

Hanoi, date 02 month 04 year 2025

**REGULATIONS
ON ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS
CLEVER GROUP CORPORATION**

- Pursuant to the Enterprise Law No. 59/2020/QH14 and its guiding documents;
- Pursuant to the Securities Law No. 54/2019/QH14 and its guiding documents;
- Pursuant to the Company Charter of Clever Group Corporation ("**Company Charter**").

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of Regulation

1. These regulations apply to the organization of the 2025 Annual General Meeting of Shareholders ("**GMS**" or "**Meeting**," depending on context) of Clever Group Corporation ("**Company**").
2. The regulations specify the rights and obligations of shareholders, shareholder representatives, and participants attending the GMS, as well as the conditions and procedures for organizing the GMS.

Article 2. Applicable subjects

Shareholders, their representatives, and participants attending the GMS must comply with these regulations.

**CHAPTER II
CONDUCTING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Article 3. Conditions for Meeting Attendance

All shareholders owning ADG securities, as listed in the aggregate list of securities holders (with voting rights) No. V391/2025-ADG/VSDC-ĐK, as of the last attendance registration date of March 21, 2025, provided by the Vietnam Securities Depository and Clearing Corporation, are eligible to attend.

Shareholders may attend the GMS directly or authorize others in writing as regulated by the Company Charter, these regulations, and the laws.

Article 4. Invitation to the Annual General Meeting Of Shareholders

- Announcement of the list of eligible shareholders with right to attend the Meeting: February 28, 2025.
- The last date for existing shareholders to register Meeting attendance: March 21, 2025.
- Meeting date: April 24, 2025.
- Meeting venue: Floor 3, Building G1, Five Star No. 2 Kim Giang, Ha Dinh Ward, Thanh Xuan District, Hanoi City.

- Meeting invitations are sent to eligible shareholders and comply with Article 20 of the Company Charter and Articles 142, 143 of the 2020 Enterprise Law.
1. Notifications about the GMS are:
 - Published on the Company's website: www.clevergroup.vn;
 - Published via the Vietnam State Securities Commission and Ho Chi Minh Stock Exchange information channels;
 - Sent directly to shareholders by in-person delivery, postal service, or secure courier services to their registered addresses, or sent to email addresses verified by the shareholders for communication purposes;
 - For shareholders who are employees of the Company, the notice may be enclosed in a sealed envelope and delivered to their workplace or emailed to their work email addresses.
 2. The notification must contain the company's name, registered office address, enterprise code, shareholder's name and contact address, meeting time and location, and other relevant requirements for attendees.
 3. Meeting materials, drafts of resolutions for each agenda item, voting ballots, and other relevant information regarding matters for discussion and voting at the GMS will be made available on the Company's website: www.clevergroup.vn.
 4. Meeting notifications must be sent to all shareholders on the eligible list no later than 21 days prior to the GMS's opening date.
 5. Shareholders or shareholder groups holding at least 5% (five percent) of total common shares are entitled to propose additional agenda items for the GMS. Proposals must be in writing and submitted to the Company no later than 5 (five) business days before the GMS. The proposal must include the shareholder's name, number and types of shares held, and the proposed agenda item.
 6. The convenor of the GMS may reject a proposal under Clause 5 of this Article if:
 - The proposal is not submitted following stipulations under Clause 4 of this Article.
 - At the time of the proposal, the shareholder(s) do not hold at least 5% (five percent) of common shares.
 - The proposed item is not within the GMS's jurisdiction to decide.
 - Other cases as stipulated by law and the Company Charter.

Article 5. Conditions for conducting the GMS

1. The GMS will be conducted if shareholders attending the meeting represent more than 50% of the voting shares, as listed at the time the shareholder list is finalized to determine GMS participation rights.
2. In case the required number of attendees is not met within 30 minutes of the scheduled opening, the convenor will cancel the meeting. The GMS must be reconvened within 30 days from the originally scheduled date. The second GMS can only proceed if shareholders or authorized representatives attending represent at least 33% of the voting shares.

3. If the second meeting does not proceed due to insufficient attendance within 30 minutes of the scheduled opening, the convenor will cancel the meeting. A third GMS may be convened within 20 days from the intended date of the second GMS, and in this case, the meeting can proceed regardless of the number of attending shareholders or authorized representatives. It will be considered valid and has the authority to decide on all matters intended for approval at the first GMS.
4. Only the GMS has the authority to amend the meeting agenda, which was attached to the invitation.

