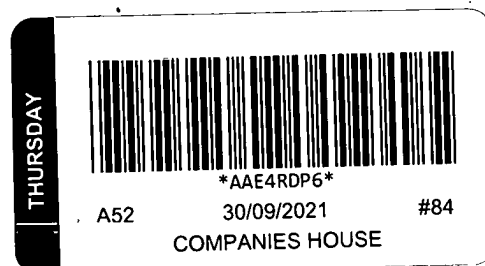


Powerventure Semiconductor Limited

**Annual report and financial statements
for the year ended
31 December 2020**

Registration number 08688900



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Corporate Information

Directors:

Dr. Jalal Bagherli (resigned on 8 July 2021)
Wissam Jabre (resigned 27 August 2021)
Julie Pope (appointed on 8 July 2021)
Colin Sturt (resigned 30 August 2021)

Company secretary:

Timothy Anderson

Registered office:

Tower Bridge House
St Katharine's Way
London
E1W 1AA
United Kingdom

Independent auditor:

Deloitte LLP
Statutory Auditor
Abbots House
Abbey Street
Reading
RG1 3BD
United Kingdom

Strategic report

Principal activities

Powerventure Semiconductor Limited ('the Company') is a member of the group headed by Dialog Semiconductor Limited (formerly Dialog Semiconductor Plc) ('the Group'). On 30 August 2021, Dialog Semiconductor Plc was acquired by Renesas Electronics Corporation and was subsequently re-registered as a private limited company and changed its name to Dialog Semiconductor Limited.

The Company was established to pursue the development, sale and distribution of mixed signal integrated circuits, focusing on products optimised for the Greater China market. Following the transfer of its significant assets and remaining activities to fellow subsidiaries of Dialog Semiconductor Limited during 2017, the Company ceased trading, but it continues to incur expenses for tax compliance and other services and interest on certain amounts owed to other group undertakings.

Results for the year

The Company's results for the year may be summarised as follows:

	2020 US\$000	2019 US\$000
Revenue	–	–
General and administrative expenses	(24)	(17)
Operating loss	(24)	(17)
Net finance expense	(469)	(632)
Loss for the financial year	(493)	(649)
Net current liabilities	(9,963)	(9,470)

The Company's results relate wholly to discontinued operations.

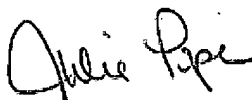
During the year, the Company continued to participate in a cash pooling arrangement operated by Dialog Semiconductor Limited. Under this arrangement, eligible bank accounts are zero-balanced by way of transfer to or from Dialog Semiconductor Limited on an intercompany account.

Net current liabilities increased to US\$9,963,000 at the end of 2020 compared with US\$9,470,000 at the end of 2019, principally due to interest accrued on amounts owed to other group undertakings.

Principal risks and uncertainties

The Company has ceased trading and is therefore no longer subject to the risks and uncertainties faced by an ongoing business but, because, until recently, the Company had significant net current liabilities, it was reliant on financial support from Dialog Semiconductor Limited. Accordingly, the principal risk faced by the Company was that financial support may have been withdrawn or may have otherwise no longer been available in the future. On 13 August 2021, the Company raised US\$10.5 million by way of an issue of shares that it will utilise to settle amounts owed to group undertakings in order that it can be liquidated.

Approved by:



Julie Pope
Director
29 September 2021

Tower Bridge House
St Katharine's Way
London, E1W 1AA

Director's report

Powerventure Semiconductor Limited

Registered No. 08688900

The Director presents her report and the Company's audited financial statements for the year ended 31 December 2020.

Financial statements

The Company's audited financial statements for the year ended 31 December 2020 are set out on pages 9 to 15.

Directors of the Company

The Directors of the Company who have served since 1 January 2020 are shown on page 1. Messrs Bagherli, Jabre and Sturt were in office throughout the year ended 31 December 2020.

Dividends

The Director does not recommend the payment of a dividend for 2020 (2019: US\$ nil).

Future developments

Following the transfer of its significant assets and remaining activities to fellow subsidiaries of Dialog Semiconductor Limited during 2017, the Company ceased trading, but it continues to incur expenses for tax compliance and other services and interest on certain amounts owed to other group undertakings.

