VisEra Technologies Company Ltd. 2021 Annual Shareholders' Meeting Minutes

(This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

Time: 9:30 AM., July 22, 2021

Location: Einstein Hall, Science Park Life Hub, 2F, No. 1, Gongye E. 2nd Rd., Hsinchu Science Park, Hsinchu City.

Total outstanding VisEra shares: 291,153,119 shares

Total shares represented by shareholders present in person or by proxy: 232,244,377 shares

Percentage of shares held by shareholders present in person or by proxy: 79.76%

Directors present: Chairman Robert Kuan, Independent Director Peng-Heng Chan, Independent Director Laura Huang (attended via video conferencing), Independent Director Emma Chang (attended via video conferencing)

Chairman: Robert Kuan, the Chairman of the Board of Directors

Recorder: Julia Lin

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

- I. Chairman Remarks (omitted)
- II. Reports Items
 - (I) To report the business of 2020 (Attachment I)
 - (II) Audit Committee's Review Report (Attachment II)
 - (III) To report 2020 employees' profit sharing bonus

Explanation: Employees' profit sharing bonus for 2020 was NTD 418,108,983, in cash, which proposal was approved by the Board of Directors on March 12, 2021.

III. Matters for Ratification

(I) To accept 2020 Business Report and Financial Statements (Proposed by the Board of Directors).

Explanation:

- (1) The 2020 Financial Statements of the Company, including the balance sheet, statement of comprehensive income, statement of changes in equity, and statement of cash flows, were audited by Shang-Chih Lin and Ming-Yuan Chung, CPA of Deloitte & Touche.
- (2) Please refer to Attachment 1 and Attachment 3 on for the 2020 Business Report, Independent Auditors' Report and aforementioned financial statements.

RESOLVED, that the 2020 Business Report and Financial Statements be and hereby were accepted as submitted.

(II) To approve the Proposal for Distribution of 2020 Profits (Proposed by the Board of Directors).

Explanation:

- (1) The Company's distributable retained earnings for 2020 were NTD 1,881,490,423, NTD 582,306,238 of which are to be appropriated as cash dividends for common shares. The Company has issued 291,153,119 shares of common stock, so the cash dividends for each share is NTD 2.
- (2) Please refer to Attachment 4 for the 2020 Earnings Distribution Table.
- (3) Upon the approval of the cash dividends of NTD 582,306,238 by the annual meeting of shareholders, it is proposed that the Board of Directors resolve the exdividend date and other relevant issues. The dividends are distributed based on the number of shares held by shareholders recorded on the shareholders' list on the exdividend date with cash dividends of NTD 2 per share. The unit of the cash dividend is the dollar (decimals shall be rounded down to the dollar). The total amount rounded off is calculated as other revenue of the Company.
- (4) Where the earning distribution ratio as set forth in the preceding paragraph is required to be adjusted due to the amendments to the laws or regulations or

adjustment by the competent authority, or by the change in the number of

outstanding shares affected by share repurchase by the Company or issuance of

new shares from the exercise of employee stock option certificates, it is proposed that the Board of Directors adjust the distribution ratio and related matters.

RESOLVED, that the Proposal for Distribution of 2020 Profits be and hereby was accepted

as submitted.

IV. Extemporary Motions

(Questions raised by the shareholders and the management's responses were omitted.)

There being no other business and special motion, the meeting was adjourned.

Chairman: Robert Kuan

Recorder: Julia Lin

- 3 -

2020 Business Report

In 2020, the COVID-19 pandemic has caused a global economic decline. According to an IMF research report, the global economic growth rate declined by 3.5% compared to the previous year. A report from the market research institution TrendForce also indicated that the global smartphone output volume under the pandemic declined by 11% compared to the previous year. However, the rapid development of 5G network contributes to the trend of switching to 5G smartphones. The increase in the number of cameras on smartphones, high resolution camera modules, and the increase in the demand in in-display fingerprint recognition all lead to a steady growth of image sensor and biometric sensor markets.

In response to the growth of market demand and the development of advanced processing technology, VisEra continues to invest in processing equipment to increase productivity. In 2020, the overall 200 mm equivalent output volume increased by 100% compared to the previous year, and the most advanced 0.7 µm pixel size image sensor and multiple rise light sensor have entered mass production. The development of sub-millimeter lens processing technology has been completed, and the customer testing production project has been initiated.

