

Code ADG
Company name Clever Group Corporation
Date 06/27/2022
Subject Resolution on the AGM in 2022

Content:

On June 25, 2022, Clever Group Corporation announces the Resolution of the Annual General Meeting 2022 to approve the following contents:

1. The AGM approved the audited financial statements in 2021 by CPA Vietnam Auditing Company Limited.
2. The AGM approved the plan for 2021 profit distribution:

| Content | Value (VND) | Ratio (%) |
|---|----------------|-----------|
| Accumulated undistributed profit after tax of parent Company until 12/31/2021 based on the separate financial statements) | 53,608,247,147 | |
| Of which: profit after tax in 2021 | 37,597,673,602 | |
| To pay stock dividend for 2021 | 15.000.000.000 | 7.5% |
| Undistributed profit after tax | 36,608,247,147 | |

3. The AGM approved the business result in 2021:
 - a. Parent Company:
 - Revenue: 536,182 million dongs
 - Profit after tax: 37,598 million dongs.
 - b. Consolidated:
 - Revenue: 584,730 million dongs
 - Profit after tax: 38,666 million dongs.
4. The AGM approved the business plan in 2022:
 - a. Parent Company:
 - Revenue: 580,000 million dongs
 - Profit after tax: 51,000 million dongs
 - b. Consolidated:
 - Revenue: 670,000 million dongs

- Profit after tax: 54,000 million dongs.
- 5. The AGM approved the amendment of the Company's charter.
- 6. The AGM approved the report on the BOD activities in 2021.
- 7. The AGM approved the report from the Supervisory Board in 2021.
- 8. The AGM approved the selection of one of audit firms for the financial statements in 2022, including:
 - CPA Vietnam Auditing Company Limited;
 - Deloitte Vietnam Company Limited;
 - PwC Vietnam Company Limited.
- 9. The AGM approved the transaction with related party.
- 10. The AGM approved the plan to raise its charter capital:
 - a. Stock issuance for dividend payment:
 - Stock name: Clever Group Corporation
 - Stock type: common share
 - Par value: VND10,000/share
 - Number of shares expected to be issued: 1,500,000 shares
 - Total value of issuance (at par value): VND 15,000,000,000
 - Exercise ratio: 7.5%
 - Plan to deal with fractional shares: The distributed shares will be rounded down to units, the fractional shares will be cancelled.
 - For example: at the record date, shareholder A owns 3,020 shares. With 7.5% exercise ratio, the shareholder A will receive: $3,020 * 7.5 / 100 = 226.50$ shares. According to rounding policy, the shareholder A will receive 226 new shares and fractional shares of 0.50 share will be cancelled.
 - Time of implementation: expected in Quarter III/2022 of Quarter IV/2022, after being approved by the State Securities Commission of Vietnam (SSC).
 - b. Public offering:
 - Stock name: Clever Group Corporation
 - Stock type: common share
 - Par value: VND10,000/share
 - Number of shares issued: 19,889,098 shares
 - Number of outstanding shares: 19,889,098 shares
 - Offering volume: 7,000,000 shares
 - Total value (at par value): VND 70,000,000,000

- Exercise ratio: 1,000:352 (35.2%) (Those who own 01 share will receive 01 right, and with every 1,000 rights will be entitled to purchase 352 new shares)
 - The rights should be transferred only once
 - Offering price: VND30,000/share
 - Time of implementation: expected in 2022, after being approved by the State Securities Commission of Vietnam (SSC).
 - Plan to deal with fractional shares and unsold shares: The distributed shares will be rounded down to units, the fractional shares and unsold shares (if any) will be decided by the Board of Directors to distribute to other investors with the selling price is not less than the offering price. These shares will be restricted in 01 year from the ending date of the offering.
- c. Total proceeds from the issuance (estimated) of 210,000,000,000 dong will be used the following purposes:

| No. | Content | Disbursement time | Amount (VND) |
|-----|---|--|------------------------|
| 1 | To contribute capital in New Class Education Technology Corporation | 6 months from the time of successful issuance. | 60,000,000,000 |
| 2 | To supplement working capital | 6 months from the time of successful issuance. | 150,000,000,000 |
| | Total | | 210,000,000,000 |

11. The AGM approved the resignation of Mr. Lee SangSeok as member of BOD from June 25, 2022.
12. The AGM approved the additional election of Mr. Cho Chang Hyun as member of BOD from June 25, 2022.
13. The AGM approved the Regulation on the BOD activities.
14. The AGM approved the Regulation on the Audit Committee activities.