The Director has begun the process of putting the Company into liquidation.

Research and development activities

The Company ceased its research and development activities during 2017.

Financial risk management

The Company is financed principally by amounts owed to group undertakings.

As at 31 December 2020, the Company had net current liabilities of US\$9,963,000, with current liabilities totalling US\$16,515,000, of which US\$16,493,000 was owed to group undertakings. As a consequence of the share issue in August 2021, the Director is satisfied that the Company will be able to meet its liabilities to group undertakings as they fall due.

The Company is not exposed to any other material financial risks.

Subsequent events

Issue of shares

On 13 August 2021, Dialog Semiconductor Limited subscribed for 21,000,000 ordinary shares in the Company for US\$0.50 per share in cash totalling US\$10.5 million. The Company will utilise the funds to settle amounts owed to group undertakings in order that it can be liquidated.

Acquisition of Dialog by Renesas

On 8 February 2021, the directors of Dialog Semiconductor Plc ('Dialog') and Renesas Electronics Corporation ('Renesas'), a supplier of advanced semiconductor solutions, announced that they had reached agreement on the terms of the acquisition of the entire issued and to be issued share capital of Dialog for €67.50 per share in cash, representing a total equity value of approximately €4.9 billion (US\$5.9 billion).

Renesas is incorporated in Japan and its shares are listed on the Tokyo Stock Exchange.

Following approval by Dialog's shareholders on 9 April 2021 and the subsequent receipt of the necessary regulatory approvals, sanction by the court in England & Wales and satisfaction of the other closing conditions, the acquisition became effective on 30 August 2021 by means of a scheme of arrangement under the Companies Act 2006.

Directors' report continued

Going concern

The Company's balance sheet is presented on page 10.

Following the transfer of the its significant assets and remaining activities to fellow subsidiaries of Dialog Semiconductor Limited during 2017, the Company ceased to be a going concern. While the Company's financial statements are therefore prepared on a basis other than going concern, this has not necessitated any material adjustments to the financial statements.

Directors' liabilities

Dialog Semiconductor Limited has granted an indemnity to the Directors against proceedings brought against them by third parties, by reason of their being Directors of the Company to the extent permitted by the Companies Act 2006. Such indemnity remains in force as at the date of the approving this Director's report.

Disclosure of information to the Company's auditor

The Director affirms that:

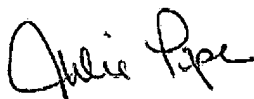
- so far as she is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- she has taken all the steps that she ought to have taken as a Director to make herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Deloitte LLP will therefore continue in office.

Approved by:



Julie Pope
Director
29 September 2021

Tower Bridge House
St Katharine's Way
London, E1W 1AA

Statement of Director's responsibilities

The Director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law, the Director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS101 "Reduced Disclosure Framework". Under company law, the Director must not approve the financial statements unless she is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Director is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable her to ensure that the financial statements comply with the Companies Act 2006. She is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Powerventure Semiconductor Limited

Report on the audit of the financial statements

Opinion

In our opinion, the financial statements of Powerventure Semiconductor Limited ('the Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework" and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of total comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 9.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – Financial statements prepared other than on a going concern basis

We draw attention to note 1 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the financial statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the financial statements. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of the Director

As explained more fully in the Director's responsibilities statement, the Director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Director is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Director either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Independent auditor's report to the members of Powerventure Semiconductor Limited continued

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management, internal audit and in-house legal counsel about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the Company operate in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included General Data Protection Regulation (GDPR), anti-bribery and corruption legislation, and employment laws.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit

Independent auditor's report to the members of Powerventure Semiconductor Limited continued

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the Director's report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the Director's report.

Matters on which we are required to report by exception


Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Mark Tolley FCA

Senior Statutory Auditor

For and on behalf of Deloitte LLP

Statutory Auditor

Reading, United Kingdom

29 September 2021

Statement of total comprehensive income

Year ended 31 December

	Note	2020 US\$000	2019 US\$000
General and administrative expenses		(24)	(17)
Operating loss		(24)	(17)
Interest income		14	23
Interest expense		(420)	(621)
Currency translation loss		(63)	(34)
Loss before taxation		(493)	(649)
Income tax expense	5	–	–
Loss for the financial year		(493)	(649)
Other comprehensive loss for the year		–	–
Total comprehensive loss for the year		(493)	(649)

The notes on pages 12 to 15 form part of these financial statements.

