

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM  
(AMENDMENT NO. 4)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

- |   |                                     |
|---|-------------------------------------|
| Securities Act Rule 801 (Rights Offering)                                 | <input type="checkbox"/>            |
| Securities Act Rule 802 (Exchange Offer)                                  | <input checked="" type="checkbox"/> |
| Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)                       | <input type="checkbox"/>            |
| Exchange Act Rule 14d-1(c) (Third Party Tender Offer)                     | <input type="checkbox"/>            |
| Exchange Act Rule 14e-2(d) (Subject Company Response)                     | <input type="checkbox"/>            |
| Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8) | <input type="checkbox"/>            |

**Note:** Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

**台灣微脂體股份有限公司**

(Name of Subject Company)

**Taiwan Liposome Company, Ltd.**

(Translation of Subject Company's Name into English (if applicable))

**Republic of China**

(Jurisdiction of Subject Company's Incorporation or Organization)

**Taiwan Liposome Company, Ltd.**

(Name of Person(s) Furnishing Form)

Title of each class	Trading Symbol	Name of each exchange on which registered
<b>American Depositary Shares (ADSs), each representing two common shares, par value NT\$10 per common share</b>	<b>TLC</b>	<b>The Nasdaq Global Market</b>
<b>Common shares, par value NT\$10 per share *</b>	<b>4152</b>	<b>The Nasdaq Global Market*</b>

\* Not for trading, but only in connection with the registration of the American Depositary Shares.

**874038102\*\***

(CUSIP Number of Class of Securities (if applicable))

**George Yeh**

**President**

**Taiwan Liposome Company, Ltd.**

**11F-1, No. 3 Yuanqu Street**

**Nangang District,**

**Taipei City, Taiwan 11503**

**Republic of China**

**+886 2 2655 7377**

(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**Not applicable.**

(Date Tender Offer/Rights Offering Commenced)

**PART I – INFORMATION SENT TO SECURITY HOLDERS**

**Item 1. Home Jurisdiction Documents**

The following documents are attached as exhibits to this Form CB:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
1.1*	Taiwan Liposome Company, Ltd. (“ <b>TLC</b> ”, or the “ <b>Subject Company</b> ”) Notice of the First Extraordinary General Meeting of 2021 (the “ <b>EGM</b> ”) to consider, among others, the proposed privatization previously mentioned in the Form 6-K dated July 6, 2021 (the “ <b>Share Swap</b> ”). This document was posted on the TLC company website on August 4, 2021.
1.2*	TLC Handbook for the First Extraordinary General Meeting of 2021 (the “ <b>EGM Handbook</b> ”) to consider, among others, the Share Swap. This document was posted on the TLC company website on August 4, 2021, and hard copies of this document were circulated to shareholders in Taiwan on August 5, 2021.
1.3**	Cover note of the EGM Handbook (Exhibit 1.2) addressed to non-Taiwanese shareholders (not including ADS holders). This document was posted on the TLC company website together with the EGM Handbook on August 4, 2021, and hard copies of the combined document were circulated to shareholders outside Taiwan on August 5, 2021.
1.4*	First Amendment to the Share Swap Agreement, dated August 4, 2021, included as a supplement to the EGM Handbook (Exhibit 1.2). This document was posted on the TLC company website on August 4, 2021 as a supplement to the EGM Handbook.
1.5**	Revised EGM Handbook. This document was posted on the TLC company website on August 6, 2021.
1.6**	Cover note of the Revised EGM Handbook (Exhibit 1.5) addressed to non-Taiwanese shareholders (not including ADS holders). This document was posted on the TLC company website together with the Revised EGM Handbook on August 6, 2021.
1.7**	Cover note of the Revised EGM Handbook (Exhibit 1.5) addressed to ADS holders. This document was posted on the TLC company website together with the Revised Handbook on August 6, 2021, and an electronic copy of the combined document was furnished to the ADS depository for bulk print on August 6, 2021 and circulated to ADS holders by mail on or around August 6 2021.
1.8***	TLC Meeting Minutes for the First Extraordinary General Meeting of 2021. This document was posted on the TLC company website on August 26, 2021.