Financial Performance

The Company's revenues in 2020 were NTD 6.946 billion, an increase of 105% compared to the NTD 3.396 billion in the previous year; the profit after tax was NTD 2.091 billion, an increase of 241% compared to the NTD 614 million in the previous year. The earnings per share were NTD 7.18. The Company's gross margin in 2020 was 45%, an increase of 11% compared to the 34% in the previous year; the operating margin was 37%, an increase of 16% compared to the 21% in the previous year. The net profit margin was 30%, an increase of 12% compared to the 18% in the previous year.

Technology Development

On top of the development on applications of optical sensors as well as the development trend of sensor miniaturization, the processing technology for 0.6 µm pixel size image sensors is expected complete development and enter mass production in 2021. The Company also invests in the research and development of processing for 100 megapixels or higher to provide customers with more advanced and high quality image sensors. Meanwhile, the Company also invests in: 1) optical elements in 3D sensing modules that provide miniaturization solutions for components required by customers; 2) research and development of high price-performance ratio and customized multiple rise ambient light sensor processing that meets the diverse customer demands for ambient light sensors; 3) development of under-display camera modules to meet the trend of full-view smartphones

Future Outlook

When looking forward to 2021, the COVID-19 pandemic may gradually ease due to the distribution of coronavirus vaccines. In addition, all governments continue to carry out economic support

measures and political uncertainties in the United States and Europe are reduced. Economic growth will clearly 6 surge on a global scale. Moreover, the rapid development of 5G and wide adaptation of its application on products will boost the overall sales of mobile devices. To cope with market demand, the Company continues to develop and optimize optical sensor technology as well as increase productivity in order to improve competitively in the market and create higher values for customers and shareholders.

We wish you good health and good luck.

VisEra Technologies Company Ltd.

Accounting Supervisor: Kevin Tsai

Chairman: Robert Kuan

President: S.C. Hsin

[Attachment 2]

Audit Committee's Review Report

The Board of Directors prepared the 2020 Business Report, Financial Statements, and earning distribution proposal of the Company. The Financial Statements have been audited by the CPA of Deloitte & Touche, who presented the independent auditors' report. After audit, the Audit Committee believes the aforementioned Business Report, Financial Statements and earnings distribution proposal are preparedin good faith. Therefore, the Audit Committee's Review Report is so generated pursuant to the Securities and Exchange Act and the Company Act.

VisEra Technologies Company Ltd.

Convener of the Audit Committee: Laura Huang

March 12, 2021

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders VisEra Technologies Company Ltd.

Opinion

We have audited the accompanying financial statements of VisEra Technologies Company Ltd. (the "Company"), which comprise the balance sheets as of December 31, 2020 and 2019, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter of the Company's financial statements for the year ended December 31, 2020 is stated as follows:

Contract Assets and Revenue Recognition

The majority of the Company's revenue is generated from color filter and optical coating, which are manufactured according to the customized specifications agreed in the contractual agreement. The customers have obtained control over the products during manufacturing process. As such, revenue and contract assets are recognized over time in accordance with the requirements under paragraph 35(b) of IFRS 15. Refer to Notes 4, 5 and 17 to the accompanying financial statements for the details of the accounting policies related to the

contract assets and revenue recognition. The Company recognizes contract assets and revenue at the end of each month based on progress towards completion. Since the abovementioned process involves estimates and manual controls, there is a risk that contract assets and revenue may not be recognized correctly. Thus, the Company's contract assets and revenue recognition was identified as a key audit matter.

Our audit procedures performed in respect of the above key audit matter included the following:

- 1. We obtained an understanding and tested the effectiveness of the design and implementation of key internal controls over contract assets and revenue recognition.
- 2. We obtained an understanding and assessed the reasonableness of the Company's assumption and policy over contract assets and revenue recognition.
- 3. We verified the reasonableness of documents for evaluating progress towards completion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management 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, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' 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 auditors' 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 the auditing standards generally accepted in the Republic of China 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.

As part of an audit in accordance with the auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2020, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shang-Chih Lin and Ming-Yuan Chung.

Deloitte & Touche Taipei, Taiwan Republic of China

March 12, 2021

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent 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. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

BALANCE SHEETS (In Thousands of New Taiwan Dollars)