All results arise from discontinued operations.

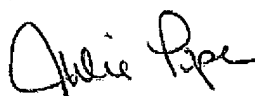
Balance sheet

As at 31 December

	Note	2020 US\$000	2019 US\$000
Current assets			
Amounts owed by group undertakings		6,517	6,492
Cash and cash equivalents		35	9
		6,552	6,501
Current liabilities			
Trade and other payables		9	9
Amounts owed to group undertakings		16,493	15,944
Other current liabilities		13	18
		16,515	15,971
Net current liabilities		(9,963)	(9,470)
Total assets less current liabilities		(9,963)	(9,470)
Net liabilities		(9,963)	(9,470)
Equity			
Share capital	6	1,000	1,000
Share premium account	6	4,000	4,000
Accumulated loss		(14,963)	(14,470)
Total equity		(9,963)	(9,470)

The notes on pages 12 to 15 form part of these financial statements.

The financial statements on pages 9 to 15 were approved and authorised for issue on 29 September 2021 by:



Julie Pope
Director

Powerventure Semiconductor Limited
Registered number: 08688900

Statement of changes in equity

Year ended 31 December

	Share capital	Share premium account	Accumulated loss	Total
	US\$000	US\$000	US\$000	US\$000
As at 31 December 2018	1,000	4,000	(13,821)	(8,821)
Year ended 31 December 2019				
Total comprehensive loss for the year	–	–	(649)	(649)
As at 31 December 2019	1,000	4,000	(14,470)	(9,470)
Year ended 31 December 2020				
Total comprehensive loss for the year	–	–	(493)	(493)
As at 31 December 2020	1,000	4,000	(14,963)	(9,963)

The notes on pages 12 to 15 form part of these financial statements.

Notes to the financial statements

1. Background

Description of business

Powerventure Semiconductor Limited (the 'Company') is a company limited by shares that is incorporated and domiciled in England and Wales. The Company is a wholly-owned subsidiary of Dialog Semiconductor Limited (formerly Dialog Semiconductor Plc). As described in note 9, Dialog Semiconductor Plc was acquired by Renesas Electronics Corporation on 30 August 2021 and was subsequently re-registered as a private limited company and changed its name to Dialog Semiconductor Limited.

The Company ceased trading during 2017 but it continues to incur expenses for tax compliance and other services and interest on certain amounts owed to other group undertakings.

The Director has begun the process of putting the Company into liquidation.

Registered office

The Company's registered office is at Tower Bridge House, St. Katharine's Way, London, E1W 1AA.

Statement of compliance

The Company's financial statements have been prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101) and those parts of the Companies Act 2006 that are applicable to companies reporting under FRS 101. As such, the financial statements comply with the recognition and measurement requirements of International Financial Reporting Standards (IFRS) adopted for use in the European Union, but they do not include certain disclosures that would otherwise be required by that body of accounting standards.

Going concern

Following the transfer of the Company's significant assets and remaining activities to fellow subsidiaries of Dialog Semiconductor Limited during 2017, the Company ceased to be a going concern.

Basis of preparation

While the Company's financial statements are prepared on a basis other than going concern, this has not necessitated any material adjustments to the financial statements. The Company's significant accounting policies are set out in note 2.

Presentation currency

The Company's financial statements are presented in US dollars (US\$), which is the Company's functional currency. All amounts are rounded to the nearest thousand dollars (US\$000) except when otherwise stated.

Accounting standards adopted during the year

The Company adopted the following accounting standards with effect from 1 January 2020, neither of which had any impact on its results or financial position: *Definition of Material* (Amendments to IAS 1 and IAS 8); and *Interest Rate Benchmark Reform – Phase 1* (Amendments to IFRS 9 and IFRS 7). No other accounting standard became effective during the year that was relevant to the Company's activities.