- \* Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on August 4, 2021 and incorporated by reference in this Form CB.
- \*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Form CB/A on August 6, 2021.
- \*\*\* Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on August 26, 2021 and incorporated by reference in this Form CB.

## Item 2. Informational Legends

The required legend is prominently included in Exhibits 1.2, 1.3, 1.5, 1.6 and 1.7.

## PART II – INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

<u>Exhibit Number</u>	<u>Exhibit Description</u>
2.1*	Press release, dated July 5, 2021, entitled “TLC Announces Details of Stock Swap Transactions”.
2.2*	Filings with the Taipei Exchange through the Taipei Exchange’s Market Observation Post System (“ <b>MOPS</b> ”), dated July 5, 2021, disclosing the minutes of the Q&A session in the press conference.
2.3**	Filings with the Taipei Exchange through MOPS, dated July 6, 2021, confirming the venue of the rescheduled 2021 Annual General Meeting and the EGM.
2.4***	Filing with the Taipei Exchange through MOPS, dated July 22, 2021, disclosing certain information about the Share Swap.
2.5****	Filing with the Taipei Exchange through MOPS, dated August 4, 2021, disclosing the amendment of Share Swap Agreement, with the full document uploaded on the MOPS website.
2.6*****	Q&A of Share Swap and the Restructuring as of August 4, 2021 (incorporated by reference in the Handbook (Exhibit 1.2) and the Revised EGM Handbook (Exhibit 1.5)). An electronic copy of this document was posted on the TLC company website on August 4, 2021.
2.7*****	Filing with the Taipei Exchange through MOPS, dated August 6, 2021, disclosing the amendment of the EGM Handbook (Exhibit 1.5), with the full document uploaded on the MOPS website.
2.8*****	Filing with the Taipei Exchange through MOPS, dated August 23, 2021, disclosing certain information about the Share Swap.
2.9	Filing with the Taipei Exchange through MOPS, dated September 6, 2021, disclosing certain information about the Share Swap closing date.
*	Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on July 6, 2021 and incorporated by reference in this Form CB.
**	Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on July 8, 2021 and incorporated by reference in this Form CB.
***	Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on July 22, 2021 and incorporated by reference in this Form CB.

- \*\*\*\* Previously filed with the Securities and Exchange Commission as an exhibit to Form 6-K on August 4, 2021 and incorporated by reference in this Form CB.
- \*\*\*\*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Form CB/A on August 6, 2021.
- \*\*\*\*\* Previously furnished to the Securities and Exchange Commission as an exhibit to Form CB/A on August 24, 2021.

**PART III – CONSENT TO SERVICE OF PROCESS**

A written irrevocable consent and power of attorney on Form F-X was filed by Taiwan Liposome Company, Ltd. with the Securities and Exchange Commission on August 5, 2021.

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**TAIWAN LIPOSOME COMPANY, LTD.**

By: /s/ George Yeh

Name: George Yeh

Title: President

Date: September 7, 2021

Filings with the Taipei Exchange's Market Observation Post System,

dated September 6, 2021

No: 1

Subject: TPEX has approved the cessation of trading from September 30, 2021, and termination of trading from October 8, 2021

To which item it meets—article 4 paragraph 1

Date of events: 2021/09/03

Contents:

1. Name of the company: Taiwan Liposome Company, Ltd.
2. Relationship to the Company (please enter: the Company, parent company, or subsidiary): the Company
3. Mutual shareholding percentage: NA
4. Date of major change in equity of parent company: 2021/10/08
5. Percentage of major change in equity of parent company: 100%.
6. Reason for major change in equity of parent company:

A. The extraordinary shareholders' meeting has approved share swap transaction with Woods Investment Company, Ltd. ("Woods Investment") on August 20, 2021. Woods Investment will issue series B special shares or cash as consideration in exchange for 100% equity shares of the Company (the "Share Swap"). The share swap ratio is 1 common share of the Company for 1 series B special share of Woods Investment. Since October 8, 2021, the Company will become the wholly-owned subsidiary of Woods Investment, and delist from TPEX.

