

**Appendix V**  
**REPORT ON CORPORATE GOVERNANCE**  
*(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)*

**TAICERA ENTERPRISE COMPANY**      **THE SOCIALIST REPUBLIC OF VIETNAM**  
Independence - Freedom – Happiness

No: 20250120 – TCR – BCQT II/2024

Dong Nai, month 01. Day 20 year 2025

**REPORT ON CORPORATE GOVERNANCE 2024**

To:

- The State Securities Commission;
- The Stock Exchange.

- Name of company: **TAICERA ENTERPRISE COMPANY**
- Address of headoffice: Go Dau Industrial Zone, Phuoc Thai Village, Long Thanh District, Dong Nai Province.
- Telephone: (0251)-3841.594 Fax: (0251)-3841.598 Email: [www@taicera.com](mailto:www@taicera.com)
- Charter capital: **454,328,360,000 VNĐ** (Four hundred and fifty-four billion, three hundred and twenty-eight million, three hundred and sixty thousand Vietnamese dong).
- Stock code: **TCR**
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.
- The implementation of internal audit: Implemented.

**I. Activities of the General Meeting of Shareholders**

The 2024 Annual General Meeting of Shareholders of our company was held on April 26, 2024, at the office of Taicera Enterprise Company, Go Dau Industrial Zone, Phuoc Thai Village, Long Thanh District, Dong Nai Province. A total of 10 shareholders attended the meeting, representing and owning 37,197,239 shares, accounting for 81.87% of the total voting shares of the company.

In 2024, the company did not hold any extraordinary general meetings of shareholders.

No.	Resolution/Decision No.	Date	Content
01	Resolution of the Annual General Meeting of Shareholders 2024	26/04/2024	<ol style="list-style-type: none"><li>1. Approval of the 2023 business performance report.</li><li>2. Approval of the 2024 investment and business operation plan.</li><li>3. Approval of reports from the CEO and the Supervisory Board.</li><li>4. Approval of the audited 2023 Consolidated Financial Statements.</li><li>5. Approval of the 2023 profit distribution plan.</li><li>6. Approval of the remuneration for the Board of Directors and the Supervisory Board in 2023.</li><li>7. Approval of the selection of the audit firm for 2024.</li><li>8. Approval of the changes to the development investment fund.</li></ol>

## II. Board of Directors annual report 2024:

### 1. Information about the members of the Board of Directors:

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	CHEN CHENG JEN	Chairman of the Board of Directors	26/04/2022	
2	CHEN JO YUAN	Non-executive members of the Board of Directors	26/04/2022	
3	TANG TAI YING	Independent members of the Board of Directors	26/04/2022	
4	LONG GEN	Member of the Board of Directors cum General Director	26/04/2022	
5	WANG, JUI-CHUAN	Independent members of the Board of Directors	26/04/2022	
6	DING ZONG MING	Independent members of the Board of Directors	26/04/2022	

### 2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	CHEN CHENG JEN	6/6	100%	-
2	CHEN JO YUAN	6/6	100%	-
3	TANG TAI YING	6/6	100%	-
4	LONG GEN	6/6	100%	-
5	WANG, JUI-CHUAN	6/6	100%	-
6	DING ZONG MING	6/6	100%	-

### 3. Supervising the Board of Management by the Board of Directors:

Periodically, after the end of each quarter, annually review the Company's production and

business operations, the Chairman of the Board of Directors shall convene a Board of Directors meeting to review and monitor reports on the supervision of the Board of Management in managing and operating the Company's activities. At the same time, the Chairman of the Board of Directors, on behalf of the Board, participates unexpectedly each month in meetings held by the Board of Management with key functional department heads of the Company to discuss internal management matters. During these meetings, the Chairman reviews business operation reports and provides direct guidance.

In addition, the reporting on the activities of the Board of Management to the Board of Directors, as well as the provision of information and the preparation of related operational reports, has been carried out smoothly. In addition to regular meetings, the members of the Board of Directors frequently exchange information and consult with one another on certain important matters regarding the Company's operations through phone communication; When necessary, the Board of Directors will use phone communication or collect written opinions to pass resolutions on important matters.

