

**TAIWAN LIPOSOME COMPANY AND
SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS AND
REVIEW REPORT OF INDEPENDENT
ACCOUNTANTS
MARCH 31, 2017 AND 2016**

For the convenience of readers and for information purpose only, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

REVIEW REPORT OF INDEPENDENT ACCOUNTANTS TRANSLATED FROM CHINESE

To Taiwan Liposome Company

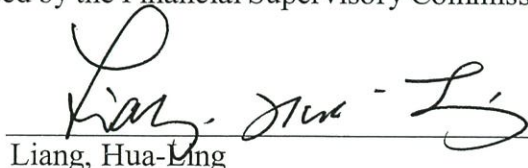
We have reviewed the accompanying consolidated balance sheets of Taiwan Liposome Company and subsidiaries as of March 31, 2017 and 2016, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the three-month periods then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express a conclusion on these consolidated financial statements based on our reviews.

Our reviews were made in accordance with the Statement of Auditing Standards No. 36, "Engagement to Review Financial Statements" in the Republic of China. A review consists principally of inquiries of company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards in the Republic of China, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with the "Rules Governing the Preparation of Financial Statements by Securities Issuers" and International Accounting Standard 34, "Interim Financial Reporting" as endorsed by the Financial Supervisory Commission (FSC).



Teng, Sheng-Wei



Liang, Hua-Ming

for and on behalf of PricewaterhouseCoopers, Taiwan

May 11, 2017

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the review of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TAIWAN LIPOSOME COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2017, DECEMBER 31, 2016 AND MARCH 31, 2016
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)
(THE CONSOLIDATED BALANCE SHEETS AS OF MARCH 31, 2017 AND 2016 ARE UNAUDITED BUT REVIEWED)

Assets	Notes	March 31, 2017		December 31, 2016		March 31, 2016		
		AMOUNT	%	AMOUNT	%	AMOUNT	%	
Current Assets								
1100	Cash and cash equivalents	6(1)	\$ 1,648,271	85	\$ 1,798,800	86	\$ 2,267,414	87
1170	Accounts receivable, net	6(2)	15,743	1	16,986	1	23,728	1
1200	Other receivables		2,234	-	285	-	3,367	-
1220	Current income tax assets		2,509	-	4,770	-	4,591	-
1410	Prepayments	6(3)	45,022	2	41,155	2	30,534	1
1470	Other current assets	8	1,827	-	1,817	-	4,485	-
11XX	Total Current Assets		<u>1,715,606</u>	<u>88</u>	<u>1,863,813</u>	<u>89</u>	<u>2,334,119</u>	<u>89</u>
Non-current Assets								
1600	Property, plant and equipment	6(4) and 8	170,386	9	178,943	8	210,127	8
1780	Intangible assets	6(5)	11,509	1	13,313	1	17,244	1
1840	Deferred income tax assets		157	-	164	-	75	-
1900	Other non-current assets	6(6)	49,207	2	42,673	2	49,123	2
15XX	Total Non-current Assets		<u>231,259</u>	<u>12</u>	<u>235,093</u>	<u>11</u>	<u>276,569</u>	<u>11</u>
1XXX	Total Assets		<u>\$ 1,946,865</u>	<u>100</u>	<u>\$ 2,098,906</u>	<u>100</u>	<u>\$ 2,610,688</u>	<u>100</u>

(Continued)

TAIWAN LIPOSOME COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2017, DECEMBER 31, 2016 AND MARCH 31, 2016
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)
(THE CONSOLIDATED BALANCE SHEETS AS OF MARCH 31, 2017 AND 2016 ARE UNAUDITED BUT REVIEWED)

Liabilities and Equity	Notes	March 31, 2017		December 31, 2016		March 31, 2016		
		AMOUNT	%	AMOUNT	%	AMOUNT	%	
Current Liabilities								
2100	Short-term borrowings	6(7)	\$ 46,000	2	\$ 46,000	2	\$ 46,000	2
2150	Notes payable		250	-	206	-	-	-
2200	Other payables	6(8)(25)	71,333	4	113,589	6	50,548	2
2230	Current income tax liabilities		-	-	-	-	82	-
2300	Other current liabilities	6(9)(10)	52,563	3	29,468	1	43,206	2
21XX	Total Current Liabilities		<u>170,146</u>	<u>9</u>	<u>189,263</u>	<u>9</u>	<u>139,836</u>	<u>6</u>
Non-current Liabilities								
2540	Long-term borrowings	6(9)	68,350	4	70,050	3	71,750	3
2550	Provisions for liabilities - non-current	6(13)	6,996	-	6,996	-	3,846	-
2600	Other non-current liabilities	6(10)	45,055	2	29,055	2	8,090	-
25XX	Total Non-current Liabilities		<u>120,401</u>	<u>6</u>	<u>106,101</u>	<u>5</u>	<u>83,686</u>	<u>3</u>
2XXX	Total Liabilities		<u>290,547</u>	<u>15</u>	<u>295,364</u>	<u>14</u>	<u>223,522</u>	<u>9</u>
Equity								
Equity Attributable to Owners of Parent								
Share capital								
		6(14)						
3110	Common stock		557,306	29	557,306	27	557,088	21
Capital surplus								
		6(15)						
3200	Capital surplus		2,093,273	107	2,078,908	98	2,682,384	103
Retained earnings								
3350	Accumulated deficit	6(16)(23)	(984,530)	(51)	(824,662)	(39)	(839,611)	(32)
Other equity								
3400	Other equity interest		(9,731)	-	(8,010)	-	(12,695)	(1)
31XX	Equity attributable to owners of parent		<u>1,656,318</u>	<u>85</u>	<u>1,803,542</u>	<u>86</u>	<u>2,387,166</u>	<u>91</u>
3XXX	Total Equity		<u>1,656,318</u>	<u>85</u>	<u>1,803,542</u>	<u>86</u>	<u>2,387,166</u>	<u>91</u>
Significant contingent liabilities and unrecognised contract commitments								
3X2X	Total Liabilities and Equity		<u>\$ 1,946,865</u>	<u>100</u>	<u>\$ 2,098,906</u>	<u>100</u>	<u>\$ 2,610,688</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

TAIWAN LIPOSOME COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2017 AND 2016
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS, EXCEPT LOSS PER SHARE AMOUNT)
(UNAUDITED BUT REVIEWED)

Items	Notes	2017		2016	
		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(17)	\$ 11,862	100	\$ 9,503	100
Operating expenses	6(11)(12)(21)(22)				
6200 General and administrative expenses		(29,096)	(246)	(37,632)	(396)
6300 Research and development expenses		(146,993)	(1239)	(142,876)	(1504)
6000 Total operating expenses		(176,089)	(1485)	(180,508)	(1900)
6900 Operating loss		(164,227)	(1385)	(171,005)	(1800)
Non-operating income and expenses					
7010 Other income	6(18)	3,535	30	5,915	62
7020 Other gains and losses	6(19)	1,818	15	100	1
7050 Finance costs	6(20)	(860)	(7)	(808)	(8)
7000 Total non-operating income and expenses		4,493	38	5,207	55
7900 Loss before income tax		(159,734)	(1347)	(165,798)	(1745)
7950 Income tax expense	6(23)	(134)	(1)	(251)	(3)
8200 Net loss		(\$ 159,868)	(1348)	(\$ 166,049)	(1748)
Other comprehensive loss					
Items that may be subsequently reclassified to profit or loss					
8361 Financial statement translation differences of foreign operations		(\$ 2,703)	(23)	(\$ 595)	(6)
8300 Total other comprehensive loss		(\$ 2,703)	(23)	(\$ 595)	(6)
8500 Total comprehensive loss		(\$ 162,571)	(1371)	(\$ 166,644)	(1754)
Loss attributable to:					
8610 Owners of the parent		(\$ 159,868)	(1348)	(\$ 166,049)	(1748)
Total comprehensive loss attributable to:					
8710 Owners of the parent		(\$ 162,571)	(1371)	(\$ 166,644)	(1754)
Loss Per Share of Common Stock	6(24)				
9750 Basic Loss Per Share (in dollars)		(\$ 2.87)		(\$ 3.00)	
9850 Diluted Loss Per Share (in dollars)		(\$ 2.87)		(\$ 3.00)	

The accompanying notes are an integral part of these consolidated financial statements.

TAIWAN LIPOSOME COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2017 AND 2016
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)
(UNAUDITED BUT REVIEWED)

Notes	Equity attributable to owners of the parent										
	Capital Surplus						Other Equity Interest				Total equity
	Common stock	Additional paid-in capital	Treasury stock transactions	Share options	Restricted stock	Accumulated deficit	Exchange difference on translation of foreign financial statements	Unearned compensation	Treasury stocks		
2016											
Balance at January 1, 2016	\$ 556,203	\$ 2,465,421	\$ -	\$ 156,053	\$ 31,495	(\$ 673,562)	\$ 2,541	(\$ 15,788)	(\$ 36,893)	\$ 2,485,470	
Share-based payments	6(12) -	-	-	26,144	-	-	-	1,147	-	27,291	
Employee stock options exercised	973	9,062	-	(5,904)	-	-	-	-	-	4,131	
Cancellation of restricted stocks	(88)	-	-	-	88	-	-	-	-	-	
Treasury shares transferred to employees	-	-	7,009	(6,984)	-	-	-	-	36,893	36,918	
Loss for the period	-	-	-	-	-	(166,049)	-	-	-	(166,049)	
Other comprehensive loss for the period	-	-	-	-	-	-	(595)	-	-	(595)	
Balance at March 31, 2016	<u>\$ 557,088</u>	<u>\$ 2,474,483</u>	<u>\$ 7,009</u>	<u>\$ 169,309</u>	<u>\$ 31,583</u>	<u>(\$ 839,611)</u>	<u>\$ 1,946</u>	<u>(\$ 14,641)</u>	<u>\$ -</u>	<u>\$ 2,387,166</u>	
2017											
Balance at January 1, 2017	\$ 557,306	\$ 1,835,958	\$ 7,009	\$ 213,379	\$ 22,562	(\$ 824,662)	\$ 1,684	(\$ 9,694)	\$ -	\$ 1,803,542	
Share-based payments	6(12) -	-	-	14,386	-	-	-	982	-	15,368	
Employee stock options forfeited	-	9,478	-	(9,478)	-	-	-	-	-	-	
Recall of restricted stocks	-	-	-	-	(21)	-	-	-	-	(21)	
Loss for the period	-	-	-	-	-	(159,868)	-	-	-	(159,868)	
Other comprehensive loss for the period	-	-	-	-	-	-	(2,703)	-	-	(2,703)	
Balance at March 31, 2017	<u>\$ 557,306</u>	<u>\$ 1,845,436</u>	<u>\$ 7,009</u>	<u>\$ 218,287</u>	<u>\$ 22,541</u>	<u>(\$ 984,530)</u>	<u>(\$ 1,019)</u>	<u>(\$ 8,712)</u>	<u>\$ -</u>	<u>\$ 1,656,318</u>	

The accompanying notes are an integral part of these consolidated financial statements.