	December 31, 2	2020	December 31,	2019		December 31,	2020	December 31,	2019
ASSETS	Amount	%	Amount	%	LIABILITIES AND EQUITY	Amount	%	Amount	%
CURRENT ASSETS					CURRENT LIABILITIES				
Cash and cash equivalents (Note 6)	\$ 2,537,344	22	\$ 3,271,167	52	Financial liabilities at fair value through profit or loss				
Financial assets at fair value through profit or loss -					- current (Note 7)	\$ 29	_	\$ 4	-
current (Note 7)	9,128	-	8,158	-	Contract liabilities - current (Note 17)	5,823	-	2,539	-
Contract assets - current (Notes 5, 17 and 25)	137,376	1	101,665	1	Accounts payable (Note 25)	199,739	2	130,386	2
Accounts receivable, net (Notes 5 and 8)	730,474	6	545,093	9	Lease liabilities - current (Note 11)	75,325	1	68,742	1
Accounts receivable from related parties (Notes 5, 8 and 25)	188,516	2	121,572	2	Accrued profit sharing bonus to employees (Note 18)	418,109	3	122,754	2
Other receivables	28,760	-	10,052	-	Payables to equipment suppliers	560,277	5	165,433	2 2
Other receivables from related parties (Note 25)	1,643	-	2,722	-	Current tax liabilities (Note 19)	438,674	4	105,498	2
Inventories (Note 9)	85,450	1	57,103	1	Accrued expenses and other current liabilities (Notes 14,				
Prepayments and other current assets	48,316		43,968	1	17 and 25)	527,274	4	373,522	6
Total current assets	3,767,007	32	4,161,500	66	Total current liabilities	2,225,250	<u>19</u>	968,878	<u>15</u>
NON-CURRENT ASSETS					NON-CURRENT LIABILITIES				
Property, plant and equipment (Notes 5 and 10)	7,617,347	65	1,867,080	30	Long-term borrowings (Note 13)	1,967,611	17	-	-
Right-of-use assets (Note 11)	319,065	3	221,221	3	Deferred tax liabilities (Note 19)	11,399	-	10,788	-
Intangible assets (Note 12)	9,096	-	10,252	-	Lease liabilities - non-current (Note 11)	247,215	2	152,807	3
Deferred tax assets (Note 19)	36,763	-	42,466	1	Deferred revenue - non-current (Note 13)	32,389	-	-	-
Other non-current assets (Note 26)	22,490		19,958	-	Guarantee deposits (Note 25)	5,069		4,532	
Total non-current assets	8,004,761	68	2,160,977	34	Total non-current liabilities	2,263,683	<u>19</u>	168,127	3
					Total liabilities	4,488,933	38	1,137,005	18
					EQUITY (Note 16)				
					Capital stock	2,911,531	25	2,911,531	46
					Capital surplus	703,493	6	696,675	11
					Retained earnings				
					Appropriated as legal reserve	785,581	7	724,197	11
					Unappropriated earnings	2,882,230	<u>24</u>	853,069	<u>14</u>
						3,667,811	<u>31</u>	1,577,266	<u>25</u>
					Total equity	7,282,835	62	5,185,472	<u>82</u>
TOTAL	<u>\$ 11,771,768</u>	<u>100</u>	<u>\$ 6,322,477</u>	<u>100</u>	TOTAL	<u>\$ 11,771,768</u>	<u>100</u>	\$ 6,322,477	<u>100</u>

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2020		2019		
	Amount	%	Amount	%	
OPERATING REVENUE (Notes 5, 17 and 25)	\$ 6,946,349	100	\$ 3,395,724	100	
OPERATING COSTS (Notes 9, 18 and 25)	3,835,451	<u>55</u>	2,248,382	<u>66</u>	
GROSS PROFIT	3,110,898	45	1,147,342	_34	
OPERATING EXPENSES (Notes 18 and 25) Sales and marketing	59,148	1	42,058	1	
General and administrative Research and development	161,236 366,794	2 5	90,636 346,489	3 10	
Total operating expenses	587,178	8	479,183	14	
OTHER OPERATING INCOME AND EXPENSES, NET (Notes 10, 18 and 25)	32,720	_	50,533	1	
PROFIT FROM OPERATIONS	2,556,440	<u>37</u>	718,692	21	
NON-OPERATING INCOME AND EXPENSES (Notes 18 and 25)					
Interest income	12,477	-	20,825	1	
Other income	566	-	20,688	1	
Other gains and losses	48,194	1	9,557	- (1)	
Foreign exchange loss, net	(57,105)	(1)	(21,435)	(1)	
Finance costs	(5,221)	_ 	(4,955)		
Total non-operating income and expenses	(1,089)		24,680	1	
PROFIT BEFORE INCOME TAX	2,555,351	37	743,372	22	
INCOME TAX EXPENSE (Note 19)	464,806	7	129,531	4	
NET INCOME	2,090,545	_30	613,841	<u>18</u>	
TOTAL COMPREHENSIVE INCOME	\$ 2,090,545	<u>30</u>	\$ 613,841	18	
EARNINGS PER SHARE (Note 20) Basic earnings per share Diluted earnings per share	\$ 7.18 \$ 6.77		\$ 2.11 \$ 2.06		