4. Activities of the Board of Directors' subcommittees (If any): None

5. Resolutions/Decisions of the Board of Directors annual report 2024:

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01-2024/HĐQT-TCR	28/02/2024	- Unanimously approved the appointment of Mr. Ho Chin Hung as Chief Accountant. - Unanimously approved the time and venue for the 2024 Annual General Meeting of Shareholders (AGM).	100%
2	02-2024/HĐQT-TCR	28/03/2024	- Unanimously approved the finalization of the date for the 2024 AGM. - Unanimously approved the company's budget plan for the 2024 fiscal year. - Unanimously approved the 2023 financial statements audited by AASC Auditing Firm. - Unanimously approved the materials for the 2024 AGM and the proposals to be presented at the upcoming AGM.	100%
3	03-2024/HĐQT-TCR	28/03/2024	- Unanimously approved the appointment of Mr. Ho Chin Hung as Company Administrator in accordance with Circular No. 96/2020/TT-BTC.	100%
4	04-2024/HĐQT-TCR	28/06/2024	- Unanimously approved the dismissal of Ms. Chen Zoey from the position of Head of the Supervisory Board and the appointment of Mr. Shi Yan-Yang as the Head of the Supervisory	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
			Board for the term 06/2024–2027.	
5	05-2024/HĐQT-TCR	13/07/2024	- Unanimously approved the liquidation of fully depreciated long-term fixed assets by 2024.	100%
6	06-2024/HĐQT-TCR	13/07/2024	- Unanimously approved the business performance report for Q2 2024 and the business plan for Q3 2024	100%
7	07-2024/HĐQT-TCR	20/10/2024	- Unanimously approved the financial statements for the first nine months of 2024.	100%
8	08-2024/HĐQT-TCR	10/01/2025	- Unanimously approved the financial statements for Q4 2024.	100%

### III. Board of Supervisors annual report 2024:

#### 1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	SHI, YAN-YANG	Head of the Supervisory Board	26/04/2022	Audit and Accounting
2	CHEN DING	Member of the Supervisory Board	26/04/2022	Accounting
3	CHEN ZOEY	Member of the Supervisory Board	26/04/2022	Financial Research

#### 2. Meetings of Board of Supervisors

Annually, the Supervisory Board will participate in the Board of Directors' meetings.

No.	Members of Board of Supervisors/ Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	CHEN ZOEY	6/6	100%	100%	
2	CHEN DING	6/6	100%	100%	

3	SHI, YAN-YANG	6/6	100%	100%	
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3. Supervisory activities of the Supervisory Board over the Board of Directors, the Executive Board, and the shareholders:

*3.1. Supervisory activities of the Supervisory Board over the Board of Directors:*

The Board of Directors held six (6) meetings in 2024 to monitor the company's management by the General Director, as well as the progress in achieving the company's business objectives. Additionally, the BOD reviewed financial and operational data from financial statements to provide timely directives aimed at improving performance. Based on evaluations, the Supervisory Board affirms that the BOD has effectively fulfilled its role in overseeing, encouraging, and efficiently executing management tasks.

*3.2. Supervisory activities of the Supervisory Board over the General Director:*

- The General Director has effectively implemented the decisions of the BOD and the resolutions of the General Meeting of Shareholders. He promptly adjusted production and business strategies based on the projected business goals for 2024 and strived to achieve the overall targets for the year.
- Regarding accounting operations: THE SUPERVISORY BOARD has verified the data in the reports against the company's accounting books and records, which are organized systematically and clearly documented, facilitating inspections and reviews.

*3.3. Supervisory activities of the Supervisory Board over the shareholders:*

The rights and obligations of shareholders, as stipulated by law and the company's charter, have been fully ensured and respected. Shareholders' rights, such as accessing information on company operations, financial statements, and exercising shareholder rights, have been transparently disclosed through the company's website, the Ho Chi Minh Stock Exchange (HSX), and the State Securities Commission on both periodic and non-periodic bases.

*4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers:*

The coordination between the Supervisory Board, the Board of Directors, and other management personnel has been effective.

*5. Other activities of the Board of Supervisors (if any): None*

**IV. Board of Management**

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management /
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1	LONG GEN - General Director	1986	Business Management, Research	28/02/2023
2	HO CHIN HUNG - Deputy General Director	1978	Accounting	28/02/2024

#### V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
HO CHIN HUNG	1978	Accounting	28/02/2024

#### VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance:

At various times, the company invites experts in management and finance to give lectures to members of the Board of Directors (BOD), the Supervisory Board (SB), and the General Director. On the other hand, due to the fact that the members of the BOD, SB, and the General Director are foreign nationals who have graduated and completed specialized research and management programs in Taiwan and other countries, these members do not participate in corporate governance training courses in Vietnam. However, the Vietnamese management staff of the company have participated in and successfully completed corporate governance training courses in Vietnam.