TAIWAN LIPOSOME COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2017 AND 2016
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)
(UNAUDITED BUT REVIEWED)

	<u>Notes</u>	<u>2017</u>	<u>2016</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Loss before tax		(\$ 159,734)	(\$ 165,798)
Adjustments			
Adjustments to reconcile profit (loss)			
Share-based payments	6(12)	15,368	27,291
Deferred revenue (including current portion)		-	(351)
Depreciation	6(21)	11,153	15,740
Amortization	6(21)	2,598	3,184
Interest expense	6(20)	860	808
Interest income	6(18)	(1,633)	(3,059)
Gain on disposal of property, plant and equipment	6(19)	(20)	-
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable, net		1,243	1,802
Other receivables		(1,935)	(2,476)
Prepayments		(3,867)	4,735
Other current assets		(10)	-
Changes in operating liabilities			
Notes payable		44	(750)
Other payables		(39,958)	(18,252)
Other current liabilities		(105)	(181)
Cash outflow generated from operations		(175,996)	(137,307)
Interest received		1,619	2,724
Interest paid		(812)	(811)
Income tax paid		(169)	(304)
Income tax received		2,282	-
Net cash flows used in operating activities		(173,076)	(135,698)

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TAIWAN LIPOSOME COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2017 AND 2016
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)
(UNAUDITED BUT REVIEWED)

	Notes	2017	2016
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Decrease in other financial assets		\$ -	\$ 276
Acquisition of property, plant and equipment	6(25)	(3,871)	(7,074)
Proceeds from disposal of property, plant and equipment		24	-
Increase in other non-current assets		(1,063)	(487)
Increase in intangible assets	6(25)	(2,243)	(1,312)
(Increase) decrease in refundable deposits		(5,471)	3
Net cash flows used in investing activities		(12,624)	(8,594)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Payment of long-term borrowings		-	(1,380)
Increase in lease payable		43,500	-
Decrease in lease payable		(6,000)	(12,000)
Employee stock options exercised		-	4,131
Cancellation of restricted stocks		-	(88)
Treasury shares transferred to employees		-	36,918
Net cash flows from financing activities		37,500	27,581
Effect due to changes in exchange rate		(2,329)	(402)
Net decrease in cash and cash equivalents		(150,529)	(117,113)
Cash and cash equivalents at beginning of period		1,798,800	2,384,527
Cash and cash equivalents at end of period		\$ 1,648,271	\$ 2,267,414

The accompanying notes are an integral part of these consolidated financial statements.

TAIWAN LIPOSOME COMPANY AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE-MONTHS PERIODS ENDED MARCH 31, 2017 AND 2016
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS,
EXCEPT AS OTHERWISE INDICATED)
(UNAUDITED BUT REVIEWED)

1. HISTORY AND ORGANIZATION

Taiwan Liposome Company (the “Company”) was incorporated as a company limited by shares under the provisions of the Company Act of the Republic of China (R.O.C.) and was listed on the GreTai Securities Market since December 21, 2012. The Company and its subsidiaries (collectively referred herein as the “Group”) are biopharmaceutical companies focused on the research, development and commercialization of innovative pharmaceutical products based on its proprietary drug delivery technologies.

2. THE DATE OF AUTHORIZATION FOR ISSUANCE OF THE CONSOLIDATED FINANCIAL STATEMENTS AND PROCEDURES FOR AUTHORIZATION

These consolidated financial statements were authorized for issuance by the Board of Directors on May 11, 2017.

3. APPLICATION OF NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS

(1) Effect of the adoption of new issuances of or amendments to International Financial Reporting Standards (“IFRS”) as endorsed by the Financial Supervisory Commission (“FSC”)

None.

(2) Effect of new issuances of or amendments to IFRSs as endorsed by the FSC but not yet adopted by the Group

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Investment entities: applying the consolidation exception (amendments to IFRS 10, IFRS 12 and IAS 28)	January 1, 2016
Accounting for acquisition of interests in joint operations (amendments to IFRS 11)	January 1, 2016
IFRS 14, 'Regulatory deferral accounts'	January 1, 2016
Disclosure initiative (amendments to IAS 1)	January 1, 2016
Clarification of acceptable methods of depreciation and amortisation (amendments to IAS 16 and IAS 38)	January 1, 2016
Agriculture: bearer plants (amendments to IAS 16 and IAS 41)	January 1, 2016
Defined benefit plans: employee contributions (amendments to IAS 19R)	July 1, 2014
Equity method in separate financial statements (amendments to IAS 27)	January 1, 2016
Recoverable amount disclosures for non-financial assets (amendments to IAS 36)	January 1, 2014
Novation of derivatives and continuation of hedge accounting (amendments to IAS 39)	January 1, 2014
IFRIC 21, 'Levies'	January 1, 2014
Improvements to IFRSs 2010-2012	July 1, 2014
Improvements to IFRSs 2011-2013	July 1, 2014
Improvements to IFRSs 2012-2014	January 1, 2016

The above standards and interpretations have no significant impact to the Group's financial condition and operating results based on the Group's assessment.

(3) IFRSs issued by IASB but not yet endorsed by the FSC

New standards, interpretations and amendments issued by IASB but not yet included in the IFRSs as endorsed by the FSC effective from 2017:

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
Classification and measurement of share-based payment transactions (amendments to IFRS 2)	January 1, 2018
Applying IFRS 9, 'Financial instruments' with IFRS 4, 'Insurance contracts' (amendments to IFRS 4)	January 1, 2018
IFRS 9, 'Financial instruments'	January 1, 2018
Sale or contribution of assets between an investor and its associate or joint venture (amendments to IFRS 10 and IAS 28)	To be determined by International Accounting Standards Board
IFRS 15, 'Revenue from contracts with customers'	January 1, 2018
Clarifications to IFRS 15, 'Revenue from contracts with customers' (amendments to IFRS 15)	January 1, 2018

New Standards, Interpretations and Amendments	Effective date by International Accounting Standards Board
IFRS 16, 'Leases'	January 1, 2019
Disclosure initiative (amendments to IAS 7)	January 1, 2017
Recognition of deferred tax assets for unrealised losses (amendments to IAS 12)	January 1, 2017
Transfers of investment property (amendments to IAS 40)	January 1, 2018
IFRIC 22, 'Foreign currency transactions and advance consideration'	January 1, 2018
Annual improvements to IFRSs 2014-2016 cycle-Amendments to IFRS 1, 'First-time adoption of International Financial Reporting Standards'	January 1, 2018
Annual improvements to IFRSs 2014-2016 cycle-Amendments to IFRS 12, 'Disclosure of interests in other entities'	January 1, 2017
Annual improvements to IFRSs 2014-2016 cycle-Amendments to IAS 28, 'Investments in associates and joint ventures'	January 1, 2018

Except for the following, the above standards and interpretations have no significant impact to the Group's financial condition and operating results based on the Group's assessment. The quantitative impact will be disclosed when the assessment is complete.

A. IFRS 9, 'Financial instruments'

- (a) Classification of debt instruments is driven by the entity's business model and the contractual cash flow characteristics of the financial assets, which would be classified as financial asset at fair value through profit or loss, financial asset measured at fair value through other comprehensive income or financial asset measured at amortised cost. Equity instruments would be classified as financial asset at fair value through profit or loss, unless an entity makes an irrevocable election at inception to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument that is not held for trading.
- (b) The impairment losses of debt instruments are assessed using an 'expected credit loss' approach. An entity assesses at each balance sheet date whether there has been a significant increase in credit risk on that instrument since initial recognition to recognise 12-month expected credit losses ('ECL') or lifetime ECL (interest revenue would be calculated on the gross carrying amount of the asset before impairment losses occurred); or if the instrument that has objective evidence of impairment, interest revenue after the impairment would be calculated on the book value of net carrying amount (i.e. net of credit allowance).

B. IFRS 15, "Revenue from contracts with customers"

IFRS 15, "Revenue from contracts with customers" replaces IAS 11, "Construction Contracts", IAS 18, "Revenue" and relevant interpretations. According to IFRS 15, revenue is recognised when a customer obtains control of promised goods or services. A customer obtains control of

goods or services when a customer has the ability to direct the use of, and obtain substantially all of the remaining benefits from, the asset.

The core principle of IFRS 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity recognises revenue in accordance with that core principle by applying the following steps:

Step 1: Identify contracts with customer.

Step 2: Identify separate performance obligations in the contract(s).

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price.

Step 5: Recognise revenue when the performance obligation is satisfied.

Further, IFRS 15 includes a set of comprehensive disclosure requirements that requires an entity to disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

Under IFRS 15, depending on the nature of licences, they are either (1) a promise to provide a right to access to an entity's intellectual property as it exists throughout the licence period, or (2) a promise to provide a right to use an entity's intellectual property as it exists at the point in time when the licence is granted.

Licences that meet all of the following criteria provide access to an entity's intellectual property, and revenue is recognised based on the performance obligation's progress towards completion:

- (a) the contract requires, or the customer reasonably expects, that the entity will undertake activities that significantly affect the intellectual property to which the customer has rights;
- (b) the rights granted by the licence directly expose the customer to any positive or negative effects of the entity's activities identified above; and
- (c) those activities do not result in the transfer of a good or service to the customer as those activities occur.

If licences cannot meet all criteria listed above, the entity provides a right to use the entity's intellectual property. Revenue shall be recognised at the point in time at which the licence is granted to the customer.

C. Amendments to IFRS 15, 'Clarifications to Revenue from Contracts with Customers'

The amendments clarify how to identify a performance obligation (the promise to transfer a good or a service to a customer) in a contract; determine whether a company is a principal (the provider of a good or service) or an agent (responsible for arranging for the good or service to be provided); and determine whether the revenue from granting a licence should be recognised at a point in time or over time. In addition to the clarifications, the amendments include two

additional reliefs to reduce cost and complexity for a company when it first applies the new Standard.

D. IFRS 16, 'Leases'

IFRS 16, 'Leases', replaces IAS 17, 'Leases' and related interpretations and SICs. The standard requires lessees to recognise a 'right-of-use asset' and a lease liability (except for those leases with terms of 12 months or less and leases of low-value assets). The accounting stays the same for lessors, which is to classify their leases as either finance leases or operating leases and account for those two types of leases differently. IFRS 16 only requires enhanced disclosures to be provided by lessors.

E. Amendments to IAS 7, 'Disclosure initiative'

This amendment requires that an entity shall provide more disclosures related to changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Except for the compliance statement, basis of preparation, basis of consolidation and additional descriptions that are set out below, the rest of the principal accounting policies applied in the preparation of these consolidated financial statements are the same as those disclosed in Note 4 to the consolidated financial statements as of and for the year ended December 31, 2016. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(1) Compliance statement

- A. The consolidated financial statements of the Group have been prepared in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers", and IAS 34, "Interim Financial Reporting" as endorsed by the FSC.
- B. The consolidated financial statements as of and for the three-month period ended March 31, 2017 should be read together with the consolidated financial statements as of and for the year ended December 31, 2016.

(2) Basis of preparation

- A. Except for defined benefit liabilities recognised based on the net amount of pension fund assets less present value of defined benefit obligation, these consolidated financial statements have been prepared under the historical cost convention.
- B. The preparation of financial statements in conformity with International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the FSC (collectively referred herein as the "IFRSs") requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

(3) Basis of consolidation

A. Basis for preparation of consolidated financial statements:

Basis for preparation of consolidated financial statements are the same as those disclosed to the consolidated financial statements as of and for the year ended December 31, 2016.