Article 6. Conducting the GMS

1. The GMS will be conducted in a time schedule announced by the Company.
2. Registration for Meeting attendance:
 - On the day of the Meeting, the Company will register shareholder attendance until all eligible shareholders present have registered.
 - Shareholders arriving late may register immediately upon arrival and will have the right to participate and vote during the GMS. The Chairperson is not obligated to pause the Meeting for late arrivals, and the validity of decisions made prior to the late arrival will not be affected.
 - During registration, the Company will provide each eligible shareholder or authorized representative a seat and a voting card or voting ballot, indicating the registration number, name of the shareholder, name of the authorized representative, and the corresponding voting rights based on the shares held. These documents will be used for voting on all matters at the Meeting.
3. The Meeting format and procedures comply with the provisions of Article 146 of the 2020 Enterprise Law.
4. Attendance Format

Shareholders may attend the GMS directly or authorize others to attend on their behalf using the proxy form included in the meeting materials.
5. The GMS will sequentially discuss and approve the agenda items listed in the 2025 Annual General Meeting program. Voting for each agenda item will follow the provisions in Article 9 of these Regulations.

Article 7. Agenda and matters for discussion of the GMS

1. The agenda and discussed matters of the AGM must be approved at the beginning of the Meeting. The agenda must clearly specify the timing for each discussed matters.
2. Any changes to the Meeting agenda must be approved by the GMS.

Article 8. Discussions at the GMS

After the reports are presented, the Chairperson continues to preside over subsequent discussions, receiving shareholder/representative opinions and responding to questions in accordance with the following principles and methods:

1. Discussions at the GMS are coordinated by the GMS Chairperson or Secretary, strictly adhering to the Company Charter and conducted within the allocated time and scope of

the approved agenda. Depending on the number of shareholders attending and the time available, the Chairperson may select the most appropriate method to guide the Meeting, facilitate discussions and statements.

2. Shareholders/representatives participating in the GMS may register their discussion topics or questions with the Chairperson (if applicable) through the GMS Secretary using the Company's Opinion Form, or raise their Voting Card to request direct permission to speak from the Chairperson.
3. The Opinion Form is distributed to each shareholder upon arrival at the GMS. Shareholders submit their Opinion Forms to the GMS Secretary either during the Meeting or during breaks. To maintain order during discussions, shareholders who registered to speak using the Opinion Form are given priority, followed by those raising their Voting Cards, as arranged by the Chairperson.
4. Once granted permission to speak, shareholders introduce themselves and share concise opinions focused on the key discussion points, avoiding repetition. Opinions must align with the approved agenda. The Chairperson has the authority to remind or halt the speaker if their opinions or discussions are repetitive or irrelevant to the agenda.
5. The GMS has unanimously agreed that the maximum speaking time per shareholder is 05 (five) minutes. If a shareholder exceeds this time limit, the Chairperson may request them to submit their questions or proposals in writing, which will be noted by the GMS Secretariat and addressed by the Chairperson within its authority in compliance with the Company Charter and relevant laws.
6. The Chairperson answers only the key questions related to the agenda and does not elaborate on specialized topics upon shareholders' private needs.
7. Questions unrelated to the GMS agenda but within the scope of shareholder rights and interests will be compiled by the Secretary, and the Chairperson will respond in an appropriate manner in accordance with the Company Charter and applicable laws.
8. Questions that cannot be answered during the GMS due to time constraints will also be addressed later by the Chairperson directly to the shareholders.

Article 9. Voting and Electing

1. Voting
 - Voting Ballots are distributed to each shareholder or authorized representative upon registering for the GMS.
 - Voting is conducted based on three options: Agree, Disagree, and No Opinion. The Chairperson announces the voting results immediately before the Meeting concludes.
 - Shareholders or authorized representatives who arrive after the Meeting has started may register and participate in voting immediately upon registration. In such cases, the validity of previously voted content remains unaffected.
2. Electing members of Board of Directors

The election of Board of Directors members is carried out using the cumulative voting method, where each shareholder has a total number of votes equal to the total shares they own multiplied by the number of members to be elected to the Board. Shareholders may allocate all or part of

their votes to one or more candidates. Elected Board members are determined based on the highest votes, starting from the candidate with the most votes until the required amount of members specified in the Company Charter is fulfilled. If two or more candidates receive equal votes for the last Board member position, a re-election will be conducted among these candidates.

Article 10. GMS Minutes and draft GMS Resolutions

1. The content of the GMS is documented in the Minutes in Vietnamese and may also be created in a foreign language. The Minutes must include the following key details:
 - Company's name, registered office address, and enterprise code;
 - GMS date and location;
 - GMS agenda and content;
 - Name of the Chairperson and Secretary;
 - Summary of the Meeting proceedings and shareholders' opinions on each agenda item;
 - Number of shareholders and total voting shares of attending shareholders, including an appendix listing the registered shareholders and their authorized representatives along with corresponding shares and voting rights;
 - Total votes for each agenda item, specifying the voting method, valid and invalid votes, affirmative votes, negative votes, and abstentions, along with the respective percentages relative to the total votes of attending shareholders;
 - Approved matters and corresponding voting percentages for approval;
 - Names and signatures of the Chairperson and Secretary.