#### VII. The list of affiliated persons of the public company annual report and transactions of affiliated persons of the Company

##### 1. The list of affiliated persons of the Company

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
01	CHEN CHENG JEN (representing Union Time Enterprises Limited)	-	Chairman of the Board of Directors			26/04/2022			Insider
02	CHEN JO YUAN	-	Member of the Board of			26/04/2022			Insider

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
			Directors						
03	TANG TAI YING	-	Member of the Board of Directors			26/04/2022			Insider
04	DING ZONG MIN	-	Member of the Board of Directors			26/04/2022			Insider
05	WANG JUI CHUAN	-	Member of the Board of Directors			26/04/2022			Insider
06	LONG GEN	-	Member of the Board of Directors cum General Director			26/04/2022			Insider
07	CHEN ZOEY	-	Member of the Supervisory Board			26/04/2022			Insider
08	CHEN DING	-	Member of the Supervisory Board			26/04/2022			Insider
09	SHI YAN YANG	-	Head of the Supervisory Board cum Internal Auditor			26/04/2022			Insider
10	HO CHIN HUNG	-	Chief Accountant - Company Administrator			28/02/2024			Insider

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
11	CHARMSTAR BUSSINESS CORPORATION	-	-			03/2024			An organization holding at least 10% of the total voting shares
12	UNION TIME ENTERPRISE LIMITED	-	-			03/2024			An organization holding at least 10% of the total voting shares
13	SUN TALENT LIMITED	-	-			03/2024			An organization holding at least 10% of the total voting shares

*Note: No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).*

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons. **None**

*Note: No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on operations or equivalent legal documents (As for organisations).*

3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power. **None**

4. Transactions between the Company and other objects

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, General Director have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting). **None**

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, General Director and other managers as a member of Board of Directors, General Director or CEO. **None**

4.3 Other transactions of the Company (if any) may bring material or non- material

benefits for members of Board of Directors, members of the Board of Supervisors, General Director and other managers. **None**

**VIII. Share transactions of internal persons and their affiliated persons annual report**

1. The list of internal persons and their affiliated persons. Transactions of internal persons and affiliated persons with shares of the Company

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
01	CHEN CHENG JEN	-	Chairman of the Board of Directors			1,308,151	2.88%	*
Name affiliated persons								
1.1	CHEN WENG CHIH YING	-	-			-	-	Wife of the Chairman of the Board of Directors
1.2	CHEN JO YEN	022FIS347	-			455,275	1%	Son
1.3	TCROWN CO.,LTD		-			2,992,568	6.59%	Organization where the Chairman of the Board of Directors is the Legal Representative
02	LONG GEN	-	Member of the Board of Directors			0	0	

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
			cum General Director					
<i>Name affiliated persons</i>								
2.1	LONG CAIYAN	-	-			0	0	Father of the General Director
2.2	CHEN JINGMEI	-	-			0	0	Mother of the General Director
03	HO CHIN HUNG	-	Chief Accountant, Company Administrator			0	0	
<i>Name affiliated persons</i>								
3.1	HO, YAO-RONGM	-	-			0	0	Biological Father
3.2	ZHANG, MEL-NA	-	-			0	0	Biological Mother
3.3	YOU, ZHI-QING	-	-			0	0	Wife
3.4	HO, ZI-EN	-	-			0	0	Biological Child
04	SHI YAN YANG	-	Head of the Supervisory Board,			0	0	

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
			Internal Auditor					
<i>Name affiliated persons</i>								
4.1	SHI TIAN YOU	-	-			0	0	Biological Father
4.2	ZHAN FAZHEN	-	-			0	0	Biological Mother

2. Transactions of internal persons and affiliated persons with shares of the company.

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			<i>Number of shares</i>	<i>Percentage</i>	<i>Number of shares</i>	<i>Percentage</i>	
1	TCROWN CO.,LTD	Organization where the Chairman of the Board of Directors is the Legal Representative	2,328,508	5.13%	2,992,568	6.59%	Long-term investment

IX. Other significant issues: None

*Recipients:*

- SSC, HSX;

- Archived: Official correspondence;

**CHAIRMAN OF THE BOARD OF DIRECTORS**

*(Sign, full name and seal)*

  
**CHEN CHENG JEN**