B. Subsidiaries included in the consolidated financial statements:

Name of Investor	Name of Subsidiary	Main Business Activities	Ownership (%)		
			March 31, 2017	December 31, 2016	March 31, 2016
Taiwan Liposome Company	TLC Biopharmaceuticals, Inc.	Research on new anti-cancer drugs and biotechnology services	100	100	100
Taiwan Liposome Company	TLC Biopharmaceuticals B.V.	Technical authorization and product development	100	100	100
Taiwan Liposome Company	TLC Biopharmaceuticals, (H.K.) Limited	Biotechnology services and reinvestment	100	100	100
Taiwan Liposome Company	TLC Biopharmaceuticals, Pty Ltd.	Technical authorization and product development	100	100	100
Taiwan Liposome Company	TLC Biopharmaceuticals, Japan Co., Ltd.	Technical authorization and product development	100	100	100
TLC Biopharmaceuticals, (H.K.) Limited	TLC Biopharmaceuticals, (Shanghai) Limited	Consulting and technical service of medication	100	100	100

C. Subsidiaries not included in the consolidated financial statements: None.

D. Adjustments for subsidiaries with different balance sheet dates: None.

E. Significant restrictions: None.

F. Subsidiaries that have non-controlling interests that are material to the Group: None.

(4) Employee benefits

A. Short-term employee benefits

Short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in respect of service rendered by employees in a period and should be recognised as expenses in that period when the employees render service.

B. Pensions

(a) Defined contribution plans

For defined contribution plans, the contributions are recognised as pension expenses when

they are due on an accrual basis. Prepaid contributions are recognised as an asset to the extent of a cash refund or a reduction in the future payments.

(b) Defined benefit plans

- i. Net obligation under a defined benefit plan is defined as the present value of an amount of pension benefits that employees will receive on retirement for their services with the Group in current period or prior periods. The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets. The net defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The rate used to discount is determined by using interest rates of government bonds (at the balance sheet date) of a currency and term consistent with the currency and term of the employment benefit obligations.
- ii. Remeasurements arising on defined benefit plans are recognised in other comprehensive income in the period in which they arise and are recorded as retained earnings.
- iii. Pension cost for the interim period is calculated on a year-to-date basis by using the pension cost rate derived from the actuarial valuation at the end of the prior financial year, adjusted for significant market fluctuations since that time and for significant curtailments, settlements, or other significant one-off events. Also, the related information is disclosed accordingly.

(5) Income tax

- A. The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or items recognised directly in equity, in which cases the tax is recognised in other comprehensive income or equity.
- B. The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in accordance with applicable tax regulations. It establishes provisions where appropriate based on the amounts expected to be paid to the tax authorities. An additional 10% tax is levied on the unappropriated retained earnings and is recorded as income tax expense in the year the stockholders resolve to retain the earnings.
- C. Deferred tax is recognised, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated balance sheet. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing

of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

- D. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. At each balance sheet date, unrecognised and recognised deferred tax assets are reassessed.
- E. Current tax assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset on the balance sheet when the entity has the legally enforceable right to offset current tax assets against current tax liabilities and they are levied by the same taxation authority on either the same entity or different entities that intend to settle on a net basis or realise the asset and settle the liability simultaneously.
- F. A deferred tax asset shall be recognised for the carryforward of unused tax credits resulting from research and development expenditures and employees' training costs to the extent that it is possible that future taxable profit will be available against which the unused tax credits can be utilised.
- G. The interim period income tax expense is recognised based on the estimated average annual effective income tax rate expected for the full financial year applied to the pretax income of the interim period, and the related information is disclosed accordingly.

5. CRITICAL ACCOUNTING ESTIMATES AND KEY SOURCES OF ASSUMPTION UNCERTAINTY

No significant changes during the period. Please refer to Note 5 in the consolidated financial statements for the year ended December 31, 2016.

6. DETAILS OF SIGNIFICANT ACCOUNTS

(1) Cash and cash equivalents

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Cash on hand	\$ 66	\$ 98	\$ 63
Checking and demand deposits	733,805	688,702	868,551
Time deposits	914,400	1,110,000	1,398,800
	<u>\$ 1,648,271</u>	<u>\$ 1,798,800</u>	<u>\$ 2,267,414</u>

- A. The Group transacts with a variety of financial institutions with high credit quality to disperse credit risk, so it expects that the probability of counterparty default is remote.
- B. Details of the Group's bank deposits pledged to others as collateral are provided in Note 8, and these bank deposits are not accounted for as cash and cash equivalents.

(2) Accounts receivable

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Accounts receivable	\$ 24,810	\$ 26,053	\$ 23,728
Less: allowance for bad debts	(9,067)	(9,067.00)	-
	<u>\$ 15,743</u>	<u>\$ 16,986</u>	<u>\$ 23,728</u>

A. The Group's accounts receivable that were neither past due nor impaired were fully performing in line with the credit standards prescribed based on counterparties' industrial characteristics, scale of business and profitability. As of March 31, 2017, December 31, 2016 and March 31, 2016, the Group's accounts receivable that were neither past due nor impaired amounted to \$6,678, \$7,921 and \$5,596, respectively. The Group has lower significant concentrations of credit risk and has policies in place to ensure that customers have an appropriate credit history when signing the contract.

B. The ageing analysis of accounts receivable that were past due but not impaired is as follows:

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Up to 30 days	\$ -	\$ -	\$ -
31 to 90 days	-	-	-
91 to 180 days	-	-	-
Over 181 days	9,065	9,065	18,132
	<u>\$ 9,065</u>	<u>\$ 9,065</u>	<u>\$ 18,132</u>

The above ageing analysis was based on past due date.

C. Movement analysis of accounts receivable that were impaired is as follows:

(a) As of March 31, 2017, December 31, 2016 and March 31, 2016, the Group's accounts receivable that were individually determined to be impaired amounted to \$9,067, \$9,067 and \$0, respectively.

(b) Movements on the Group's provision for impairment of accounts receivable are as follows:

	2017		
	<u>Individual provision</u>	<u>Group provision</u>	<u>Total</u>
At January 1	\$ 9,067	\$ -	\$ 9,067
Provision for impairment	-	-	-
At March 31	<u>\$ 9,067</u>	<u>\$ -</u>	<u>\$ 9,067</u>

In 2016: None.

D. The Group does not hold any collateral as security.

(3) Prepayments

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Net input VAT	\$ 31,471	\$ 30,733	\$ 25,630
Prepaid expense for medicines research	6,449	1,959	693
Prepaid banking charges	2,365	1,350	1,038
Prepaid repair expense	1,979	5,003	324
Prepaid insurance	502	964	926
Prepaid rent	433	221	231
Prepaid service expenses	26	30	56
Others	1,797	895	1,636
	<u>\$ 45,022</u>	<u>\$ 41,155</u>	<u>\$ 30,534</u>

(4) Property, plant and equipment

A. The details of property, plant and equipment are as follows:

	<u>Land</u>	<u>Buildings</u>	<u>Testing equipment</u>	<u>Office equipment</u>	<u>Leasehold assets</u>	<u>Leasehold improvements</u>	<u>Total</u>
<u>At January 1, 2017</u>							
Cost	\$ 14,962	\$ 29,532	\$ 66,266	\$ 16,235	\$ 100,070	\$ 72,504	\$ 299,569
Accumulated depreciation	-	(4,703)	(34,843)	(9,458)	(30,239)	(41,383)	(120,626)
	<u>\$ 14,962</u>	<u>\$ 24,829</u>	<u>\$ 31,423</u>	<u>\$ 6,777</u>	<u>\$ 69,831</u>	<u>\$ 31,121</u>	<u>\$ 178,943</u>
<u>2017</u>							
Opening net book amount	\$ 14,962	\$ 24,829	\$ 31,423	\$ 6,777	\$ 69,831	\$ 31,121	\$ 178,943
Additions	-	-	2,512	331	-	95	2,938
Disposals	-	-	-	(4)	-	-	(4)
Reclassifications	-	-	(25,379)	-	25,642	(263)	-
Depreciation charge	-	(164)	(988)	(879)	(4,960)	(4,162)	(11,153)
Net exchange differences	-	-	(321)	18	-	(35)	(338)
Closing net book amount	<u>\$ 14,962</u>	<u>\$ 24,665</u>	<u>\$ 7,247</u>	<u>\$ 6,243</u>	<u>\$ 90,513</u>	<u>\$ 26,756</u>	<u>\$ 170,386</u>
<u>At March 31, 2017</u>							
Cost	\$ 14,962	\$ 29,532	\$ 31,839	\$ 16,434	\$ 98,170	\$ 72,093	\$ 263,030
Accumulated depreciation	-	(4,867)	(24,592)	(10,191)	(7,657)	(45,337)	(92,644)
	<u>\$ 14,962</u>	<u>\$ 24,665</u>	<u>\$ 7,247</u>	<u>\$ 6,243</u>	<u>\$ 90,513</u>	<u>\$ 26,756</u>	<u>\$ 170,386</u>

	<u>Land</u>	<u>Buildings</u>	<u>Testing equipment</u>	<u>Office equipment</u>	<u>Leasehold assets</u>	<u>Leasehold improvements</u>	<u>Total</u>
<u>At January 1, 2016</u>							
Cost	\$ 14,962	\$ 29,532	\$ 106,643	\$ 15,938	\$ 100,020	\$ 65,514	\$ 332,609
Accumulated depreciation	-	(4,047)	(47,232)	(5,912)	(27,887)	(25,418)	(110,496)
	<u>\$ 14,962</u>	<u>\$ 25,485</u>	<u>\$ 59,411</u>	<u>\$ 10,026</u>	<u>\$ 72,133</u>	<u>\$ 40,096</u>	<u>\$ 222,113</u>
<u>2016</u>							
Opening net book amount	\$ 14,962	\$ 25,485	\$ 59,411	\$ 10,026	\$ 72,133	\$ 40,096	\$ 222,113
Additions	-	-	3,275	-	-	654	3,929
Depreciation charge	-	(164)	(4,525)	(871)	(6,467)	(3,713)	(15,740)
Net exchange differences	-	-	(143)	(6)	-	(26)	(175)
Closing net book amount	<u>\$ 14,962</u>	<u>\$ 25,321</u>	<u>\$ 58,018</u>	<u>\$ 9,149</u>	<u>\$ 65,666</u>	<u>\$ 37,011</u>	<u>\$ 210,127</u>
<u>At March 31, 2016</u>							
Cost	\$ 14,962	\$ 29,532	\$ 109,697	\$ 15,915	\$ 100,020	\$ 66,104	\$ 336,230
Accumulated depreciation	-	(4,211)	(51,679)	(6,766)	(34,354)	(29,093)	(126,103)
	<u>\$ 14,962</u>	<u>\$ 25,321</u>	<u>\$ 58,018</u>	<u>\$ 9,149</u>	<u>\$ 65,666</u>	<u>\$ 37,011</u>	<u>\$ 210,127</u>

- B. Information about the investment activities that were partially paid by cash is provided in Note 6(25).
- C. Information about the leasehold assets is provided in Note 6(10).
- D. Information about the property, plant and equipment that were pledged to others as collateral is provided in Note 8.