Notes to the financial statements continued

1. Background continued

Disclosure exemptions utilised under FRS 101

In preparing the Company's financial statements, management utilised the following exemptions from the disclosure requirements of IFRS adopted for use in the European Union that are available under FRS 101:

- Paragraphs 45(b) (number and weighted average exercise prices of share options) and 46 to 52 (determination of fair value of options and awards granted and financial effect of share-based compensation) of IFRS 2 *Share-based Payment*
- IFRS 7 *Financial Instruments – Disclosures*
- Paragraphs 91 to 99 (disclosure requirements) of IFRS 13 *Fair Value Measurement*
- Paragraph 38 of IAS 1 *Presentation of Financial Statements* with regard to the reconciliation of amounts at the beginning and end of the comparative period in respect of paragraph 79(a)(iv) of IAS 1 (number of the Company's shares outstanding)
- Paragraphs 10(d) (statement of cash flows), 16 (statement of compliance with IFRS), 38A to D (comparative information), 111 (statement of cash flows) and 134 to 136 (disclosures about capital) of IAS 1 *Presentation of Financial Statements*
- IAS 7 *Statement of Cash Flows*
- Paragraphs 30 and 31 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* (discussion of accounting standards issued by the International Accounting Standards Board but not yet adopted by the Company)
- Paragraph 17 of IAS 24 *Related Party Disclosures* (compensation of key management personnel) and the further requirement in IAS 24 to disclose details of transactions between the Company and Dialog Semiconductor Limited or one or more wholly-owned subsidiaries of Dialog Semiconductor Limited.

2. Significant accounting policies

Financial instruments

(a) Amounts owed by/ to group undertakings

Amounts owed by/to group undertakings are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method.

Amounts owed by/to group undertakings are repayable on demand or have no fixed repayment terms and are therefore classified as current assets or current liabilities.

(b) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits available on demand and other short-term highly liquid investments with a maturity on acquisition of three months or less.

(c) Trade and other payables

Trade payables represent the amount of invoices received from suppliers for purchases of goods and services for which payment has not been made.

Foreign currency translation

The Company's functional currency is the US dollar.

Transactions denominated in foreign currencies are translated into the relevant functional currency at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the balance sheet date. Currency translation differences are recognised in profit or loss.

Income taxes

Current tax is the amount of tax payable or recoverable in respect of the taxable profit or loss for the period. Taxable profit differs from accounting profit because it excludes income or expenses that are recognised in the period for accounting purposes but are either not taxable or not deductible for tax purposes or are taxable or deductible in earlier or subsequent periods. Current tax is calculated using tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is tax expected to be payable or recoverable on temporary differences between the carrying amount of assets and liabilities in the financial statements and their tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for deductible temporary differences only to the extent that it is probable that taxable profits will be available against which they can be utilised. Deferred tax assets and liabilities are measured using the tax rates that are expected to apply when the asset is realised or the liability is settled, based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Notes to the financial statements continued

2. Significant accounting policies continued

Income taxes continued

Current tax and deferred tax is recognised in profit or loss unless it relates to an item that is recognised in the same or a different period outside profit or loss, in which case the related tax is also recognised outside profit or loss, either in other comprehensive income or directly in equity.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements and estimates that affect the reported amount of assets and liabilities at the balance sheet date and the reported amount of income and expenses during the reporting period.

Critical judgements are the judgements, apart from those involving estimations, that management has made that have had the most significant effect on amounts included in the financial statements. Key sources of estimation uncertainty are those that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Management considers that there are no critical accounting judgements or key sources of estimation uncertainty underlying the amounts reported in the Company's financial statements for the year ended 31 December 2020.

3. Auditor's remuneration

Fees payable to the Company's auditor, Deloitte LLP, in respect of the audit of the financial statements were US\$8,000 (2019: US\$8,000). Deloitte LLP did not provide any non-audit services to the Company in 2020 or 2019.

4. Directors' remuneration

The Directors of the Company during 2020 and 2019 were remunerated for their services to the group headed by Dialog Semiconductor Limited as a whole and it is not practicable to allocate any part of their remuneration to qualifying services provided to the Company.

