YEAH1 GROUP CORPORATION	**SOCIALIST REPUBLIC OF VIETNAM**
	Independence – Freedom – Happiness
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No: 0805A/2019/BBH/ĐHĐCĐ	*Ho Chi Minh City, May 08th, 2019*

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019 YEAH1 GROUP CORPORATION

Name of Enterprise: **Yeah1 Group Corporation**

Head office location: 1st floor , Mplaza Building, 39 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.

The Enterprise Registration Certificate No. 0304592171 issued by Ho Chi Minh City Department of Planning and Investment for the first time on 12nd September 2006 and 22nd amendment on 29th August 2018.

Today, at 9:00 AM, 08th May 2019, on 4th Floor, Riverbank Place Building, 3C Ton Duc Thang, Ben Nghe Ward, District 1, Ho Chi Minh City, the Annual General Meeting of Shareholders 2019 ("AGM") of Yeah1 Group Corporation *("Corporation" or "YEAH1")* was held with the details as follows:

I. THE MEETING CONTENT:

1. **Mr. Nguyen Huy Hoang (Master of Ceremonies) conducted the opening ceremony including the Declaration of reason and introducing delegates.**
2. **Mr. Nguyen Dang Khoa - representative of the Shareholders' Eligibility Verification Committee - announced the verification result of the shareholders' status at the Meeting.**

   At 9:00 AM, 08 May 2019, the total number of shareholders who attend the Meeting directly or by authorization letter was **67** shareholders, the total number of shares of all shareholders attending or authorized for attending the Meeting was **24.380.184** shares, accounting for **77,94%** of the total shares with voting right.

   Therefore, the Annual General Meeting of Shareholders 2019 was eligible to proceed in accordance with the law.
3. **Mr. Nguyen Dang Khoa represented the principles of working and voting at the Meeting.**

   With 100 % of votes of shareholders with voting right at the Meeting agreed, the whole General Shareholders approved the principles of working and voting at the Meeting.
4. **Mr. Nguyen Huy Hoang introduced the members of the Chair Committee, Secretariat Committee and Vote Counting Committee for the meeting purpose.**

   Chair Committee (05 people)

   - Mr. Nguyen Anh Nhuong Tong - Chairman of BOD - Chairperson of the Meeting
   - Mr. Dao Phuc Tri – Board Member cum General Director - Member
   - Mr. Don Di Lam - Board Member - Member

- Mr. Hoang Duc Trung - Board Member - Member
- Mr. Punnya Niraan De Silva - Board Member cum Chief Executive Strategy - Member

Secretariat Committee (03 people)

- Ms. Tran Thi My Duyen - Head of Commitee
- Ms. Mai Thuy Trang
- Ms. Le Thi Bich Hang

Vote Counting Committee (03 people)

- Mr. Nguyen Dang Khoa – Head of Committee
- Mr. Luu Anh Khoa
- Mr. Nguyen Van Nam

With respect to 100 % voting right at the Meeting agreed, the whole General Shareholders approved the list of personnel for the Chair Committee, Secretariat and Vote Counting Committee as above.

5. **Ms. Tran Thi My Duyen, authorized by the Chair Committee, represented the agenda of the Annual General Meeting of Shareholders 2019**

With respect to 100 % voting right at the Meeting agreed, the whole General Meeting of Shareholders approved the Meeting agenda.

6. **Mr. Nguyen Anh Nhuong Tong - Chairman of the BOD made an opening Speech.**
7. **Mr Vo Thai Phong – Vice General Director of Finance, on behalf of the Board of Management, represented Report on 2018 Business Results of the Board of Management.**
8. **Mr. Nguyen Ngoc Dung – Member of BOD, on behalf of the BOD, represented the following content:**

   8.1 Report on 2018 Corporate Governance of the Board of Management;

   8.2 Report on 2019 Business Plan of the Board of Management.
9. **Mr. Tran Quoc Bao - Head of the Internal Audit Committee, presented the Report on Operational Activities in 2018 and Plan for 2019 of the Audit Committee.**
10. **Mr. Vo Thai Phong - Vice General Director of Finance, authorized by the BOD, presented the following content:**

