

STATEMENT

Re: Approval of Policy on transactions between the Company and its related parties

**Respectfully to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
CLEVER GROUP CORPORATION**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 and guiding documents;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 and guiding documents;*
- *Pursuant to the Charter of Clever Group Corporation;*
- *Based on the functions and duties of the Board of Directors,*

To address practical needs, ensure smooth business operations, and bring economic and strategic values to the Company, the Board of Directors (“BOD”) respectfully submits to the Annual General Meeting of Shareholders (“GMS”) for its approval of the related-party transactions arising during the operations of Clever Group Corporation with its related parties as follows:

1. Approval of related-party transactions listed in Section 7.2(b) of the Notes to the 2024 Separate Financial Statements audited by CPA VIETNAM Auditing Company Limited – Northern Branch.
2. Approval of the policy on related-party transactions for period 2025-2026, specifically:
 - Transaction subjects: Transactions between Clever Group Corporation and related parties as specified in Clause 1, Article 167 of the 2020 Enterprise Law.
 - Signing Procedures: The Company’s representative shall notify BOD members of related parties involved in the contracts or transactions, accompanied by draft contracts or key contents of the transactions. The BOD shall decide on contract and transaction approval within 15 days from receiving the notification. The contract must deliver economic efficiency and benefits to the Company. BOD members or shareholders with related interests in the contract or transaction shall not have voting rights. Should a contract or transaction be invalidated by a court ruling or improperly executed, causing losses to the Company, involved individuals including the signer, shareholders, directors, or BOD members shall jointly compensate for the losses incurred and return any gains obtained from the contract or transaction.
 - Key transaction contents: Transactions involving services, purchasing, leasing equipment and machinery, production materials, assets; trading securities/capital; asset liquidation and transfer; Company or subsidiary investments; financial investments and projects; loan transactions, guarantees, and security measures excluding loans and guarantees for shareholders or related persons as stipulated by law.
 - Transaction and contract value: The BOD shall determine the specific value of each transaction arising, ensuring the Company’s best interests.

- Implementation period: From the date of approval by the Annual GMS in 2025 until the next Annual GMS in 2026.
- The GMS agrees that the BOD shall decide and direct relevant departments to implement these contracts and transactions. The BOD shall report all arising contracts and transactions during the implementation period to the subsequent Annual GMS. Approved contracts and transactions must comply with reporting and disclosure requirements as outlined in Circular No. 96/2020/TT-BTC dated November 16, 2020.
- The GMS entrusts the Company's legal representative to: (i) Discuss, negotiate, and draft specific terms and conditions of the contracts and transactions mentioned herein, based on the BOD's approval; (ii) Sign, implement, amend, supplement, or terminate these contracts and transactions in compliance with legal regulations and in the Company's best interest; (iii) Be responsible for reporting and disclosing information regarding related-party transactions in accordance with Circular No. 96/2020/TT-BTC.

This Statement is respectfully submitted to the GMS for review and approval

Recipients:

- As above submission;
- Saved internally./.

**PP. BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS**

(Signed and sealed)

NGUYEN KHANH TRINH