

Hanoi, date 02 month 04 year 2025

RULES FOR VOTING AND BALLOT COUNTING
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF CLEVER GROUP CORPORATION

- *Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, along with its amendments, supplements, and implementation guidance;*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, guiding corporate governance for public companies;*
- *Pursuant to the Company Charter of Clever Group Corporation ("Company Charter").*

The voting, electing, and ballot counting at the 2025 Annual General Meeting of Shareholders of Clever Group Corporation ("**GMS**" or "**Meeting**," depending on context) shall be conducted following these following policies:

1. Voting and Election Principles:

- (a) All decisions/resolutions at the 2025 GMS must be openly and directly voted on under the direction of the Chairman.
- (b) Decisions/resolutions of the GMS are approved through affirmative voting when the percentage of affirmative votes meets or exceeds the minimum ratio stipulated by law and by the Company Charter. Each shareholder has voting rights calculated based on the total number of shares they own and/or represent ownership of.

2. Forms:

- (a) **VOTING CARD (Optional):** This is a pre-printed card on white paper, based on the Company's template, with the Company's seal on the top-left corner. Each card contains the following information: full name of the shareholder or authorized representative, shareholder identification number, number of owned shares, number of authorized shares, and the total number of shares with voting rights.
- (b) **VOTING BALLOT:** This is a pre-printed document on white paper, based on the Company's template, and stamped with the Company's seal on the top-left corner. Each ballot includes the following details: the full name of the shareholder or authorized representative, shareholder identification number, number of owned shares, number of authorized shares, and the total number of shares with voting rights. Additionally, it lists the voting matters as per the agenda approved by the GMS, along with columns for shareholders or representatives to express their opinions.
- (c) Upon registering for the GMS attendance, the Shareholder Eligibility Verification Committee will provide each eligible shareholder or authorized representative with both a VOTING CARD (optional) and a VOTING BALLOT.

3. Voting Methods:

- (a) Shareholders or their representatives use the VOTING CARD or vote by raising hands to quickly address the following matters:
 - (i) Approving the list of the Chairman, Secretary, and Ballot Counting Committee;
 - (ii) Approving the Meeting agenda, GMS organization policies, and rules for voting, electing, and ballot counting;
 - (iii) Approving the GMS Minutes and Resolutions, and other content unanimously agreed upon to be included in the Meeting agenda.

Shareholders/representatives will vote by raising the VOTING CARD or their hand, under the guidance of the Chairman, to express opinions: Agree, Disagree, or No Opinion. The Chairman will directly count and announce voting results immediately.

- (b) Shareholders or their representatives use the VOTING BALLOT to approve the contents of the Meeting agenda, including Reports, Statements, and other resolutions passed during the GMS.

How to fill in the VOTING BALLOT: Shareholders/representatives express their decisions by **marking "x" or "✓"** in one of the boxes: **Agree, Disagree, or No Opinion** for each matter listed on the VOTING BALLOT.

In a VOTING BALLOT, each voting item is treated independently. Invalid votes for one item will not affect the validity of votes for other items.

If the VOTING BALLOT is no longer intact, has crossed-out marks, or has incorrect markings (and hasn't been placed in the ballot box), shareholders/representatives can contact the GMS organizers to request a new VOTING BALLOT. The old VOTING BALLOT must be returned.

4. Election Method for Board of Directors Members:

- (a) Principles: The voting for Board of Directors members must be carried out using the cumulative voting method.
- (b) Each shareholder or authorized representative attending the Meeting has a total number of votes equal to the total number of shares they own or represent multiplied by the number of members to be elected to the Board of Directors or Supervisory Board. They may choose to allocate all or part of their votes to one or more candidates.
- (c) Shareholders or authorized representatives **must clearly specify the number of votes allocated to each candidate listed on the VOTING BALLOT in the column "NUMBER OF VOTES"** corresponding to the candidate's name. For candidates not chosen, the number "0" must be filled in the "NUMBER OF VOTES" column.

If shareholders or authorized representatives wish to equally distribute their votes across all candidates listed on the VOTING BALLOT (assuming the number of candidates equals the number of members to be elected as approved by the GMS), they may mark **"x" or "✓"** in the "EQUAL DISTRIBUTION" box on the VOTING BALLOT.

- (d) The number of selected candidates must not exceed the number of members to be elected based on the Board of Directors structure as approved by the GMS. For Board of Directors

elections, the condition of having the minimum required number of independent members must be ensured.

- (e) If the VOTING BALLOT is no longer intact, has been erased, or contains mistakes during filling out (and hasn't been placed in the ballot box), shareholders/authorized representatives can contact the GMS organizers to request a new VOTING BALLOT. The old VOTING BALLOT must be returned.

5. Invalid voting ballots:

A VOTING BALLOT is considered invalid in the following cases:

- (a) The ballot does not follow the prescribed template, was not issued by the Company, or lacks the Company's seal.
- (b) The ballot is torn or no longer intact.
- (c) The ballot has erasures, amendments, or additional information that deviates from the instructions of the Presidium, or includes extra symbols.
- (d) The ballot is not marked with "✕" or "✓" in any box or has marks in 02 (two) or more boxes across all voting items. Individual voting items are invalid if no box is marked or if 02 (two) or more boxes are marked for that specific voting item.
- (e) The ballot lacks the signature of the shareholder or the authorized representative of the shareholder.
- (f) The ballot is submitted to the Ballot Counting Committee after the ballot box has been sealed post-voting.

6. Principles for Voting, Ballot Collecting, and Ballot Counting:

- (a) Voting is carried out under the direction of the Chairman of the Meeting. The Ballot Counting Committee must collect ballots immediately after voting ends. The ballot box will be sealed by the Ballot Counting Committee in the presence of shareholders, and the counting process will begin right afterward.
- (b) The Ballot Counting Committee must compile statistics and prepare a ballot counting record before opening the ballot box.
- (c) The Ballot Counting Committee must not make erasures or corrections on the collected ballots.
- (d) The Ballot Counting Committee may use electronic tools and technical specialists to assist with ballot counting and summarizing results. The result of the counting process must be in writing.
- (e) The Ballot Counting Committee is responsible for ensuring the accuracy and transparency of the ballot counting process and results.

7. Announcement of ballot counting results and complaints if any:

- (a) The Chairman announces the ballot counting results to the General Meeting before adjourning the Meeting.
- (b) Any complaints regarding the counting results will be reviewed and resolved by the Chairman during the General Meeting.

8. Effectiveness:

These voting and ballot counting rules take effect immediately upon approval by the Meeting.

**PP. THE ANNUAL GENERAL
MEETING OF SHAREHOLDERS
Chairman**

(Signed and sealed)

NGUYEN KHANH TRINH