(5) Intangible assets

A. The details of intangible assets are as follows:

	<u>Professional technology</u>	<u>Computer software</u>	<u>Total</u>
<u>At January 1, 2017</u>			
Cost	\$ 49,239	\$ 17,589	\$ 66,828
Accumulated amortisation	(41,299)	(12,216)	(53,515)
	<u>\$ 7,940</u>	<u>\$ 5,373</u>	<u>\$ 13,313</u>
<u>2017</u>			
Opening net book amount	\$ 7,940	\$ 5,373	\$ 13,313
Addition-acquired separately	-	830	830
Amortisation charge	(1,278)	(1,320)	(2,598)
Net exchange differences	(36)	-	(36)
Closing net book amount	<u>\$ 6,626</u>	<u>\$ 4,883</u>	<u>\$ 11,509</u>
<u>At March 31, 2017</u>			
Cost	\$ 49,205	\$ 18,419	\$ 67,624
Accumulated amortisation	(42,579)	(13,536)	(56,115)
	<u>\$ 6,626</u>	<u>\$ 4,883</u>	<u>\$ 11,509</u>
	<u>Professional technology</u>	<u>Computer software</u>	<u>Total</u>
<u>At January 1, 2016</u>			
Cost	\$ 49,259	\$ 11,463	\$ 60,722
Accumulated amortisation	(36,167)	(5,680)	(41,847)
	<u>\$ 13,092</u>	<u>\$ 5,783</u>	<u>\$ 18,875</u>
<u>2016</u>			
Opening net book amount	\$ 13,092	\$ 5,783	\$ 18,875
Addition-acquired separately	-	1,501	1,501
Transfer (Note)	-	70	70
Amortisation charge	(1,288)	(1,896)	(3,184)
Net exchange differences	(18)	-	(18)
Closing net book amount	<u>\$ 11,786</u>	<u>\$ 5,458</u>	<u>\$ 17,244</u>
<u>At March 31, 2016</u>			
Cost	\$ 49,241	\$ 13,034	\$ 62,275
Accumulated amortisation	(37,455)	(7,576)	(45,031)
	<u>\$ 11,786</u>	<u>\$ 5,458</u>	<u>\$ 17,244</u>

Note: Transferred from prepayments for business facilities (recorded as other non-current assets).

B. Information about the investment activities that were partially paid by cash is provided in Note 6(25).

C. The details of the amortisation charge of intangible assets (recorded in operating expenses) are as follows:

	Three months ended March 31,	
	2017	2016
General and administrative expenses	\$ 766	\$ 949
Research and development expenses	1,832	2,235
	<u>\$ 2,598</u>	<u>\$ 3,184</u>

(6) Other non-current assets

	March 31, 2017	December 31, 2016	March 31, 2016
Refundable deposits	\$ 26,662	\$ 21,190	\$ 28,636
Prepaid expense for medicines research - over one year	20,000	20,000	20,000
Prepayments for business facilities	2,545	1,483	487
	<u>\$ 49,207</u>	<u>\$ 42,673</u>	<u>\$ 49,123</u>

(7) Short-term borrowings

Type of borrowings	March 31, 2017	December 31, 2016	March 31, 2016
Bank unsecured borrowings	\$ 46,000	\$ 46,000	\$ 46,000
Interest rate	1.95%~2.10%	1.95%~2.10%	2.06%~2.25%
Credit line	\$ 46,000	\$ 46,000	\$ 46,000

(8) Other payables

	March 31, 2017	December 31, 2016	March 31, 2016
Research expenses	\$ 28,091	\$ 60,631	\$ 6,158
Salaries and bonuses	25,090	28,305	21,532
Service expenses	8,215	6,300	6,109
Research medicine expenses	2,849	3,273	9,656
Labor and health insurance fees payable	2,165	2,080	2,139
Repair expense	864	468	147
Payables on machinery and equipment	378	2,724	954
Other accrued expenses	3,681	9,808	3,853
	<u>\$ 71,333</u>	<u>\$ 113,589</u>	<u>\$ 50,548</u>

(9) Long-term borrowings

<u>Type of loans</u>	<u>Borrowing period and repayment term</u>	<u>Interest rate</u>	<u>Collateral</u>	<u>March 31, 2017</u>
Taiwan Cooperative Bank - secured borrowings	Note 1	1.85%	Land and buildings	\$ 37,750
Taiwan Cooperative Bank - secured borrowings	Note 2	1.85%	Land and buildings	34,000
Less: current portion (recorded as other current liabilities)				71,750 (3,400) \$ 68,350

<u>Type of loans</u>	<u>Borrowing period and repayment term</u>	<u>Interest rate</u>	<u>Collateral</u>	<u>December 31, 2016</u>
Taiwan Cooperative Bank - secured borrowings	Note 1	1.95%	Land and buildings	\$ 37,750
Taiwan Cooperative Bank - secured borrowings	Note 2	1.95%	Land and buildings	34,000
Less: current portion (recorded as other current liabilities)				71,750 (1,700) \$ 70,050

<u>Type of loans</u>	<u>Borrowing period and repayment term</u>	<u>Interest rate</u>	<u>Collateral</u>	<u>March 31, 2016</u>
Taiwan Cooperative Bank - secured borrowings	Note 1	1.95%	Land and buildings	\$ 37,750
Taiwan Cooperative Bank - secured borrowings	Note 2	1.95%	Land and buildings	34,000
Taiwan Business Bank - secured borrowings	Note 3	1.00%	Demand deposits	1,380
Less: current portion (recorded as other current liabilities)				73,130 (1,380) \$ 71,750

Note 1: The Company entered into a long-term loan contract with Taiwan Cooperative Bank on September 1, 2015 in the amount of \$37,750. The contract period is from September 2015 to September 2035. The interest is payable monthly for the first 3 years and payable monthly along with the same amount of principal starting from the fourth year.

Note 2: The Company entered into a mid-term loan contract with Taiwan Cooperative Bank on September 4, 2015 in the amount of \$34,000. The contract period is from September 2015 to

September 2022. The interest is payable monthly for the first 2 years and payable semi-annually along with 5% of the principal starting from September 2017. The remaining 50% of principal will be repaid at maturity.

Note 3: The Company entered into a “Synergistic Dual - Function Anticancer Me - Too New Chemical Entity (ME-TOO NCE) Development Project” and signed the loan contract with the Industrial Development Bureau in 2007 in the amount of \$40,000 (the bank: Taiwan Business Bank). The original contract period is from June 2007 to April 2013. In 2009, the Company requested for the extension of the maturity date to April 2016. The loan is payable in quarterly capital installments of \$1,380 (first quarter: \$2,500; second quarter: \$1,620), with a moratorium until July 2009 and maturing in April 2016.

As of December 31, 2016 and 2015, the undrawn loan facilities amounted to \$1,050. The information about the Group’s liquidity risk is provided in Note 12 (2) C (c).

(10) Finance lease liabilities

The Group leases testing equipment assets under finance lease. Based on the terms of the lease contracts, ownership of all leased equipment will transfer to the Group at no consideration when the leases expire. Future minimum lease payments and their present values as at December 31, 2016 and 2015 are as follows:

	March 31, 2017		
	Total finance lease liabilities	Future finance charges	Present value of finance lease liabilities
<u>Current</u>			
Not later than one year (Note)	\$ 49,040	(\$ 1,040)	\$ 48,000
<u>Non-current</u>			
Later than one year but not later than two years (Note)	40,285	(285)	40,000
	<u>\$ 89,325</u>	<u>(\$ 1,325)</u>	<u>\$ 88,000</u>
	December 31, 2016		
	Total finance lease liabilities	Future finance charges	Present value of finance lease liabilities
<u>Current</u>			
Not later than one year (Note)	\$ 27,086	(\$ 586)	\$ 26,500
<u>Non-current</u>			
Later than one year but not later than two years (Note)	24,198	(198)	24,000
	<u>\$ 51,284</u>	<u>(\$ 784)</u>	<u>\$ 50,500</u>

	March 31, 2016		
	Total finance lease liabilities	Future finance charges	Present value of finance lease liabilities
<u>Current</u>			
Not later than one year (Note)	\$ 40,300	(\$ 300)	\$ 40,000

Note: Recorded as other current liabilities and other non-current liabilities, respectively.

(11) Pensions

A. Defined benefit plan

- (a) The Company has a defined benefit pension plan in accordance with the Labor Standards Law, covering all regular employees' service years prior to the enforcement of the Labor Pension Act on July 1, 2005 and service years thereafter of employees who chose to continue to be subject to the pension mechanism under the Law. Under the defined benefit pension plan, two units are accrued for each year of service for the first 15 years and one unit for each additional year thereafter, subject to a maximum of 45 units. Pension benefits are based on the number of units accrued and the average monthly salaries and wages of the last 6 months prior to retirement. The Company contributes monthly an amount equal to 2% of the employees' monthly salaries and wages to the retirement fund deposited with Bank of Taiwan, the trustee, under the name of the independent retirement fund committee. Also, the Company would assess the balance in the aforementioned labor pension reserve account by March 31, every year. If the account balance is insufficient to pay the pension calculated by the aforementioned methods to the employees expected to qualify for retirement in the following year, the Company will make contributions to cover for the deficit by next March.
- (b) For the aforementioned pension plan, the Group recognised pension costs of \$56 and \$54 for the three months ended March 31, 2017 and 2016, respectively.
- (c) Expected contributions to the defined benefit pension plan of the Company for the year ending December 31, 2018 are \$221.

B. Defined contribution plans

Effective July 1, 2005, the Company has established a defined contribution pension plan (the "New Plan") under the Labor Pension Act (the "Act"), covering all regular employees with R.O.C. nationality. Under the New Plan, the Company contributes monthly an amount based on 6% of the employees' monthly salaries and wages to the employees' individual pension accounts at the Bureau of Labor Insurance. The benefits accrued are paid monthly or in lump sum upon termination of employment. The pension costs under the defined contribution pension plan of the Company for the three months ended March 31, 2017 and 2016 were \$2,109 and \$1,946, respectively.

C. The subsidiaries have defined contribution plans in accordance with the local regulations, and contributions are based on a certain percentage of employees' salaries and wages. Other than the yearly contributions, the subsidiaries have no further obligations. The pension costs of the subsidiaries for the three months ended March 31, 2017 and 2016 were \$359 and \$330, respectively.

(12) Share-based payment

A. For the three months ended March 31, 2017 and 2016, the Company's equity-settled share-based payment arrangements were as follows:

Type of arrangement	Grant date	Quantity granted (in thousands)	Contract period	Vesting conditions
Employee stock options	2012.05.08	62.8	5 years	2 years service vested immediately (Note 1)
"	2013.11.14	883.0	5 years	2 years service vested immediately (Note 1)
"	2014.03.20	153.0	5 years	2 years service vested immediately (Note 1)
"	2014.08.15	82.3	5 years	2 years service vested immediately (Note 1)
"	2015.02.26	1,102.0	5 years	2 years service vested immediately (Note 1)
"	2015.04.30	16.0	5 years	2 years service vested immediately (Note 1)
"	2015.05.04	35.0	5 years	2 years service vested immediately (Note 1)
"	2015.07.30	50.0	5 years	2 years service vested immediately (Note 1)
"	2015.10.29	180.0	5 years	2 years service vested immediately (Note 1)
"	2016.02.25	1,391.0	5 years	2 years service vested immediately (Note 1)
"	2016.08.11	140.0	5 years	2 years service vested immediately (Note 1)
"	2016.11.03	73.0	5 years	2 years service vested immediately (Note 1)
Restricted stocks to employees (Note 2)	2014.08.15	307.0	3 years	Achievement of performance condition (Note 3)
"	2014.11.14	43.0	3 years	Achievement of performance condition (Note 3)

Type of arrangement	Grant date	Quantity granted (in thousands)	Contract period	Vesting conditions
Treasury stocks transferred to employees	2016.02.25	276.0	N/A	Vested immediately

(Note 1) Employees with 2 service years are entitled to 50%; after one year expiration, the ratio will increase by 1/48 every month for the following 24 months; and employees with 4 years service are entitled to 100%.