If the Chairperson or Secretary refuses to sign the minutes, the Minutes will remain valid if signed by all other members of the Board of Directors attending the Meeting and contain all required details per this clause. The refusal of the Chairperson or Secretary to sign the Minutes must be explicitly documented.

2. The GMS Minutes must be completed, read aloud, and approved before the Meeting adjourns.
3. The Chairperson, Secretary, or others signing the Minutes are jointly responsible for the accuracy and honesty of the documented content.
4. Minutes written in Vietnamese and a foreign language carry equal legal validity. In cases of discrepancies between the Vietnamese and foreign-language versions, the Vietnamese content will prevail.
5. Based on the GMS Minutes, voting and electing results, the GMS Secretary will compile the data and draft the GMS Resolutions. The draft Resolutions will be read aloud and approved before the GMS adjourns.
6. The GMS Minutes must be sent to all shareholders within 15 days from the day the Meeting ends. Alternatively, the ballot counting record may be shared by uploading it to the Company's website.

7. The GMS Minutes, appendix of registered shareholders, approved GMS Resolutions, and relevant documents will be retained at the Company's headquarters.

Article 11. Conditions for GMS Resolutions

Complying with Article 23 of the Company Charter and Article 148 of the 2020 Enterprise Law.

Article 12. Requests for cancellation of GMS Resolutions

Complying with Article 26 of the Company Charter, Article 7 of the Corporate Governance Regulations, and Article 151 of the 2020 Enterprise Law.

Article 13. Effect of GMS Resolutions

1. GMS Resolutions take effect from the date they are approved or from the effective date specified in the Resolution itself.
2. A GMS Resolution approved by 100% of the total voting shares is deemed legal and valid, even if the procedures for convening the Meeting or approving the Resolution violate the Company Charter or current Enterprise Law.
3. In cases where a shareholder or group of shareholders requests the Court or Arbitration to annul a Resolution or a part of it (pursuant to Article 12 of these Regulations), the Resolution or the relevant part remains effective until a valid annulment decision is issued by the Court or Arbitration. Exceptions apply in the case of temporary emergency measures decided by competent authorities.

Article 14. Disclosure of GMS Minutes and Resolutions

Within 24 hours after the GMS ends, the Minutes and Resolutions will be published on the Company's website at www.clevergroup.vn and sent to the State Securities Commission and Ho Chi Minh Stock Exchange for disclosure in compliance with prevailing legal regulations.

CHAPTER III RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND MEETING ATTENDEES

Article 15. Rights and obligations of shareholders and their representatives

1. Rights of shareholders and representatives when attending the Meeting:
 - (a) All eligible shareholders of the Company have the right to attend, discuss, and vote on matters within the jurisdiction of the GMS as prescribed by law and the Company Charter.
 - (b) Shareholders may exercise their rights to attend and vote at the GMS through one of the following forms:
 - Attending and voting directly at the Meeting.
 - Authorizing another person to attend and vote on their behalf on matters within their jurisdiction ("**Shareholder Representative**").
 - Sending voting ballots to the Meeting via mail, fax, or email.

The authorization to attend and vote at the GMS must be in writing, following the Company's template included in the Meeting materials. Authorized representatives must present their authorization documents and personal identification documents during

registration before entering the Meeting. Authorized representatives perform delegated tasks within the scope of authorization and are required to comply with the same rules as shareholders when attending the Meeting, as outlined in the Company Charter, these regulations, and relevant laws.

- (c) At the GMS, each shareholder or authorized representative will receive Voting Ballots and Voting Card after registering with the Shareholder Eligibility Verification Committee.
 - (d) Shareholders or their representatives arriving late for the GMS are entitled to register and immediately participate in and vote at the GMS. However, the Chairperson is not obligated to pause the GMS, and the validity of decisions made before their arrival will remain unaffected.
2. Obligations of shareholders and their representatives when attending the GMS:
- (a) Before officially participating and voting at the GMS, shareholders/representatives must complete registration procedures with the Shareholder Eligibility Verification Committee and present personal identification documents, including:
 - GMS Invitation.
 - National ID Card or Passport.
 - Certified copy of the Business Registration Certificate (for organizational shareholders, if applicable).
 - The Power of Attorney in the format attached to the Meeting materials (for authorized representatives).
 - (b) Comply with these regulations.
 - (c) Respectfully adhere to the rules of conduct during the GMS and accept the outcomes of the Meeting.
 - (d) Wear appropriate and formal attire to the GMS.
 - (e) Behave in a civilized and courteous manner, avoid causing disruptions or disorder, refrain from smoking in the meeting room, and refrain from using mobile phones during the GMS. Mobile phones must be turned off or set to silent mode.
 - (f) Sit in the designated area or seat assigned by the GMS Organizing Committee, and comply with the directions of the Chairperson and Organizing Committee.
 - (g) In cases where, due to personal reasons, a shareholder or shareholder representative must leave the meeting before the voting session starts, the shareholder or representative is responsible for contacting the Ballot Counting Committee to submit their Voting Card, Voting Ballot, and Electing Ballot with completed opinions and signatures. Additionally, they must provide any other opinions they may have in writing regarding the voting matters of the GMS.