   10.1 Proposal on Approving 2018 Audited Financial Statements and Authorization of Selection of Audit Firm for the year 2019;

   10.2 Proposal on 2018 Compensations for BOD and Plan for 2019;

   10.3 Proposal on 2018 Profit Distribution ;

   10.4 Proposal on Intragroup Transactions;

   10.5 Proposal on Changes in Plan for Digital Investment Projects;

   10.6 Report on of the Use of Capital and Proposal on Adjustment of Funding Purpose and Timeline;

   10.7 Proposal on Share Buy-back Plan.
11. **Mr. Nguyen Dang Khoa - Head of Legal Department, authorized by the BOD, presented the following content:**

   11.1 Proposal on Change in Head Office Address;

   11.2 Proposal on Revision of the Company Charter;

11.3 Proposal on Matters being authorized to the Board of Directors.

12. Discussion of the General Meeting of Shareholders

12.1 A Shareholder asked: What is the result of our discussion with YouTube about MCN? Will Yeah1 be able to continue our MCN business?

Mr. Punnya Niraan De Silva, Board member and Chief Strategy Officer replied: As we announced to the market, we received the notice of termination for the Content Hosting Agreement, effective 31st March 2019. Since then, we have been working with our external teams, and our advisors to appeal the decision. We are working proactively with YouTube and Google, regionally and in the US to find the solution. For now, we don't have any visibility on timing, but it is on the talk around and to try to find out a win-win solution for both Parties. […]

12.2 A Shareholder asked: If we get back our YouTube MCN license, what's next? and how is the revenue and profit should be? If not, which business units can cover for MCN lost and how's its potential? In case we lose the MCN business, how can Yeah1 continue to go global?

Mr. Punnya Niraan De Silva replied: Just to be very clear, losing the MCN does not prevent us from building our YouTube business. Once the MCN was terminated, we have reallocated our resources and capital to build our owned and operated channels (O&O). For instance, we have distributed Nickelodeon content in Vietnam and Thai Lan. They are all our O&O channels. The focus now on YouTube is to build the Own and Operated Channels.
If we get the MCN back, we will still build the MCN business. We have the team, we have the people, and still have very strong and trustworthy relationship with a lot of the channels and creators because we served them well. So it's confident to say, if we can get the MCN back, we can build it to the level which we have predicted.

12.3 A Shareholder asked: Regarding to the YouTube MCN incident, what is the cause in details? How does this affect the Company's business ? Learning from incident, what does the BOD have in place to prevent similar risks in the future? With respect to Share Buy-back, if it got approved, when will it be imprremented and how?

Mr. Nguyen Anh Nhuong Tong replied:

About the share buy-back, Yeah1 has announced and submitted our application to the State Securities Commision (SSC) . However, per SSC instruction, the capital source for the purchase has to be approved by the General Meeting of Shareholders. Therefore, the timeline to purchase shares will be complied with the State's regulations.

About the YouTube MCN incident: it was the challenge of a super fast-growing business that our operation and management faces hidden issues and risks we haven't been able to anticipate. We are shifting our focus to other business units, ensuring overall business continuing its growth, maximizing the values of Yeah1's ecosystem [...]

12.4 A Shareholder asked: Does Yeah1's pay share dividends this year? How is the plan for dividends?

Mr. Nguyen Anh Nhuong Tong replied: We plan to buy back shares using capital from retained earnings and share premiums from the private issuance in 2018.

12.5 A Shareholder asked: Why did the compensation for BOD members in 2018 increased from what had been approved and why does it increase from 1.5% to 3% this year?

Mr. Dao Phuc Tri replied: There are 2 reasons. Firstly, because of the IPO, the BOD's workload was much heavier than anticipated. Also, the numbers of Board members increased from 4 to 8. The innitial compensation 2018 was proposed and approved based upon 2017 workload, when there were only 4 members.