(Note 2) The restricted stocks issued by the Company cannot be transferred within the vesting period, but voting rights and dividend rights are not restricted on these stocks. Employees are required to return the stocks but not required to return the dividends received if they resign during the vesting period.

(Note 3) For the employees who are currently working in the Company and whose services have reached 1 year, 2 years and 3 years while their performance has reached the target performance and they have made certain contribution, the applicable accumulated maximum vested share ratio is 30%, 60% and 100%, respectively.

B. Details of the share-based payment arrangements are as follows:

(a) Employee stock options

	2017		2016	
	No. of units (in thousands)	Weighted-average exercise price (in dollars)	No. of units (in thousands)	Weighted-average exercise price (in dollars)
Options outstanding at beginning of the period	4,168.1	\$ 231	3,148.3	\$ 267
Options granted	-	-	1,579.0	159
Options exercised	-	-	(97.3)	42
Options revoked	(185.2)	179	(81.6)	258
Options outstanding at end of the period	<u>3,982.9</u>	234	<u>4,548.4</u>	235
Options exercisable at end of the period	<u>1,519.4</u>	117.3~379	<u>782.6</u>	35~379
Options permitted but not yet outstanding at end of the period	<u>-</u>		<u>221</u>	

(b) Restricted stocks to employees

	2017	2016
	Shares (in thousands)	Shares (in thousands)
At January 1	111	204
Expired for the period (Note)	(2)	-
At December 31	<u>109</u>	<u>204</u>

Note: Please refer to Note 6(14)C.

C. The weighted-average stock price of stock options at exercise dates for the three months ended March 31, 2016 was \$148.39 (in dollars). There is no exercise of options the three months ended March 31, 2017.

D. The expiry date and exercise price of stock options outstanding at the balance sheet date are as follows:

March 31, 2017						
			Options outstanding at end of period	Options exercisable at end of period		
Exercise price (in dollars)	Quantity (in thousands)	Expected remaining life (years)	Exercise price (in dollars)	Quantity (in thousands)	Exercise price (in dollars)	
\$ 117.3	62.8	0.11	\$ 117.3	62.8	\$ 117.3	
379	878.8	1.62	379	734.9	379	
272	153.0	1.97	272	114.7	272	
206	67.4	2.37	206	45.5	206	
246.5	1,058.8	2.91	246.5	561.5	246.5	
225	16.0	3.06	225	-	-	
225	35.0	3.09	225	-	-	
148	50.0	3.34	148	-	-	
141	158.0	3.58	141	-	-	
159	1,330.0	3.91	159	-	-	
128.5	100.0	4.37	128.5	-	-	
122.0	73.0	4.60	122	-	-	
	<u>3,982.9</u>			<u>1,519.4</u>		

December 31, 2016						
			Options outstanding at end of year	Options exercisable at end of year		
Exercise price (in dollars)	Quantity (in thousands)	Expected		Exercise price (in dollars)	Quantity (in thousands)	Exercise price (in dollars)
		remaining life (years)				
\$ 117.3	62.8	0.35		\$ 117.3	62.8	\$ 117.3
379	883.0	1.87		379	680.6	379
272	153.0	2.22		272	105.2	272
206	82.3	2.62		206	52.7	206
246.5	1,102.0	3.16		246.5	-	-
225	16.0	3.33		225	-	-
225	35.0	3.34		225	-	-
148	50.0	3.58		148	-	-
141	180.0	3.83		141	-	-
159	1,391.0	4.15		159	-	-
128.5	140.0	4.61		128.5	-	-
122	73.0	4.84		122	-	-
	<u>4,168.1</u>				<u>901.3</u>	

March 31, 2016						
			Options outstanding at end of period	Options exercisable at end of period		
Exercise price (in dollars)	Quantity (in thousands)	Expected		Exercise price (in dollars)	Quantity (in thousands)	Exercise price (in dollars)
		remaining life (years)				
\$ 35	41.6	0.29		\$ 35	41.6	\$ 35
69.9	4.0	0.73		69.9	4.0	69.9
117.3	64.8	1.10		117.3	61.5	117.3
379	1,002.0	2.62		379	589.0	379
272	173.0	2.97		272	86.5	272
206	126.0	3.37		206	-	-
246.5	1,237.0	3.91		246.5	-	-
225	16.0	4.08		225	-	-
225	35.0	4.10		225	-	-
148	70.0	4.33		148	-	-
141	208.0	4.58		141	-	-
159	1,571.0	4.91		159	-	-
	<u>4,548.4</u>				<u>782.6</u>	

E. The fair value of stock options granted on grant date is measured using the Black-Scholes option-pricing model. Relevant information is as follows:

Employee stock options

	<u>November 3, 2016</u>	<u>August 11, 2016</u>	<u>February 25, 2016</u>
Grant date			
Dividend yield rate	-	-	-
Exercise price volatility	48.19%	48.77%	51.62%
Risk-free interest rate	0.63%~0.68%	0.47%~0.52%	0.54%~0.61%
Expected vesting period (years)	3.5~4.5	3.5~4.5	3.5~4.5
Per share exercise price (in dollars)	\$ 122	\$ 128.5	\$ 159
Weighted stock options average fair value (in dollars)	\$ 42~50	\$ 45~53	\$ 61~66

	<u>October 29, 2015</u>	<u>July 30, 2015</u>	<u>May 4, 2015</u>
Grant date			
Dividend yield rate	-	-	-
Exercise price volatility	50.18%	48.59%	49.17%
Risk-free interest rate	0.68%~0.81%	0.86%~0.97%	0.91%~1.05%
Expected vesting period (years)	3.5~4.5	3.5~4.5	3.5~4.5
Per share exercise price (in dollars)	\$ 141	\$ 148	\$ 225
Weighted stock options average fair value (in dollars)	\$ 52~59	\$ 54~60	\$ 82~93

	<u>April 30, 2015</u>	<u>February 26, 2015</u>	<u>August 15, 2014</u>
Grant date			
Dividend yield rate	-	-	-
Exercise price volatility	49.10%	46.68%	46.22%
Risk-free interest rate	0.91%~1.03%	0.92%~1.04%	0.99~1.15%
Expected vesting period (years)	3.5~4.5	3.5~4.5	3.5~4.5
Per share exercise price (in dollars)	\$ 225	\$ 246.5	\$ 206
Weighted stock options average fair value (in dollars)	\$ 82~93	\$ 86~97	\$ 71~81

	<u>March 20, 2014</u>	<u>November 14, 2013</u>	<u>May 8, 2012</u>
Grant date			
Dividend yield rate	-	-	-
Exercise price volatility	46.06%	48.51%	42.44%
Risk-free interest rate	0.92%~1.10%	1.00%~1.18%	1.00%
Expected vesting period (years)	3.5~4.5	3.5~4.5	3.875
Per share exercise price (in dollars)	\$ 272	\$ 379	\$ 117.3
Weighted stock options average fair value (in dollars)	\$ 94~106	\$ 137~155	\$ 5.18~7.29

Restricted stocks to employees

	<u>November 14, 2014</u>	<u>August 15, 2014</u>
Grant date		
Dividend yield rate	-	-
Exercise price volatility	44.51%~46.32%	44.28%~46.10%
Risk-free interest rate	0.58%~0.92%	0.56%~0.90%
Expected vesting period (years)	1~3	1~3
Stock price (in dollars)	\$ 191	\$ 206
Per share exercise price (in dollars)	\$ 10	\$ 10
Weighted stock options average fair value (in dollars)	\$ 128.47~151.99	\$ 139.28~164.58

Treasury stock transferred to
employees

	<u>February 25, 2016</u>
Grant date	
Dividend yield rate	-
Exercise price volatility	55.10%
Risk-free interest rate	0.73%
Expected vesting period (years)	0.02
Per share exercise price (in dollars)	\$ 133.76
Weighted stock options average fair value (in dollars)	\$ 25.304

F. Expenses incurred on share-based payment transactions are shown below:

	<u>Three months ended March 31,</u>	
	<u>2017</u>	<u>2016</u>
Equity-settled	<u>\$ 15,368</u>	<u>\$ 27,291</u>

(13) Provisions (Decommissioning liabilities)

	<u>2017</u>	<u>2016</u>
At January 1	\$ 6,996	\$ 3,846
Additions	-	-
At March 31	<u>\$ 6,996</u>	<u>\$ 3,846</u>

Analysis of total provisions is shown below:

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Non-current	<u>\$ 6,996</u>	<u>\$ 6,996</u>	<u>\$ 3,846</u>

In accordance with the requirements specified in the agreement, the Group bears the obligation for the costs of dismantling, removing the asset and restoring the site of its rented office in the future. A provision is recognised for the present value of costs to be incurred for dismantling, removing the asset and restoring the site. It is expected that the provision will be used in 3~5 years.

(14) Share capital

A. As of December 31, 2016, the Company's authorized capital was \$600,000, and the paid-in

capital was \$557,306 with a par value of \$10 (in dollars) per share. All proceeds from shares issued have been collected.

Movements in the number of the Company's ordinary shares outstanding are as follows (Unit: thousand shares):

	<u>2017</u>	<u>2016</u>
At January 1	55,730	55,620
Employee stock options exercised	-	97
Cancellation of restricted stocks	-	(9)
At March 31	<u>55,730</u>	<u>55,708</u>

B. To increase the Company's working capital, the stockholders at their extraordinary stockholders' meeting on March 10, 2011 adopted a resolution to raise additional cash through private placement with the effective date set on March 25, 2011. The maximum number of shares to be issued through the private placement is 4,711 thousand shares at an estimated subscription price of \$42.45 (in dollars) per share. The amount of capital raised through the private placement was \$200,000 which had been registered. Pursuant to the Securities and Exchange Law, the ordinary shares raised through the private placement are subject to certain transfer restrictions and cannot be listed on the stock exchange until three years after they have been issued and have been offered publicly. Other than these restrictions, the rights and obligations of the ordinary shares raised through the private placement are the same as other issued ordinary shares.

C. Employee restricted stocks

(a) The Board of Directors during its meeting on June 18, 2014 adopted a resolution to issue employee restricted ordinary shares (see Note 6(12)) with the effective date set on August 21, 2014 and November 20, 2014, respectively. The subscription price is \$10 (in dollars) per share. The employee restricted ordinary shares issued are subject to certain restrictions on selling, pledging as collateral, transfer, donation or other methods to dispose before their vesting conditions are met. Other than these restrictions, the rights and obligations of these shares issued are the same as other issued ordinary shares.

(b) As employee restricted stocks of 4,000 shares distributed to certain employees in December 2014 did not meet the vesting conditions in accordance with the terms of restricted shares, the Board of Directors has resolved on February 26, 2015 to buy back the restricted shares to retire for capital reduction. The registration was completed on March 20, 2015.

(c) As employee restricted shares of 25,000 shares distributed to certain employees in April and July 2015 did not meet the vesting conditions in accordance with the terms of restricted stocks, the Board of Directors has resolved on October 29, 2015 to buy back the restricted shares to retire for capital reduction. The registration was completed on August 14, 2015.

