

**2024 OPERATION REPORT OF THE INDEPENDENT MEMBER OF THE BOARD
OF DIRECTORS IN THE AUDIT COMMITTEE****To: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
CLEVER GROUP CORPORATION****I. INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS (“BOD”)**

As of December 31, 2024, the member structure of the BOD of Clever Group Corporation ("Company") has 2/7 members who are independent members, in accordance with the provisions of Clause 1, Article 137 of the 2020 Enterprise Law and Clause 4, Article 276 of Decree 155/2020/ND-CP guiding the Securities Law.

The list of independent members of the Board of Directors in the Audit Committee is as follows:

No	Full name	Position	Date of starting/stopping as an independent member of the Board of Directors	
			Day appointed	Day dismissed
1	Mr. Trần Anh Nam	Independent Board Member, Chairperson of the Audit Committee	15/4/2023	

II. ACTIVITIES OF BOD INDEPENDENT MEMBERS IN THE AUDIT COMMITTEE**1. Organizational structure of the Audit Committee:**

Full name	Position	
Mr. Trần Anh Nam	Independent Board Member	Chairperson of the Audit Committee
Mr. Lee SangSeok	Non-Executive Board Member	Audit Committee Member

2. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee

In 2024, members of the Audit Committee will operate without remuneration, expenses and without other related benefits.

3. Summary of Audit Committee meetings, conclusions, and recommendations

No.	Audit Committee member	Meeting attended	Attendance rate	Voting ratio	Absence reason
1	Ông Trần Anh Nam	02/02	100%	100%	
2	Ông Lee SangSeok	02/02	100%	100%	

In 2024, the Audit Committee has performed its tasks in accordance with the functions and tasks prescribed in the Company Charter, Operational Regulations and current laws. The

Audit Committee maintains regular meetings twice a year. Content of meetings:

- Discuss and agree on the goals and operational plans of the Audit Committee in 2024.
- Inspect units within the Company for compliance with current legal regulations, Company Charter, Management Regulations;
- Check and evaluate the quarterly, semi-annual and annual financial statements of the Company and its Subsidiaries and agree with the assessments of the Independent Auditor;
- Review transactions with related persons carried out during the period under the approval authority of the Board of Directors;
- Recommend an independent auditing company to review the semi-annual report, audit the 2024 report, remuneration levels and terms in the audit contract.
- Evaluate the implementation of the Board of Directors' Resolution in 2024; Evaluate and give opinions on related party transactions;

4. Monitoring results for financial reporting, independent audit services, operations and financial situation of the Company:

4.1. For Financial Reports

- Financial statements are prepared and announced on time and in accordance with accounting standards and regimes and current legal regulations. The financial statements are prepared to reasonably and accurately reflect the company's business performance.
- Recording and archiving of documents, accounting information system and basic accounting bookkeeping are carried out in accordance with current regulations. The financial report indicators are classified in accordance with the guidance issued by the Ministry of Finance.
- Transactions with related parties; The income of members of the BOD and Executive Board is fully disclosed in the Financial Statements.

4.2. For independent audit services

CPA Vietnam Auditing Company Limited - Northern Branch has completed its tasks, fully fulfilled its obligations under the signed audit contract, meeting the expectations of the Audit Committee on the following criteria:

- Comply with prescribed audit deadlines.
- Ensuring reliability, honesty, objectivity and quality of the Financial Statements Audit Report.
- Comply with professional regulations, ensure independence and objectivity when giving audit opinions.

4.3. For the Company's operations and financial situation

Some main targets achieved in 2024 (based on consolidated financial statements) are shown as follows:

Unit: VND

Index	2023	2024	Difference
Total Assets	449,894,141,551	496,459,575,381	10.4%
Owner's Equity	346,169,017,935	387,072,743,427	11.8%
Net Revenue	411,871,183,400	464,186,032,376	12.7%

Index	2023	2024	Difference
Operating Profit	31,329,763,574	28,309,552,990	-9.6%
Other Profit	-1,109,217,601	-1,045,367,653	-5.8%
Profit Before Tax	30,220,545,973	27,264,185,337	-9.8%
Profit After Tax	22,242,445,322	21,030,368,084	-5.4%

Index	2023	2024	Difference	2024 Plan	Achievement rate
Revenue of the Parent Company	326,187,999,832	366,635,704,596	12.4%	405,000,000,000	90.5%
Post-Tax Profit of the Parent Company	18,548,171,015	13,681,596,323	-26.2%	30,400,000,000	45.0%
Consolidated Revenue	411,871,183,400	464,186,032,376	12.7%	590,000,000,000	78.7%
Consolidated Post-Tax Profit	22,242,445,322	21,030,368,084	-5.4%	53,440,000,000	39.4%

Source: 2024 Audited Financial Statements

Except for the fact that the Company's business plan did not meet the expectations outlined in the 2024 Annual General Meeting of Shareholders' Resolutions, it can be observed that the Company's revenue showed positive growth, and its liquidity indicators are in good standing. Most of the liabilities arose from regular business operations, such as payables to sellers, advance payments from buyers, amounts payable to employees, or deferred income tax liabilities. The Company is currently in a stable and healthy financial position. However, the Company needs to focus on strengthening its business operations and strictly managing costs to further improve its profitability.

5. Evaluation results of related transactions

Transactions involving the Company, subsidiaries, and entities controlled by the Company (with over 50% of charter capital) with Board members, the CEO, other executives, and their related parties; as well as transactions with companies in which Board members, the CEO, or other executives are founding members or have served as business managers within the last 3 years prior to the transaction, are all monitored.