Mr. Nguyen Anh Nhuong Tong added: Several new teams were formed, some of those are the Audit Subcommittee, Human Resource Development Subcommittee, and Finance – Investment Subcommittee. During this time, the Board of Directors is an independent division, which supervises and supports the Board of Management. Also, there are a lot of more busisness risks involved as the company grows. Our business scale is rising up, leading to the expansion of the Board of Directors.

12.6 A Shareholder asked: In the Q1/2019 report, it said the termination of YouTube made some negative impacts on other business units, not just the YouTube MCN. Is that one of the reasons for the loss of traditional media in Q1? This impact is expected to last only in the short term or long term? In the second quarter, will traditional media record losses?

Mr. Nguyen Anh Nhuong Tong replied: YouTube MCN incidents have made some impacts on some other business units as each business is a part of Yeah1's ecosystem, and obviously has connection with the others. We believe that it'll take at least 6 months to recover from this incident. Therefore, our plan is to set a lower yet more solid growth rate for 2019, and ready to rise for years later.

12.7 A Shareholder asked: We sold ScaleLab back to the US company. Has Yeah1 received the proceed?

Mr. Nguyen Anh Nhuong Tong replied: About ScaleLab, we tranfered USD12 million in cash when the deal closed. Although the issue was at Springme level, the termination of YouTube also took effect for all other MCN business related to Yeah1, including ScaleLab. The BOD's top priority has been always to secure the company capital so that we decided to sell it back to the original ownesr. As we know, ScaleLab got back its MCN license, we'll proceed next steps to have those capital recovered.

12.8 A Shareholder asked: According to the Q1/2019 business report, there are USD300,000 of content licensing from Nickelodeon and Ladbible. The payment is USD300,000 per quarter or how? How does the company evaluate the commercialize potential of these content? Outside of YouTube, Webface is a unit having high profitablity. What is the difference between Webface and Netlink that can bring such a large amount of profit?

Mr. Dao Phuc Tri replied: Our agreement with Nickelodeon has 3-year term. Upfront payment was a minimum guarantee to be distributed Nickelodeon content. We will have revenue share if we can make an amount of revenue higher than that minimum guarantee. The potential is huge.
Regarding Webface and Netlink, actually, both have quite similar business model, however, Webface has bigger ad source from not only Google (Netlink) but also Facebook and other ad networks. Currently, revenue and profit margin of Webface are all good.

12.9 A Shareholder asked: Does Yeah1 operate on any other platforms than these global existing one? Are there any plans to cope with the increasing rivalry?

Mr. Nguyen Anh Nhuong Tong replied: In additions to partnering with global platforms, we also invested in building our own platform. Recently, we have invested in an app platform company. As it joins Yeah1's ecosystem, it'll benefits from all other channels that we owned on Google, Facebook and YouTube to grow further.
On competency, we saw companies that are operating in the same industry. However, Digital media on global and regional scale is huge, and room for growth is available for all players to join and share. For that reason, we have never really looked out to indentify our rivals but we'd like stay focus on developing our own business.

13. The General Meeting of Shareholders vote for Reports and Proposals

13.1 Report on 2018 Business Results of the Board of Management

a) Review of Business Results

b) Strategic Performance Results

- Creating an unified foundation for sustainable development

- Forming outstanding advantages in investment and technology development
- Business performance improvement

No.	Items	Actual 2017	2018		+/- (%) Actual 2017/ Actual 2018	+/- (%) Actual 2017/ Planned 2018
			Planned	Actual		
1	**Revenue**	**840,350**	**1,600,000**	**1,676,580**	**99.5%**	**4.8%**
2	**Gross profit from sales of goods and rendering services**	**242,389**	**480,000**	**569,516**	**135.0%**	**18.6%**
	Gross profit margin	*28.8%*	*30.0%*	*34.0%*		
3	Financial income	9,628	10,000	24,180	151.1%	141.8%
4	Financial expenses	21,006	20,000	25,489	21.3%	27.4%
5	Selling expenses	52,735	100,000	232,675	341.2%	132.7%
6	General and administration expenses	81,019	150,000	127,399	57.2%	-15.1%
7	**Net operating profit**	**97,258**	**220,000**	**208,133**	**114.0%**	**-5.4%**
8	Profit before tax	96,165	215,000	215,344	123.9%	0.2%
9	**Profit after tax**	**82,279**	**172,000**	**163,104**	**98.2%**	**-5.2%**
10	**Profit after tax (adjusted)**	**82,279**	**172,000**	**182,201**	**121.4%**	**5.9%**
	Net profit margin (Adjusted)	*9.8%*	*10.8%*	*10.9%*		