(d) As employee restricted stocks of 17,000 shares distributed to certain employees in August and September 2015 did not meet the vesting conditions in accordance with the terms of

restricted shares, the Board of Directors has resolved on October 29, 2015 to buy back the restricted shares to retire for capital reduction. The registration was completed on November 11, 2015.

- (e) As employee restricted stocks of 9,000 shares distributed to certain employees in November 2015 did not meet the vesting conditions in accordance with the terms of restricted shares, the Board of Directors has resolved on February 25, 2016 to buy back the restricted shares to retire for capital reduction. The registration was completed on April 22, 2016.
- (f) As employee restricted stocks of 14,000 shares distributed to certain employees in April 2016 did not meet the vesting conditions in accordance with the terms of restricted shares, the Board of Directors has resolved on May 5, 2016 to buy back the restricted shares to retire for capital reduction. The registration was completed on July 18, 2016.
- (g) As employee restricted stocks of 12,000 shares distributed to certain employees in July and August 2016 did not meet the vesting conditions in accordance with the terms of restricted shares, the Board of Directors has resolved on August 11, 2016 to buy back the restricted shares to retire for capital reduction. The registration was completed on October 11, 2016.
- (h) As employee restricted stocks of 2,000 shares distributed to certain employees in March 2017 did not meet the vesting conditions in accordance with the terms of restricted shares, the Board of Directors has resolved on May 11, 2017 to buy back the restricted shares to retire for capital reduction. The registration is still in the process.

D. Treasury stock

- (a) Reason for share reacquisition and movements in the number of the Company's treasury shares are as follows:

Reason for reacquisition	2016			
	January 1	Additions	Disposal	March 31
To be reissued to employees				
—Number of shares (in thousands)	276	-	(276)	-
—Carrying amount	\$ 36,893	\$ -	(\$ 36,893)	\$ -

- (b) Pursuant to the R.O.C. Securities and Exchange Law, the number of shares bought back as treasury share should not exceed 10% of the number of the Company's issued and outstanding shares and the amount bought back should not exceed the sum of retained earnings, paid-in capital in excess of par value and realised capital surplus.
- (c) Pursuant to the R.O.C. Securities and Exchange Law, treasury shares should not be pledged as collateral and is not entitled to dividends before it is reissued.
- (d) Pursuant to the R.O.C. Securities and Exchange Law, treasury shares should be reissued to the employees within three years from the reacquisition date and shares not reissued within the three-year period are to be retired.

(15) Capital surplus

Pursuant to the R.O.C. Company Law, capital reserve arising from paid-in capital in excess of par value on issuance of common stocks and donations can be used to cover accumulated deficit or to issue new stocks or cash to shareholders in proportion to their share ownership, provided that the Company has no accumulated deficit. Further, the R.O.C. Securities and Exchange Law requires that the amount of capital reserve to be capitalised mentioned above should not exceed 10% of the paid-in capital each year. Capital reserve should not be used to cover accumulated deficit unless the legal reserve is insufficient.

(16) Retained earnings

A. Under the Company's Articles of Incorporation, the current earnings, if any, shall be distributed in the following order:

- (a) Payment of taxes and duties.
- (b) Cover prior years' accumulated deficit, if any.
- (c) After deducting items a and b, set aside 10% of the remaining amount as legal reserve.
- (d) Appropriate or reverse special reserve in accordance with the relevant laws and regulations, if necessary;
- (e) After deducting items a to d, the remainder, if any, to be retained or to be appropriated shall be resolved by the stockholders at the stockholders' meeting.

B. The Company's dividend policy is summarized below:

As the Company operates in a volatile business environment and is in the stable growth stage, the residual dividend policy is adopted taking into consideration the Company's financial structure, operating results and future expansion plans. According to the dividend policy adopted by the Board of Directors, cash dividends shall account for at least 10% of the total dividends distributed.

C. Under the R.O.C. Company Law, when the accumulated deficit exceeds 50% of the capital, the directors should convene a meeting of the stockholders and report the situation.

D. (a)The stockholders during their meeting on June 21, 2016 and June 23, 2015 adopted a resolution to use capital surplus amounting to \$673,562 and \$638,726 to cover accumulated deficit, respectively.

(b)The Board of Directors during its meeting on February 23, 2017 has proposed to cover accumulated losses of \$824,662 with capital reserve, but as of February 23, 2017, the proposal has not yet been resolved by the stockholders.

Information on the above as proposed by the Board of Directors and resolved by the stockholders will be posted in the "Market Observation Post System" at the website of the Taiwan Stock Exchange.

E. As of December 31, 2016, the Company had an accumulated deficit. Therefore, the earnings distribution information disclosure is not applicable.

F. For the information relating to employees' remuneration (bonuses) and directors' and supervisors'

remuneration, please refer to Note 6(22).

(17) Operating revenue

	Three months ended March 31,	
	2017	2016
Co-development revenue	\$ 11,862	\$ 9,152
Royalty payment revenue	-	351
	<u>\$ 11,862</u>	<u>\$ 9,503</u>

A. Co-development revenue is the revenue arising from authorized co-development generic drugs.

The details are as follows:

- (a) The Company signed a new injections/new medicine cooperative development agreement with SciClone Pharmaceuticals International China Holding Ltd. (“SciClone”). Under the agreement, the Company authorized SciClone to sell related products in China, Hong Kong and Macau. The Company recognizes up-front payment revenue during the development stage and also recognizes milestone payment revenue upon each milestone achieved. Once the new drug is launched in the market, the Company will receive a royalty fee based on a fixed amount depending on the amount of net sales revenue achieved, but not to exceed the maximum amount set in the agreement.
- (b) The Company authorized SamChunDang Pharm Co., Ltd. (“SamChunDang”) to sell special generic products in Korea. The Company recognizes up-front payment revenue in installments during the development stage and also recognizes milestone payment revenue upon each milestone achieved. Once the new drug is launched in the market, a royalty fee will be received by the Company, which is equal to a certain amount depending on the sales volume subject to a certain ceiling.
- (c) The Company and Sandoz AG. (“Sandoz”) signed an agreement to sell special generic products in Europe and USA. The Company recognizes up-front payment revenue in installments during the development stage and also recognizes milestone payment revenue upon each milestone achieved. Once the new drug is launched in the market, a royalty fee will be received by the Company. The Company also recognizes performance-based milestone payment revenue upon entering the local market in Europe and USA, and if net sales reached a certain sales volume for the first time within five years.

B. The details of royalty payment revenue are as follows:

- (a) The Company granted TTY Biopharm Company Limited (TTY) the exclusive right in Taiwan to produce and promote LIPO-DOX, a medicinal product developed by the Company. Under the contract, royalty payments are based on 12% of the sales from the products sold.
- (b) The Company authorizes YSP the exclusive right in Taiwan to produce and promote generic drugs. Under the contract, the Company will receive a royalty fee based on a certain

percentage of the net sales revenue.

(18) Other income

	Three months ended March 31,	
	2017	2016
Interest income	\$ 1,633	\$ 3,059
Government subsidy income (Note)	1,313	365
Others	589	2,491
	<u>\$ 3,535</u>	<u>\$ 5,915</u>

Note: The Company has entered into a contract of “Phase I/II trial plan of TLC399 (ProDex®) in Patients with Macular Edema Due to Retinal Vein Occlusion (RVO)” and “Phase II trial plan of TLC388 (Lipotecan)” with the Institute for Information Industry in 2014. The Company recognised government subsidy income in accordance with the progress of execution of ProDex® trial plan and Lipotecan trial plan. The Company has accrued government subsidy income in accordance with the progress of the plan. The aforesaid subsidy plan has recognized income of \$1,810 and \$18,192 in 2016 and 2015, respectively. The “Phase II trial plan of TLC388 (Lipotecan)” with the Institute for Information Industry” was completed and closed in 2015.

(19) Other gains and losses

	Three months ended March 31,	
	2017	2016
Net currency exchange gain	\$ 1,798	\$ 100
Gain on disposal of property, plant and equipment	20	-
	<u>\$ 1,818</u>	<u>\$ 100</u>

(20) Finance cost

	Three months ended March 31,	
	2017	2016
Bank borrowings	\$ 559	\$ 605
Lease liabilities	301	203
	<u>\$ 860</u>	<u>\$ 808</u>

(21) Expenses by nature (Recorded in operating expenses)

	Three months ended March 31,	
	2017	2016
Employee benefit expense	\$ 81,187	\$ 86,034
Depreciation charges	\$ 11,153	\$ 15,740
Amortization charges	\$ 2,598	\$ 3,184

(22) Employee benefit expense

	Three months ended March 31,	
	2017	2016
Wages and salaries	\$ 56,187	\$ 50,153
Share-based payment compensation cost	15,368	27,291
Labor and health insurance fees	4,843	4,123
Pension costs	2,544	2,330
Other personnel expenses	2,245	2,137
	<u>\$ 81,187</u>	<u>\$ 86,034</u>

A. According to the Articles of Incorporation of the Company, a ratio of distributable profit of the current year, after covering accumulated profits and losses, shall be distributed as employees' compensation and directors' and supervisors' remuneration. The ratio shall be 2%~8% for employees' compensation and shall not be higher than 2% for directors' and supervisors' remuneration.

B. As of December 31, 2016, the Company had an accumulated deficit and did not accrue employees' compensation (bonuses) and directors' and supervisors' remuneration.

Information about the appropriation of employees' bonus and directors' and supervisors' remuneration by the Company as proposed by the Board of Directors and resolved by the stockholders will be posted in the "Market Observation Post System" at the website of the Taiwan Stock Exchange.

(23) Income tax

A. Components of income tax expense:

	Three months ended March 31,	
	2017	2016
Current tax:		
Current tax on profits for the period	\$ 8	\$ 1
Adjustments in respect of prior years	126	250
Total current tax	<u>\$ 134</u>	<u>\$ 251</u>

B. The Company's income tax returns through 2014 have been assessed and approved by the Tax Authority.

C. Unappropriated retained earnings (accumulated deficit):

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Losses incurred in and after 1998	<u>(\$ 984,530)</u>	<u>(\$ 824,662)</u>	<u>(\$ 839,611)</u>

D. As of March 31, 2017, December 31, 2016 and March 31, 2016, the balance of the imputation tax credit account was \$0, and there was no distributable earnings. The creditable tax rate was not applicable.

(24) Loss per share

	<u>Three months ended March 31, 2017</u>		
	<u>Amount</u>	<u>Weighted average</u>	<u>Loss per share</u>
	<u>after tax</u>	<u>number of ordinary</u>	<u>(in dollars)</u>
		<u>shares outstanding</u>	
		<u>(shares in thousands)</u>	
<u>Basic loss per share (Note)</u>			
Loss attributable to ordinary shareholders of the Company	<u>(\$ 159,868)</u>	<u>55,730</u>	<u>(\$ 2.87)</u>
Dilutive effect of common stock equivalents:			
Employees' stock options	<u>-</u>	<u>(Note)</u>	
Restricted stocks	<u>-</u>	<u>(Note)</u>	
<u>Diluted loss per share</u>			
Loss attributable to ordinary shareholders of the Company plus assumed conversion of all dilutive potential ordinary shares	<u>(\$ 159,868)</u>	<u>55,730</u>	<u>(\$ 2.87)</u>

	<u>Three months ended March 31, 2016</u>		
	<u>Amount</u>	<u>Weighted average</u>	<u>Loss per share</u>
	<u>after tax</u>	<u>number of ordinary</u>	<u>(in dollars)</u>
		<u>shares outstanding</u>	
		<u>(shares in thousands)</u>	
<u>Basic loss per share (Note)</u>			
Loss attributable to ordinary shareholders of the Company	<u>(\$ 166,049)</u>	<u>55,271</u>	<u>(\$ 3.00)</u>
Dilutive effect of common stock equivalents:			
Employees' stock options	<u>-</u>	<u>(Note)</u>	
Restricted stocks	<u>-</u>	<u>(Note)</u>	
<u>Diluted loss per share</u>			
Loss attributable to ordinary shareholders of the Company plus assumed conversion of all dilutive potential ordinary shares	<u>(\$ 166,049)</u>	<u>55,271</u>	<u>(\$ 3.00)</u>

Note: Employee stock options and employee restricted stocks have no dilutive effect.