The Company has adhered to relevant regulations regarding the approval authority, tracking, and disclosure of transactions involving insiders, their related parties, subsidiaries, and entities controlled by the company in its financial statements. All transactions have been disclosed in compliance with legal regulations.

Resolutions regulating transactions with related parties include:

- Resolution of the 2024 Annual General Meeting of Shareholders No. 01/2024/NQ-DHĐCĐ.ADG, dated May 10, 2024: Approval of transaction policies between the Company and related parties.

- Resolution of the Board of Directors No. 07/2024/NQ-HĐQT.ADG, dated July 8, 2024: Approval of the establishment of Clever Real Estate Corporation and transactions between the company and internal personnel.
- Resolution of the Board of Directors No. 08/2024/NQ-HĐQT.ADG, dated October 8, 2024: Approval of capital contributions to subsidiary companies and transaction policies with related parties.

These resolutions focus on conducting transactions between the Company and related parties (including members of the Board of Directors and their related parties), specifying transaction value scopes, key content, principles during transactions, and procedures for signing. In 2024, based on the nature, parties involved, and transaction value, all transactions with related parties were reviewed and approved by the Board of Directors, ensuring compliance with voting rights conditions and approval authority.

6. Evaluation results of the Company's internal control and risk management

- The Executive Board implemented flexible adaptive measures to prevent key risks arising in the Company's business operations.
- Management of legal issues and legal risks was conducted effectively. In 2024, the Company did not encounter any major legal risks that affected its business operations.
- The Company periodically evaluates its internal control systems and risk management in accordance with legal regulations. Evaluation results show that compliance with processes at the Company and its subsidiaries was carried out comprehensively. However, these processes need to be regularly updated and improved to align with the operational circumstances at each moment and the Company's future development direction.

7. Results of supervision of the Board of Directors, CEO, and other executives

7.1. For BOD operation

- The members of the BOD fulfill their roles and responsibilities, attend all meetings, contribute opinions, and vote to contribute to building and developing the Company's operations and development orientation.
- BOD meetings comply with the order and procedures as prescribed in the Company Charter and current law. The meeting contents were reported, discussed and fully evaluated in the spirit of openness and transparency, carefully setting out optimal directions and solutions for the Company.
- In 2024, the BOD held 10 meetings (including ordinary and extraordinary ones), during which it directed the activities of the Company, made decisions, formulated appropriate development strategies, and adjusted them as necessary. The Board also approved matters within its authority for practical implementation.
- The BOD carried out the contents of the resolutions passed at the 2024 Annual General Meeting of Shareholders.
- Transactions with internal persons, related persons, transactions that require approval from the BOD before implementation are approved within the scope of authority as prescribed in the Company Charter and Enterprise law.
- The BOD has supervised the Executive Board and other managers in organizing the implementation of the Resolutions of the GMS, implementing the Resolutions/Decisions of the BOD, and operating production and business activities, ensuring in accordance with the

provisions of law, complying with the Charter but not affecting the initiative and creativity of the Executive Board.

7.2. For Executive Board operation

- Supervision of the Executive Board's activities through adherence to the resolutions of the AGM, the resolutions of the Board of Directors, and the delegation mechanism between the Board of Directors and the Executive Board.
- The Executive Board has organized the implementation of the Resolutions of the BOD. The company ensures and maintains stable and profitable business operations.
- The Director has fully fulfilled his responsibility to report, explain, and disclose information about business operations in a complete and transparent manner; Comply with requirements for submitting and consulting on contents within the approval authority of the BOD at BOD meetings.
- During management and operations activities, there were no records of violations or material errors from management agencies or authorities.

8. For coordination between the Audit Committee, the Board of Directors, the CEO, and shareholders.

The Audit Committee actively collaborated with the Board of Directors, CEO, and shareholders to perform tasks in compliance with the Company's Charter, Audit Committee Regulations, and related legal provisions. During its operations, the Audit Committee was not subject to interference while performing its duties and facilitated access to reports and documents pertaining to the Company's governance, business activities, and financial status. The Audit Committee also engaged with members of the Board of Directors, the CEO, and the Chief Accountant to gather information supporting its operations. Any arising issues were discussed and resolved promptly.

III. CONCLUSION

- The Board of Directors (BOD) fully performed its functions and duties in supervising the Company's operational activities, providing appropriate direction, and issuing timely instructions to ensure the effective utilization of resources in achieving the targets assigned by the Annual General Meeting of Shareholders (AGMS), in compliance with legal regulations and the Company Charter.
- In addition to management and supervision tasks, the BOD closely coordinated with the Executive Board to find solutions to overcome challenges in the Company's business activities in 2024.
- The coordination between the BOD and the Executive Board was smooth and effective. The Executive Board's business operations were not hindered. The supervision by the BOD and the Audit Committee was regularly and closely maintained, ensuring the Company's activities complied with the AGMS Resolutions and the BOD Resolutions.
- In 2025, the BOD and Executive Board should continue to comply with and monitor the implementation of regulations on related-party transactions, tax regulations, and other legal provisions; promptly assess the feasibility of major projects and investments; and enhance the risk management culture to ensure the efficiency of operations.

Respectfully submitted to the AGMS for review and approval of the full report. Sincerely!

Recipients:

- Like above;
- Saved internally./.

INDEPENDENT BOD MEMBER

(Signed and sealed)

TRAN ANH NAM