B. The Company applied for delisting from TPEX according to relevant laws and regulations. TPEX approved the delisting, with approval letter No. 11000099831, dated September 3, 2021. The Company then apply for cessation of status as public company with the Financial Supervisory Commission.

C. The relevant dates are shown below:

- (1) Stock last trading day: 2021/09/29
- (2) Stock stop trading period: 2021/09/30~2021/10/08
- (3) Stock last transfer date: 2021/10/01
- (4) Book closure period: 2021/10/04~2021/10/08
- (5) Reference date: 2021/10/08
- (6) Delisting of shares and cessation of public company status date: 2021/10/08

D. Delisting of shares Code and Symbol

- (1) Stock Code: 4152
- (2) Symbol: TLC

E. Transfer Agency

- (1) Transfer Agency Department of SinoPac Securities

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(2) Address: 3F., No. 17, Bo'ai Rd., Zhongzheng Dist., Taipei City 100, Taiwan

(3) Phone number: (02) 2381-6288

7. Countermeasures and protective measures: The share Swap has not had a material effect on the Company's operations.
8. Any other matters that need to be specified: None.
9. Effect on company finances and business: None.
10. Concrete purpose/objective: None
11. Any other matters that need to be specified: None.

No: 2

Subject: TPEx has approved the cessation of trading from September 30, 2021, and termination of trading from October 8, 2021

To which item it meets—article 4 paragraph 1

Date of events: 2021/09/03

Contents:

1. Date of injunction announcement by Taipei Exchange: 2021/09/03
2. Clauses of Taipei Exchange Rules Governing Securities Trading on the TPEx referenced and reason for injunction announcement by Taipei Exchange:

According to Article 15-18 of Taipei Exchange Rules Governing Securities Trading on the TPEx. TPEx approved the delisting, with approval letter No. 11000099831 letter, dated September 3, 2021.

3. Handling result (Please enter “Altered trading method”, “trading suspension, or “delisting”): delisting
4. Starting date for altered trading method, trading suspension or delisting of shares (merged case): 2021/10/08
5. Countermeasures:

A. The extraordinary shareholders’ meeting has approved share swap transaction with Woods Investment Company, Ltd. (“Woods Investment”) on August 20, 2021. Woods Investment will issue series B special shares or cash as consideration in exchange for 100% equity shares of the Company (the “Share Swap”). The share swap ratio is 1 common share of the Company for 1 series B special share of Woods Investment. Since October 8, 2021, the Company will become the wholly-owned subsidiary of Woods Investment, and delist from TPEx.

B. The Company applied for delisting from TPEx according to relevant laws and regulations. TPEx approved the delisting, with approval letter No. 11000099831 letter, dated September 3, 2021. The Company then apply for cessation of status as public company with the Financial Supervisory Commission.

C. The relevant dates are shown below:

- (1) Stock last trading day: 2021/09/29
- (2) Stock stop trading period: 2021/09/30~2021/10/08
- (3) Stock last transfer date: 2021/10/01
- (4) Book closure period: 2021/10/04~2021/10/08
- (5) Reference date: 2021/10/08
- (6) Delisting of shares and cessation of public company status Date: 2021/10/08

D. Delisting of shares Code and Symbol

- (1) Stock Code: 4152
- (2) Symbol: TLC

E. Transfer Agency

- (1) Transfer Agency Department of SinoPac Securities
- (2) Address: 3F., No. 17, Bo'ai Rd., Zhongzheng Dist., Taipei City 100, Taiwan



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(3) Phone number: (02) 2381-6288

6. Any other matters that need to be specified: update format of announcement

7. (Risk Warning) Securities will be delisted if trading of such securities is not resumed after 6 consecutive months from trading suspension. Investors should be aware of the potential investment risk.: NA