(25) Supplemental cash flow information

Investing activities with partial cash payments

	Three months ended March 31,	
	2017	2016
Acquisition of property, plant and equipment	\$ 2,938	\$ 3,929
Add: Opening balance of payable on equipment	1,229	3,826
Less: Ending balance of payable on equipment	(296)	(681)
Cash paid	<u>\$ 3,871</u>	<u>\$ 7,074</u>

	Three months ended March 31,	
	2017	2016
Acquisition of intangible assets	\$ 830	\$ 1,501
Add: Opening balance of payable on equipment	1,495	84
Less: Ending balance of payable on equipment	(82)	(273)
Cash paid	<u>\$ 2,243</u>	<u>\$ 1,312</u>

7. RELATED PARTY TRANSACTIONS

(1) Names of related parties and relationship

<u>Names of related parties</u>	<u>Relationship with the Group</u>
Keelung Hong	The Group's Chairman

(2) Significant transactions and balances with related parties

The Company's Chairman provided guarantees for the Company's long-term and short-term loans with Taiwan Cooperative Bank and guarantees for the Company's long-term loan with the Industrial Development Bureau. As of March 31, 2017, December 31, 2016 and March 31, 2016, details of loans are described in Notes 6(7) and 6(9).

(3) Key management compensation

	Three months ended March 31,	
	2017	2016
Salaries and other short-term employee benefits	\$ 8,145	\$ 6,773
Post-employment benefits	108	81
Share-based payments	2,024	6,903
	<u>\$ 10,277</u>	<u>\$ 13,757</u>

8. PLEDGED ASSETS

<u>Assets Pledged</u>	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Shown as other current assets			
Demand deposits	\$ -	\$ -	\$ 276
Demand deposits	<u>1,817</u>	<u>1,817</u>	<u>4,209</u>
	<u>\$ 1,817</u>	<u>\$ 1,817</u>	<u>\$ 4,485</u>
Shown as property, plant and equipment			
Land	\$ 14,962	\$ 14,962	\$ 14,962
Buildings	<u>24,665</u>	<u>24,829</u>	<u>25,321</u>
	<u>\$ 39,627</u>	<u>\$ 39,791</u>	<u>\$ 40,283</u>

Note 1: Provided as collateral for loans and government subsidies.

Note 2: Provided as collateral for loans.

Note 3: Provided as performance guarantee for government subsidy income.

9. SIGNIFICANT CONTINGENT LIABILITIES AND UNRECOGNISED CONTRACT COMMITMENTS

(1) Contingencies

In accordance with the Company's contract concerning licensing sale of certain generic drug, the Company must possess certain ability to supply during pre-market trading. If the Company fails to reach the ability, the Company will bear certain compensation for loss.

(2) Commitments

A. Capital expenditures contracted for at the balance sheet date but not yet incurred are as follows:

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Property, plant and equipment	<u>\$ 3,254</u>	<u>\$ 1,482</u>	<u>\$ 6,348</u>

B. Operating lease commitments

The Group leases offices with lease terms between 1 and 6 years, and the majority of lease agreements are renewable at the end of the lease period at market rate. The future aggregate minimum lease payments are as follows:

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Not later than one year	\$ 29,252	\$ 23,146	\$ 27,766
Later than one year but not later than five years	75,998	37,510	55,191
Over five years	-	-	500
	<u>\$ 105,250</u>	<u>\$ 60,656</u>	<u>\$ 83,457</u>

C. The Company had outstanding commitments on purchase contracts for the research of medicines as follows:

<u>March 31, 2017</u>	<u>December 31, 2016</u>
\$ 44,851	\$ 61,920

D. The Company had outstanding commitments on research and development as follows:

<u>March 31, 2017</u>	<u>December 31, 2016</u>
\$ 557,662	\$ 615,362

E. The Company has signed a licensing technology transition contract with TWI Pharmaceuticals, Inc. and charges royalties of USD 5,000,000 maximum according to its R&D achievement rate. Once the new drug is launched in the market, the Company will pay a royalty fee based on a certain percentage of the net sales revenue.

F. The Company's subsidiary entered into a synthesis technology of novel camptothecin derivative transfer agreement with California Pacific Medical Center (CPMC). Under the agreement, CPMC charges the Company's subsidiary a patent usage fee of USD 10,000 per annum and charges royalties of USD 300,000 maximum according to its R&D achievement rate and charges royalties equal to a certain percentage of relevant sales volume in the future. As of December 31, 2016, the Company's subsidiary had paid USD 100,000 in royalty.

10. SIGNIFICANT DISASTER LOSS

None.

11. SIGNIFICANT EVENTS AFTER THE BALANCE SHEET DATE

None.

12. OTHERS

(1) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to improve the Group's capital structure, the Group may issue new shares or sell assets to reduce debt rate. The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total debt divided by total capital.

As of March 31, 2017, December 31, 2016 and March 31, 2016, the Group's debt ratios are as follows:

	<u>March 31, 2017</u>	<u>December 31, 2016</u>	<u>March 31, 2016</u>
Total debt	\$ 290,547	\$ 295,364	\$ 223,522
Total capital	\$ 557,306	\$ 557,306	\$ 557,088
Debt ratio	52.13%	53.00%	40.12%

(2) Financial instruments

A. Fair value information of financial instruments

- (a) The book value of financial instruments measured at amortized cost (including cash and cash equivalents, accounts receivable, other receivables, short-term borrowings, notes payable and other payables) are approximate to their fair values.
- (b) Other financial assets (shown as other current assets and other non-current assets) are pledged demand deposits. Their book value is the reasonable basis for fair value estimation under the assumption that the amounts of those financial instruments are expected to be received by the Company at the balance sheet date.
- (c) The fair value of long-term borrowings is based on the present value of their expected cash flows. The effect of discounting is minor, thus, the book value is a reasonable basis for fair value estimation.

B. Financial risk management policies

- (a) The Group's activities expose the Group to a variety of financial risks: market risk, credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.
- (b) Risk management is carried out by a central treasury department (Group Treasury) in accordance with the policies approved by the Board of Directors. Group Treasury identifies, evaluates and hedges financial risks in close cooperation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and the investment of excess liquidity.
- (c) To meet its risk management objectives, the Group's procedure of hedge focus on market risk and cash flow interest rate risk.

C. Significant financial risks and degree of financial risks

(a) Market risk

i. Foreign exchange risk

- (i) The Group's businesses involve some non-functional currency operations (the Company's functional currency: NTD; the subsidiaries' functional currency: USD, EUR, HKD, RMB, AUD and JPY). The information on assets and liabilities denominated in foreign currencies whose values would be materially affected by the exchange rate fluctuations is as follows:

March 31, 2017

(Foreign currency: functional currency)	Foreign Currency Amount (In thousands)	Exchange Rate	Book Value (NTD) (In thousands)
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	\$ 576	30.330	\$ 17,470
RMB : NTD	218	4.407	961
AUD : NTD	5	23.225	116
HKD : RMB (Note)	247	0.886	965
<u>Non-monetary items</u>			
USD : NTD	1,407	30.330	42,678
EUR : NTD	36	32.430	1,170
HKD : NTD	834	3.904	3,257
AUD : NTD	1,014	23.225	23,559
JPY : NTD	11,827	0.2713	3,209
RMB : HKD (Note)	600	1.129	2,646
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	1,413	30.330	42,856
RMB : NTD	264	4.407	1,163
EUR : NTD	63	32.430	2,043
GBP : NTD	26	37.820	983
JPY : NTD	1,829	0.2713	496
AUD : NTD	99	23.225	2,299

December 31, 2016

(Foreign currency: functional currency)	Foreign Currency Amount (In thousands)	Exchange Rate	Book Value (NTD) (In thousands)
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	\$ 576	32.250	\$ 18,576
RMB : NTD	510	4.617	2,355
AUD : NTD	19	23.285	442
HKD : RMB (Note)	247	0.901	1,027
<u>Non-monetary items</u>			
USD : NTD	1,387	32.250	44,726
EUR : NTD	35	33.900	1,177
HKD : NTD	806	4.158	3,353
AUD : NTD	14	23.285	320
JPY : NTD	11,532	0.276	3,178
RMB : HKD (Note)	585	1.110	2,703
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	1,739	32.250	56,083
RMB : NTD	272	4.617	1,256
EUR : NTD	304	33.900	10,306
GBP : NTD	45	39.610	1,782
JPY : NTD	1,300	0.276	358
HKD : NTD	22	4.158	91
AUD : NTD	89	23.285	2,072

March 31, 2016

(Foreign currency: functional currency)	Foreign Currency Amount (In thousands)	Exchange Rate	Book Value (NTD) (In thousands)
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	\$ 576	32.185	\$ 18,159
RMB : NTD	625	4.972	\$ 3,108
<u>Non-monetary items</u>			
USD : NTD	1,424	32.185	45,846
EUR : NTD	29	36.510	1,076
HKD : NTD	806	4.150	3,346
AUD : NTD	12	24.595	293
JPY : NTD	10,967	0.286	3,140
RMB : HKD (Note)	546	1.198	2,717
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	714	32.185	22,980
EUR : NTD	22	36.510	803
RMB : NTD	219	4.972	1,089
JPY : NTD	3,526	0.2863	1,009
HKD : NTD	15	4.150	62

(Note) The functional currencies of certain subsidiaries of the Group are not NTD. Thus, this information has to be considered when reporting.

(ii) Analysis of foreign currency market risk arising from significant foreign exchange variation:

(Foreign currency: functional currency)	Three months ended March 31, 2017		
	Sensitivity Analysis		
	Extent of Variation	Effect on Profit or Loss	Effect on Other Comprehensive Income
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	1%	\$ 175	\$ -
RMB : NTD	1%	10	-
AUD : NTD	1%	1	-
HKD : RMB	1%	10	-
<u>Non-monetary items</u>			
USD : NTD	1%	-	427
EUR : NTD	1%	-	12
HKD : NTD	1%	-	33
AUD : NTD	1%	-	236
JPY : NTD	1%	-	32
RMB : HKD	1%	-	26
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	1%	429	-
RMB : NTD	1%	12	-
EUR : NTD	1%	20	-
GBP : NTD	1%	10	-
JPY : NTD	1%	5	-
AUD : NTD	1%	23	-

Three months ended March 31, 2016			
Sensitivity Analysis			
(Foreign currency: functional currency)	Extent of Variation	Effect on Profit or Loss	Effect on Other Comprehensive Income
<u>Financial assets</u>			
<u>Monetary items</u>			
USD : NTD	1%	\$ 182	\$ -
RMB : NTD	1%	31	-
<u>Non-monetary items</u>			
USD : NTD	1%	-	458
EUR : NTD	1%	-	11
HKD : NTD	1%	-	33
AUD : NTD	1%	-	3
JPY : NTD	1%	-	31
RMB : HKD	1%	-	27
<u>Financial liabilities</u>			
<u>Monetary items</u>			
USD : NTD	1%	230	-
EUR : NTD	1%	8	-
RMB : NTD	1%	11	-
JPY : NTD	1%	10	-
HKD : NTD	1%	1	-

(iii) The unrealised exchange gain (loss) arising from significant foreign exchange variation on the monetary items held by the Group for the three months ended March 31, 2017 and 2016 amounted to \$712 and \$527, respectively.

ii. Interest rate risk

The Group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. During the three months ended March 31, 2017 and 2016, the Group's loans at variable rate were denominated in the NTD.

