Authority or a commercial bank, credit union, savings association or trust company having an office, branch or agency in the United States or other entity, which is, in each case, a member in good standing of the Medallion Signature Guarantee Program (each being hereinafter referred to as an “Eligible Institution”), in cases where Shares are tendered:

- by a registered holder of Shares who has completed either the box entitled “Special Payment Instructions” or the box entitled “Special Delivery Instructions” on the Repurchase Request Form; or
- for the account of an institution that is not an Eligible Institution.

See Instruction 1 of the Repurchase Request Form.

If the certificates are registered in the name of a person other than the signer of the Repurchase Request Form, or if payment is to be made to a person other than the registered owner of the certificates surrendered, then the certificates must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name or names of the registered owner or owners appear on the certificates, with the signature(s) on the certificates or stock powers guaranteed, as set forth in the previous paragraph. See Instruction 6 of the Repurchase Request Form.

G. Determination of Validity.

The method of delivery of the certificates representing Shares, the Repurchase Request Form, and all other documents is at your option and risk. If you wish to deliver Shares and other documents by mail, we recommend that you use insured registered mail, return receipt requested. It is your responsibility to cause the certificates, the Repurchase Request Form and any other documents to be timely delivered.

To prevent backup withholding on payments made for the repurchase of Shares pursuant to the Repurchase Offer, you must provide the Depository with your correct taxpayer identification number by completing the substitute Form W-9 included with the Repurchase Request Form (even if you have previously completed such a form). If you are not a citizen or a resident of the United States, you may be able to satisfy this requirement by providing a certificate of foreign status (Form W-8) to the Depository in lieu of the substitute Form W-9. See Section 14, “Certain Federal Income Tax Consequences,” below.

All questions as to the validity, form, eligibility (including, for example, time of receipt) and acceptance of any repurchase requests will be determined by the Fund or one of its agents on behalf of the Fund in its sole discretion and that determination will be final and binding. The Fund reserves the absolute right: (i) to reject any and all repurchase requests for Shares determined not to be in proper form, or refuse to accept for payment, purchase or pay for any Shares if, in the opinion of the Fund’s counsel, accepting, repurchasing or paying for such Shares would be unlawful; and (ii) to waive any of the conditions of the Repurchase Offer or any defect or irregularity in the submission of any Shares for repurchase, whether in general or with respect to any particular Shares or shareholders. The Fund’s determination or the determination by any agent for and on behalf of the Fund of any defect or irregularity in the submission of any Shares for repurchase and its interpretation of the terms and conditions of the Repurchase Offer (including the Repurchase Request Form and the Instructions thereto) shall be final and binding.

Unless waived, any defects or irregularities in connection with repurchase requests must be cured within the times as the Fund shall determine. Repurchase requests will not be deemed to have been made until all defects or irregularities

have been cured or waived. None of the Fund, the Altman Group (the “Information Agent”), the Depositary or any other person shall be under any duty to give notice of any defects or irregularities in repurchase requests, and none shall incur any liability for failure to give such notification.

4

7. **Withdrawal Rights.** You may withdraw a request to repurchase Shares made pursuant to the Repurchase Offer at any time prior to the Repurchase Request Deadline. Additionally, you may increase or decrease the amount of Shares presented for repurchase prior to the Repurchase Request Deadline. After the Repurchase Request Deadline, all repurchase requests made pursuant to the Repurchase Offer will be irrevocable. The NAV per Share of the Fund may increase or decrease between the Repurchase Request Deadline and the Repurchase Pricing Date, and between the Repurchase Pricing Date and the Repurchase Payment Deadline.

To be effective, a written, telegraphic or facsimile transmission notice of withdrawal must be timely received by the Depository at the address set forth at the end of this Repurchase Offer. Any notice of withdrawal must specify the name of the person who executed the particular Repurchase Request Form or Notice of Guaranteed Delivery, the number of Shares to be withdrawn and, if certificates have been delivered or otherwise identified to the Depository, the name of the holder of record and the serial numbers of the certificates representing the Shares to be withdrawn. If Shares have been delivered pursuant to the procedure for book-entry delivery as set forth in Section 6, "Procedure for Participating in the Repurchase Offer," any notice of withdrawal also must specify the name and the number of the account at DTC to be credited with the withdrawn Shares (which must be the same name and number from which the Shares were submitted), and must otherwise comply with DTC's procedures.

All questions as to the form, validity, and eligibility (including, for example, time of receipt) of notices of withdrawal will be determined by the Fund or its agent in its sole discretion and that determination will be final and binding. None of the Fund, the Information Agent, the Depository or any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal, and none shall incur any liability for failure to give any such notification.

Any Shares timely and properly withdrawn will be deemed not duly submitted for purposes of the Repurchase Offer. Shares may be submitted again after a withdrawal has been made if the necessary documents and procedures for the submission of Shares for participation in the Repurchase Offer are submitted and followed within the time periods as described the Repurchase Offer.