Article 16. Rights and Obligations of the Chairperson

- 1. The Chairperson of the Board of Directors serves as the Meeting Chairperson.
- 2. The Meeting Chairperson has the following functions and duties:

- (a) Manages and directs the GMS proceedings.
- (b) Takes necessary actions to ensure the GMS is conducted properly, orderly, and reflects the wishes of the majority of attending shareholders.
- (c) Guides delegates and shareholders during discussions.
- (d) Presents draft Resolutions, collects voting opinions, and concludes issues within the Meeting agenda and related matters throughout the GMS.
- (e) Responds to shareholder questions related to the topics discussed at the GMS.
- (f) Resolves any issues arising during the GMS.
- (g) Has the authority to request all attendees to undergo reasonable and lawful security checks or measures.
- (h) Can request authorities to maintain order at the meeting and expel individuals who do not comply with the direction of the Chairperson, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to adhere to security check requirements.
- (i) May postpone the GMS (with a sufficient number of registered attendees) for up to 3 working days from the scheduled opening date, but only under the following circumstances:
 - (i) The venue lacks sufficient seating for all attending shareholders.
 - (ii) Communication facilities at the venue are inadequate for shareholders to participate, discuss, and vote.
 - (iii) Disruptive or disorderly behavior by attendees risks preventing the meeting from being conducted fairly and legally.
- (j) The Chairperson's decisions regarding Meeting procedures or events outside the agenda are final and have the highest effect.

Article 17. Rights and obligations of the GMS secretary

The Chairperson appoints a GMS Secretary (up to 02 (two) individuals) to perform supportive tasks as assigned by the Chairperson, including:

1. Accurately and honestly recording the entire content of the GMS (including approved or reserved matters).
2. Assisting the Chairperson in announcing draft GMS Minutes, Resolutions, and notices addressed to shareholders, upon request.
3. Receiving shareholders' Question Form and Opinion Form and forwarding them to the Chairperson for decisions.
4. Performing other tasks as instructed by the Chairperson.

Article 18. Rights and obligations of the Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee consists of members established by the Company's Board of Directors and has the following functions and duties:

1. Verify the eligibility of shareholders or their authorized representatives attending the GMS based on the documents they present, such as National ID//Passport, Meeting invitation, Power of Attorney document, and accompanying materials (if any).
2. Provide attending shareholders or authorized representatives with Voting Cards, Voting Ballots, Electing Ballots, and other Meeting materials.
3. Compile the verification results and report to the GMS on the eligibility of shareholders or their representatives attending the Meeting.
4. In cases where an attendee does not meet the eligibility requirements, the Committee has the authority to deny their attendance, as well as the issuance of Voting Cards, Voting Ballots, or Opinion Form.
5. Perform other assigned tasks.

Article 19. Rights and obligations of the Ballot Counting Committee

1. The Ballot Counting Committee consists of members proposed by the Chairperson and approved by the GMS. Members of the Committee cannot be individuals nominated or running for positions on the Board of Directors.
2. The Ballot Counting Committee has the following responsibilities:
 - (a) Announce the rules for voting, electing, and ballot counting at the GMS.
 - (b) Guide shareholders on the use of Voting Cards and count the votes immediately following each GMS voting session, categorizing them as Agree, Disagree, or No Opinion.
 - (c) Introduce Voting Ballots and Electing Ballots and provide instructions for voting and elections.
 - (d) Verify and announce the list of candidates for the Board of Directors and Supervisory Board elections.
 - (e) Collect ballots after each voting and electing session at the GMS.
 - (f) Count the votes and compile the results. The Committee must prepare a Ballot Counting Report and be accountable to the Chairperson and GMS for its duties.
 - (g) Present the voting results to the GMS.
 - (h) Report any violations of voting rules or complaints regarding the voting results (if any) to the GMS.
 - (i) Perform other assigned tasks.

CHAPTER V IMPLEMENTATION EFFECTIVENESS

These regulations take effect from the date of issuance by the Chairperson of the Board of Directors and are applicable to the 2025 Annual General Meeting of Shareholders, scheduled for April 24, 2025.

PP. BOARD OF DIRECTORS
CHAIRMAN

(Signed and sealed)

NGUYEN KHANH TRINH