At March 31, 2016 and 2015, if interest rates had been 0.2% higher/lower with all other conditions held constant, net loss for the three months ended March 31, 2017 and 2016 would have been \$235 and \$59 higher/lower, respectively.

(b) Credit risk

- i. Credit risk refers to the risk of financial loss to the Group arising from default by the clients on the contract obligations. According to the Group's credit policy, each local entity in the Group is responsible for managing and analysing the credit risk for each of their new clients before signing the license agreement. Internal risk control assesses the

credit quality of the customers, taking into account their financial position, past experience and other factors. Credit risk arises from cash and deposits with banks and financial institutions, as well as credit exposures to corporate pharmaceutical factories, including outstanding receivables. For banks and financial institutions, only rated parties with a good rating are accepted.

- ii. The Group's deposits with banks and credit quality of accounts receivable are provided in Notes 6(1) and 6(2), respectively.

(c) Liquidity risk

- i. Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group treasury. Group treasury monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs.
- ii. The table below analyses the Group's non-derivative financial liabilities based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	March 31, 2017				
	<u>1 year</u>	<u>Between 1 and 2 years</u>	<u>Between 2 and 3 years</u>	<u>Between 3 and 5 years</u>	<u>Over 5 years</u>
Short-term borrowings	\$ 46,471	\$ -	\$ -	\$ -	\$ -
Notes payable	250	-	-	-	-
Other payables	71,333	-	-	-	-
Finance lease liabilities (including current portion)	49,040	40,285	-	-	-
Long-term borrowings (including current portion)	4,736	5,660	6,559	12,923	51,974

	December 31, 2016				
	<u>1 year</u>	<u>Between 1 and 2 years</u>	<u>Between 2 and 3 years</u>	<u>Between 3 and 5 years</u>	<u>Over 5 years</u>
Short-term borrowings	\$ 46,471	\$ -	\$ -	\$ -	\$ -
Notes payable	206	-	-	-	-
Other payables	113,589	-	-	-	-
Finance lease liabilities (including current portion)	27,086	24,198	-	-	-
Long-term borrowings (including current portion)	3,142	4,903	5,259	13,051	57,526
	March 31, 2016				
	<u>1 year</u>	<u>Between 1 and 2 years</u>	<u>Between 2 and 3 years</u>	<u>Between 3 and 5 years</u>	<u>Over 5 years</u>
Short-term borrowings	\$ 46,668	\$ -	\$ -	\$ -	\$ -
Other payables	50,548	-	-	-	-
Finance lease liabilities (including current portion)	40,300	-	-	-	-
Long-term borrowings (including current portion)	2,793	3,175	4,881	14,308	61,165

(3) Fair value estimation

The Group had no financial instruments measured at fair value, by valuation method as of March 31, 2017, December 31, 2016 and March 31, 2016.

13. SUPPLEMENTARY DISCLOSURES

(1) Significant transactions information

- A. Loans to others: None.
- B. Provision of endorsements and guarantees to others: None.
- C. Holding of marketable securities at the end of the period (not including subsidiaries, associates and joint ventures): None.
- D. Aggregate purchases or sales of the same securities reaching NT\$300 million or 20% of paid-in capital or more: None.
- E. Acquisition of real estate reaching NT\$300 million or 20% of paid-in capital or more: None.
- F. Disposal of real estate reaching NT\$300 million or 20% of paid-in capital or more: None.
- G. Purchases or sales of goods from or to related parties reaching NT\$100 million or 20% of paid-in capital or more: None.
- H. Receivables from related parties reaching NT\$100 million or 20% of paid-in capital or more: None.
- I. Derivative financial instruments undertaken during the period ended March 31, 2017: None.
- J. Significant inter-company transactions during the period ended March 31, 2017: Please refer to table 1.

(2) Information on investees

Names, locations and other information of investee companies (not including investees in Mainland China): Please refer to table 2.

(3) Information on investments in Mainland China

A. Basic information: Please refer to table 3.

B. Significant transactions conducted with investees in Mainland China directly or indirectly through other companies in the third areas: None.

14. SEGMENT INFORMATION

(1) General information

The Group's major business is research and development for new medicine and operates business only in a single industry. The chief operating decision-maker, who allocates resources and assesses performance of the Group as a whole, has identified that the Group has only one reportable operating segment.

(2) Measurement of segment information

The Group has only one reportable operating segment. Therefore, the reportable segment information is the same as the financial statements.

(3) Reconciliation for segment income (loss)

The segment income (loss) reported to the chief operating decision-maker is measured in a manner consistent with that in the statement of comprehensive income. There is no reconciliation because the report provided to the chief operating decision-maker for business decisions has no difference to the segment statement of comprehensive income.

Taiwan Liposome Company and Subsidiaries
Significant inter-company transactions
Three months ended March 31, 2017

Table 1

Expressed in thousands of NTD

Number (Note 1)	Company name	Counterparty	Relationship (Note 2)	Transaction			Percentage of consolidated total operating revenues or total assets (Note 3)
				General ledger account	Amount (Note 5)	Transaction terms	
1	TLC Biopharmaceuticals, Inc.	Taiwan Liposome Company	2	Operating revenue	\$ 18,270	(Note 4)	154.02%
2	TLC Biopharmaceuticals Japan Co., Ltd.	Taiwan Liposome Company	2	Operating revenue	1,097	(Note 4)	9.25%
3	TLC Biopharmaceuticals, (Shanghai)	Taiwan Liposome Company	2	Operating revenue	1,079	(Note 4)	9.10%
1	TLC Biopharmaceuticals, Inc.	Taiwan Liposome Company	2	Accounts receivable	19,487	(Note 4)	1.00%
2	TLC Biopharmaceuticals, (Shanghai)	Taiwan Liposome Company	2	Accounts receivable	1,125	(Note 4)	0.06%

Note 1: The numbers filled in for the transaction company in respect of inter-company transactions are as follows:

(1) Parent company is '0'.

(2) The subsidiaries are numbered in order starting from '1'.

Note 2: Relationship between transaction company and counterparty is classified into the following three categories:

(1) Parent company to subsidiary.

(2) Subsidiary to parent company.

(3) Subsidiary to subsidiary.

Note 3: Regarding percentage of transaction amount to consolidated total operating revenues or total assets, it is computed based on period-end balance of transaction to consolidated total assets for balance sheet accounts and based on accumulated transaction amount for the period to consolidated total operating revenues for income statement accounts.

Note 4: Transaction items follow the agreement.

Note 5: Only related party transactions in excess of NT\$1,000,000 are disclosed.

Note 6: The above transactions between the parent company and its subsidiaries had been eliminated when preparing consolidated financial statements. The disclosure information is for reference only.

Taiwan Liposome Company and Subsidiaries
Names, locations and other information of investee companies (not including investee in Mainland China)
Three months ended March 31, 2017

Table 2

Expressed in thousands of NTD

Investor	Investee	Location	Main business activities	Initial investment amount		Shares held as of March 31, 2017			Income of the investee for the three months ended March 31, 2017	Investment income (loss) recognised by the Company for the three months ended March 31, 2017	Footnote
				Balance as of March 31, 2017	Balance as of December 31, 2016	Number of shares	Ownership (%)	Book value			
Taiwan Liposome Company	TLC Biopharmaceuticals, Inc.	USA	Research on new anti-cancer drugs and biotechnology services	\$ 55,433	\$ 55,433	3,100,000	100%	\$ 42,678	\$ 1,367	\$ 214	
Taiwan Liposome Company	TLC Biopharmaceuticals, B.V.	Netherlands	Technical authorization and product development	4,410	4,410	1,000,000	100%	1,170	45	45	
Taiwan Liposome Company	TLC Biopharmaceuticals, (H.K.) Limited	Hong Kong	Biological technology service and reinvestment	3,023	3,023	780,000	100%	3,257	69	69	
Taiwan Liposome Company	TLC Biopharmaceuticals Pty Ltd.	Australia	Technical authorization and product development	23,399	3	1,000,000	100%	23,559	19	19	
Taiwan Liposome Company	TLC Biopharmaceuticals Japan Co., Ltd.	Japan	Technical authorization and product development	2,670	2,670	1,000	100%	3,209	81	81	

Note: All the transactions with subsidiaries disclosed below had been eliminated when preparing consolidated financial statements.

Taiwan Liposome Company and Subsidiaries
Information on investments in Mainland China - Basic information
Three months ended March 31, 2017

Table 3

Expressed in thousands of NTD

Investee in Mainland China	Main business activities	Paid-in capital	Investment method (Note 1)	Accumulated	Amount remitted from Taiwan to		Accumulated	Income of investee for the three months ended March 31, 2017	Ownership held by the Company (direct or indirect)	Investment income recognised by the Company for the three months ended March 31, 2017 (Note 2(2)C)	Book value of investments in Mainland China as of March 31, 2017	Accumulated amount of investment income remitted back to Taiwan as of March 31, 2017	Footnote
				amount of remittance from Taiwan to Mainland China as of January 1, 2017	Mainland China/Amount remitted back to Taiwan for the three months ended March 31, 2017	Remitted to Mainland China	Remitted back to Taiwan						
TLC Biopharmaceuticals, (Shanghai) Limited	Consulting of medical related technology and technological service	\$ 2,204	Reinvestment in Mainland China through third region company (TLC Biopharmaceuticals, (H.K.) Limited)	\$ 2,211	\$ -	\$ -	\$ 2,211	\$ 69	100	\$ 69	\$ 2,646	\$ -	

Note 1: Investment methods are classified into the following three categories:

- (1) Directly invest in a company in Mainland China.
- (2) Through investing in an existing company in the third area, which then invested in the investee in Mainland China
- (3) Others

Note 2: In the 'Investment income recognised by the Company for the three months ended March 31, 2017' column:

- (1) It should be indicated if the investee was still in the incorporation arrangements and has not yet generated any profit during this period.
- (2) Indicate the basis for investment income (loss) recognition in the number of one of the following three categories:
 - A. The financial statements were audited and attested by international accounting firm which has cooperative relationship with accounting firm in R.O.C.
 - B. The financial statements were audited and attested by R.O.C. parent company's CPA.
 - C. Others (The financial statements were reviewed by R.O.C. parent company's CPA.).

Company name	Accumulated amount of remittance from Taiwan to Mainland China as of March 31, 2017	amount approved by the Investment Commission of the Ministry of Economic Affairs (MOEA)(Note)	Ceiling on investments in Mainland China imposed by the Investment Commission of MOEA
Taiwan Liposome Company	\$ 2,211	\$ 2,211	\$ 993,790

(Note) The investment amount was approved by Jing-Shen-II-Zi No. 10300223010 of Ministry of Economic Affairs, R.O.C.