8. **Acceptance for Payment and Payment.** Upon the terms and subject to the conditions of the Repurchase Offer, the Fund will accept for payment, and will pay for, Shares submitted for repurchase on or before the Repurchase Request Deadline and not properly withdrawn in accordance with Section 7, "Withdrawal Rights," as soon as practicable after the Repurchase Request Deadline but in no event prior to the Repurchase Pricing Date. The Fund expressly reserves the right, in its sole discretion, to delay the acceptance for payment of, or payment for, Shares, in order to comply in whole or in part with any applicable law.

The per-Share consideration paid to any shareholder pursuant to the Repurchase Offer will be the highest per-Share consideration paid to any other shareholder during the Repurchase Offer. In all cases, payment for Shares submitted for repurchase and accepted for payment pursuant to the Repurchase Offer will be made only after timely receipt by the Depository of certificates for such Shares (or confirmation of the book-entry transfer of such Shares), a properly executed Repurchase Request Form (or facsimile thereof) and any other documents required by the Repurchase Request Form.

For purposes of the Repurchase Offer, the Fund will be deemed to have accepted for payment, and thereby repurchased, Shares properly submitted to the Fund and not withdrawn, if, and as of when the Fund gives oral or written notice to the Depository of its acceptance for payment of such Shares. Payment for Shares accepted for payment pursuant to the Repurchase Offer will be made by deposit of the aggregate repurchase price (less the aggregate Repurchase Fee) with the Depository, which will act as agent for the shareholders for purposes of receiving payment from the Fund and transmitting payment to the shareholders. Under no circumstances will the Fund pay interest on the repurchase price of the Shares repurchased by the Fund, regardless of any delay in making such payment. If any Shares submitted for repurchase are not accepted for payment pursuant to the terms and conditions of

the Repurchase Offer for any reason, or are not paid for because of an invalid submission for repurchase, or if certificates are submitted for more Shares than are repurchased, certificates for such unrepurchased Shares will be returned, without expense to the submitting shareholder, as soon as practicable following expiration of the Repurchase Offer. Shares delivered by book-entry transfer into the Depositary's account at DTC as described in Section 6, "Procedure for Participating in the

5

Repurchase Offer,” which are to be returned will be credited to an account maintained within DTC. Shares that are to be returned and that were held in uncertificated form by the Fund’s transfer agent pursuant to the Fund’s dividend reinvestment plan will be returned to the dividend reinvestment plan account maintained by the transfer agent.

If the Fund is delayed in its acceptance for payment of, or in its payment for, Shares for any reason, then, without prejudice to the Fund’s rights under this Repurchase Offer, the Depositary may, nevertheless, on behalf of the Fund, retain submitted Shares. In addition, such Shares may not be withdrawn unless and except to the extent submitting shareholders are entitled to withdrawal rights, as described in Section 7, “Withdrawal Rights.”

Shares submitted for repurchase pursuant to the Repurchase Offer will be subject to the Repurchase Fee, which will be paid to the Fund and is reasonably intended to compensate the Fund for expenses directly related to the Repurchase Offer. Except for the Repurchase Fee and except for any fee described in Section 6.B above, shareholders that submit Shares for repurchase will not be obligated to pay brokerage commissions, fees or, except in the circumstances described in Instruction 7 of the Repurchase Request Form, transfer taxes on the repurchase of Shares by the Fund.

9. Suspensions and Postponements of Repurchase Offer. The Board may suspend or postpone the Repurchase Offer only by a vote of a majority of the Board, including a majority of Trustees who are not “interested persons” as defined in the Investment Company Act, and only:

- (i) if the Repurchase Offer would cause the Fund to lose its status as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”);
- (ii) if the Repurchase Offer would cause the Shares to be neither listed on any national securities exchange nor quoted on any inter-dealer quotation system of a national securities association;
- (iii) for any period during which the NYSE or any market in which the securities owned by the Fund are principally traded is closed, other than customary weekend and holiday closings, or during which trading on such market is restricted;
- (iv) for any period during which an emergency exists as a result of which disposal by the Fund of securities owned by it is not reasonably practicable, or during which it is not reasonably practicable for the Fund fairly to determine the value of its net assets; or
- (v) for such other periods as the U.S. Securities and Exchange Commission may by order permit for the protection of shareholders of the Fund.

If the Repurchase Offer is suspended or postponed, the Fund will provide notice to shareholders of such suspension or postponement.

10. Net Asset Value Per Share and Market Price. The Shares currently trade on the NYSE under the symbol “TFC.” The following table sets forth, on a quarterly basis, the Fund’s high and low NAVs per Share and the high and low closing prices of the Shares for the eight calendar quarters ended prior to the date of this Repurchase Offer.

Period	NAV Per Share		Market Price*	
	High	Low	High	Low
2008				
2nd Quarter	\$8.28	\$6.80	\$7.60	\$6.11
3rd Quarter	\$6.82	\$5.18	\$6.23	\$4.58
4th Quarter	\$5.28	\$3.40	\$4.71	\$2.96
2009				
1st Quarter	\$4.34	\$3.47	\$3.96	\$3.02
2nd Quarter	\$5.70	\$4.22	\$5.40	\$3.95
3rd Quarter	\$6.55	\$5.35	\$5.91	\$4.86