13.2 Report on 2018 Corporate Governance of the Board of Directors

a) Board's Activity Report in 2018

- Board Meetings and General Meetings of Shareholders
- Supervision of the Board of Management ("BOM") and other key staff
- Operation of Committees under BOD

b) Human Resources and Activities

- Personnel of the Board of Directors
- Activities of the BOD

13.3 Report on 2019 Business Plan of the Board of Management

a) Main objectives of 2019 are as follows

b) Improving the capacity of human resources

c) Strengthen inspection and supervision to ensure compliance and sustainable development

d) Improving financial efficiency

13.4 Report on Operational Activities in 2018 and Plan for 2019 of the Audit Committee ("AC")

a) Summary of meetings in 2018

b) Activities of AC in 2018

c) Oversight of monitoring activities of the BOD, BOM

d) Results of monitoring the operation and financial situation

- Preparation and audit of financial statements

- Business results in 2018

e) Oversight the coordination of activities between AC, BOD and BOM

f) AC's working plan in 2019

g) AC's recommendations

13.5 Proposal on Approving 2018 Audited Financial Statements and Authorization of Selection of Independent Auditor

The Board of Directors proposed to the General Meeting of Shareholders for approving the 2018 audited financial statement and authorizing Finance and Investment Committee to select in the list of audit firms below to audit the Company in the fiscal year 2019:

1. Deloitte (Vietnam) Limited
2. KPMG (Vietnam) Limited
3. PwC (Vietnam) Limited
4. Ernst & Young (Vietnam) Limited

13.6 Proposal on Change in Head Office Address

The BOD proposed to submit to the General Meeting of Shareholders to approve the change of the registered head office address as follows:

1. Approve the change in the registered head office address:

   Existing registered address: 1st floor, Office tower, Mplaza building, 39 Le Duan street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam**.**

   Proposed registered address: 4th floor, Riverbank Place Building, 3C Ton Duc Thang Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.

2. Approve the amendment of the Business Registration License, the Company's Charter and legal documents relating the change in the above-mentioned head office address;

3. Assign to the Chairman of the BOD for considerations and implementation of the necessary procedures in accordance with the law in order to change the head office address and make amendments to the Business Registration License and related legal documents mentioned above. The assignment to the Chairman of the BOD will take effect from the date of approval of the General Meeting of Shareholders until the General Meeting of Shareholders decides otherwise.

13.7 Proposal on Revision of the Company Charter

The BOD submits the proposal on amending the Company's Charter to the General Meeting of Shareholders as follows:

- Content about the time of sending Invitation Letter for the General Meeting of Shareholders;

- Content about changing the Headquarter address of the Company;

Assign Chairman of the Board to consider and decide to work on necessary procedures in accordance with the law in order to perform the above content amendment in the Company's Charter, and carry out procedures for content amendment on the business registration certificate and other related documents (if any). The assignment to the Chairman of the Board of Directors will take effect from the date the General Meeting of Shareholders approved until the General Meeting of Shareholders decides otherwise.

13.8 Proposal on 2018 Compensations for BOD and Plan for 2019

a) The BOD's remunerations in 2018

Description	Amount (VND)
2018 Consolidated profit after tax ("PAT")	163,103,793,610
Approved BOD's remuneration (1.5% of PAT)	2,446,556,904
Actual amounts paid to the BOD	4,425,241,430
Amount needed to supplement	**1,978,684,526**

The company proposed to use retained earnings as of 31 December 2018 to offset for the amount needed to supplement.

b) Proposal of remunerations for the BOD and its committees in 2019

Description	Amount (VND)
2019 Consolidated profit after tax (planned)	180,000,000,000
Proposed rate	3%
BOD remuneration (temporarily proposed)	5,600,000,000