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY (In Thousands of New Taiwan Dollars)

	Capital Stock - Common Stock		Retained Earnings				
	Stock (In Thousands)	Amount	Capital Surplus	Legal Reserve	Unappropriated Earnings	Total	Total Equity
BALANCE, JANUARY 1, 2019	291,153	\$ 2,911,531	\$ 693,757	\$ 682,969	\$ 862,762	\$ 1,545,731	\$ 5,151,019
Appropriation of earnings Legal reserve Cash dividends	- -	- -	- -	41,228	(41,228) (582,306)	(582,306)	(582,306)
Donation from shareholders	-	-	100	-	-	-	100
Compensation cost of employee share options	-	-	2,818	-	-	-	2,818
Net profit and total comprehensive income for the year ended December 31, 2019	_	_	-	_	613,841	613,841	613,841
BALANCE, DECEMBER 31, 2019	291,153	2,911,531	696,675	724,197	853,069	1,577,266	5,185,472
Appropriation of earnings Legal reserve	-	-	-	61,384	(61,384)	-	-
Donation from shareholders	-	-	205	-	-	-	205
Compensation cost of employee share options	-	-	6,613	-	-	-	6,613
Net profit and total comprehensive income for the year ended December 31, 2020	_	-	-	-	2,090,545	2,090,545	2,090,545
BALANCE, DECEMBER 31, 2020	291,153	<u>\$ 2,911,531</u>	<u>\$ 703,493</u>	\$ 785,581	\$ 2,882,230	\$ 3,667,811	\$ 7,282,835

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,555,351	\$ 743,372
Adjustments for:	, ,	,
Depreciation expense	754,300	579,367
Amortization expense	6,166	7,588
Finance costs	5,221	4,955
Interest income	(12,477)	(20,825)
Compensation cost of employee share options	6,613	2,818
Gain on disposal of property, plant and equipment, net	(428)	-
Impairment loss recognized on property, plant and equipment	10,159	-
Foreign exchange loss, net	(7,316)	(975)
Changes in operating assets and liabilities:		
Financial instruments at fair value through profit or loss	(945)	(7,789)
Contract assets	(35,711)	(49,195)
Accounts receivable, net	(185,381)	(139,133)
Receivables from related parties, net	(66,944)	(18,339)
Other receivables	(23,089)	(3,837)
Other receivables from related parties	1,079	611
Inventories	(28,347)	(20,953)
Prepayments and other current assets	(4,348)	(17,847)
Contract liabilities	3,284	279
Accounts payable	69,353	22,443
Accrued profit sharing bonus to employees	295,355	60,912
Accrued expenses and other current liabilities	153,984 2,405,870	16,059
Cash generated from operations Income taxes paid	3,495,879 (125,316)	1,159,511 (100,810)
income taxes paid	(123,310)	(100,810)
Net cash generated from operating activities	3,370,563	1,058,701
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	(6,036,898)	(763,756)
Proceeds from disposal of property, plant and equipment	3,238	-
Increase in refundable deposits	(118)	-
Decrease in refundable deposits	148	58
Payments for intangible assets	(5,010)	(4,140)
Increase in other current assets	(2,562)	(17,796)
Decrease in other current assets	16050	14,443
Interest received	16,858	20,855
Net cash used in investing activities	(6,024,344)	(750,336)
CASH FLOWS FROM FINANCING ACTIVITIES		
Guarantee deposits received	1,151	710
Guarantee deposits refunded	(614)	(23)
Repayment of the principal portion of lease liabilities	(75,331)	(73,336)
Proceeds from long-term borrowings	2,000,000	-
		(Continued)

STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	2020	2019
Cash dividends Interest paid Donation from shareholders	\$ - (5,453) 205	\$ (582,306) (4,926) 100
Net cash generated from (used) in financing activities	1,919,958	(659,781)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(733,823)	(351,416)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	3,271,167	3,622,583
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 2,537,344	\$ 3,271,167
The accompanying notes are an integral part of the financial statements.		(Concluded)

[Attachment 4]

VisEra Technologies Company Ltd. 2020 Earnings Distribution Table

	Unit: NTD
2020 Net Income	2,090,544,915
Less:	
- Appropriated 10% legal reserve	(209,054,492)
2020 Available for Distribution Retained Earnings	1,881,490,423
Plus:	
- Unappropriated retained earnings of previous years	791,684,557
Retained Earnings Available for Distribution as of December 31, 2020	2,673,174,980
Distribution Items:	
- Common share cash dividend (NTD 2 per share)	(582,306,238)
Unappropriated Retained Earnings	2,090,868,742