5. Income taxes

Income tax recognised in profit or loss

No income tax expense was recognised in profit or loss in 2020 or 2019.

Factors affecting the income tax expense for the year

The income tax expense differs from the amount that would have resulted from applying the standard rate of corporation tax in the UK to the loss before taxation for the year as follows:

	2020 US\$000	2019 US\$000
Loss before taxation	(493)	(649)
Income tax credit at UK corporation tax rate of 19% (2019: 19%)	94	123
Effects of:		
Additional losses for which no deferred tax asset is recognised	(97)	(127)
Effect of different foreign tax rates	5	6
Other items	(2)	(2)
Income tax expense	—	—

Deferred taxes

As at 31 December 2020, the Company has unused tax losses of US\$15,104,000 (2019: US\$14,340,000) available for offset against future profits. In light of the cessation of the Company's activities, no deferred tax asset has been recognised in respect of these unused tax losses as at 31 December 2020.

The majority of the tax losses were incurred in Taiwan, where losses may be carried forward ten years. The remaining tax losses were incurred in the UK, where losses may be carried forward indefinitely.

Notes to the financial statements continued

6. Share capital and share premium account

Share capital

	As at 31 December 2020 US\$000	As at 31 December 2019 US\$000
Allotted, called up and fully paid		
10,000,000 (2019: 10,000,000) ordinary shares of US\$0.10 each	1,000	1,000

Ordinary shareholders have no entitlement to share in the profits of the Company except for dividends that may be declared and in the event of the Company's liquidation.

Share premium account

Share premium account represents the difference between the nominal value of shares issued and the fair value of the consideration received. Share premium is not distributable but may be used for certain purposes specified by law, including to write off expenses on any issue of shares and to pay up fully paid bonus shares.

7. Transactions with related parties

The Company has taken the exemption available under FR5 101 from disclosing the compensation of key management personnel and from disclosing details of transactions entered into between the Company and Dialog Semiconductor Limited or one or more wholly-owned subsidiaries of Dialog Semiconductor Limited.

During 2020 and 2019, there were no other related party transactions.

8. Ultimate parent company and controlling party

Until the acquisition of Dialog Semiconductor Plc by Renesas Electronics Corporation on 30 August 2021, the Company's immediate and ultimate parent company and ultimate controlling party was Dialog Semiconductor Plc, a company incorporated in England and Wales whose registered office is at Tower Bridge House, St. Katharine's Way, London, E1W 1AA.

Dialog Semiconductor Limited (formerly Dialog Semiconductor Plc) is the parent undertaking of the largest and the smallest group of undertakings including the Company for which consolidated financial statements for the year ended 31 December 2020 were prepared. Copies of the consolidated financial statements of Dialog Semiconductor Plc are available on that company's website, <http://www.dialog-semiconductor.com>.

9. Subsequent events

Issue of shares

On 13 August 2021, Dialog Semiconductor Limited subscribed for 21,000,000 ordinary shares in the Company for US\$0.50 per share in cash totalling US\$10.5 million. The Company will utilise the funds to settle amounts owed to group undertakings in order that it can be liquidated.

Acquisition of Dialog by Renesas

On 8 February 2021, the directors of Dialog Semiconductor Plc ('Dialog') and Renesas Electronics Corporation ('Renesas'), a supplier of advanced semiconductor solutions, announced that they had reached agreement on the terms of the acquisition of the entire issued and to be issued share capital of Dialog for €67.50 per share in cash, representing a total equity value of approximately €4.9 billion (US\$5.9 billion).

Renesas is incorporated in Japan and its shares are listed on the Tokyo Stock Exchange.

Following approval by Dialog's shareholders on 9 April 2021 and the subsequent receipt of the necessary regulatory approvals, sanction by the court in England & Wales and satisfaction of the other closing conditions, the acquisition became effective on 30 August 2021 by means of a scheme of arrangement under the Companies Act 2006.

Since the acquisition of Dialog, the Company's ultimate parent company and ultimate controlling party has been Renesas Electronics Corporation, whose registered office is at Toyosu Foresia, 3-2-24 Toyosu, Koto-ku, Tokyo 135-0061, Japan.