13.9 Proposal on 2018 Profit Distribution

The BOD proposed to the General Meeting of Shareholders for approving the distribution of 2018 audited retained earnings as follows:

Unit: VND

B. UNDISTRIBUTED POST-TAX PROFIT AS AT 31/12/2018 (*)	**82,154,951,848**
C. PROFIT ALLOCATIONS:	
1. Total distributable profits	82,154,951,848
2. Additional BOD remuneration in 2018	1,978,684,526
D. Remaining profit after distribution:	**80,176,267,322**

(*) According to the 2018 audited consolidated financial statements

13.10 Proposal on Intragroup Transactions

a) Approval of the intragroup transactions in 2018

b) Approval of anticipated intercompany transactions in 2019

c) Assign the Chairman of the BOD and allow the Chairman of the BOD to re-authorize the other manager of the Company

- determining specific terms and conditions of intragroup transactions and contracts, agreements and documents relating to intragroup transactions, including amendments, supplements, termination, replacing intragroup transactions (if any); and

- signing and performing intragroup transactions and contracts, agreements, documents relating to intragroup transactions, including agreements to amend, supplement, terminate and replace intragroup transactions (if any).

13.11 Proposal on Changes in Plan for Digital Investment Project

The BOD proposed to the General Meeting of Shareholders for authorizing to the Board of Directors to negotiate, purchase/transfer and decide other related transactions/work with recent digital investment projects to ensure best interest of shareholders. Authorization period: from the 2019 AGM approval date to the nearest General Shareholder Meeting.

13.12 Report on the Use of Capital and Proposal on Adjustment of Funding Purpose and Timeline

a) Report use of fund from private placement

- Result of private placement

- Updates on use of proceeds from private placement:

No.	Items	Investment amount approved on 04/12/2018	Actual invested amount at 15/03/2019	Actual invested amount at 15/03/2019 including ScaleLab(*)	Actual/planned (%)
1	Digital media and related platforms	714,940	171,904	460,837	64.46%
2	Media-commerce by capital contribution and increasing ownership to company' members	201,150	6,000	6,000	2.98%
3	Working capital to the Company and its members	231,038	164,653	164,653	71.27%
4	Private placement fees	25,872	25,872	25,872	100.00%
	Total	**1,173,000**	**368,429**	**657,362**	**56.04%**

b) Proposal on approval of adjusting use of proceeds purpose

No.	Use of proceeds	Amount	Note
1	Digital media segment *(through new investment, capital contribution, repurchase secondary shares, and/or increasing working capital of the Holding Company and subsidiaries)*	175,023	Increasing Mergers and Acquisitions with companies in the same industry and/or acquire ownership of the Company Subsidiaries
2	Media commerce segment *(through new investment, capital contribution, repurchase secondary shares, and/or increasing working capital of the Holding Company and subsidiaries)*	93,190	Increasing Mergers and Acquisition with companies in the same industry
3	Increasing Working Capital of the Company and/or its subsidiaries	27,425	Loan and increasing working capital of the subsidiaries
4	Share buyback	220,000	Pursuant to Resolution No. 1803A/2019/NQ/HDQT/YEG dated 18/03/2019, Board of Directors approved the use of VND220 billion to purchase treasury shares
	Total	**515,638**	

The Board of Directors proposed to the General Meeting of Shareholders for authorization on below matters:

- Conducting and making decisions on the particular purposes of the aforementioned proceeds;
- Adjustment of purchasing treasury shares plan to fit the actual situation and in accordance with the regulations and relevant laws;
- Adjustments (if necessary) on the purpose of the use of the remaining proceeds to fit the actual business situation to ensure the best benefits of the shareholders. The Board of Directors is required to report any adjustments or changes at the nearest General Meeting of Shareholders.

13.13 Proposal on Share Buy-back Plan

The BOD proposed to the General Meeting of Shareholders for approval of using retained earnings (based on the Audited consolidated financial statements 2018) and share premium to buy back shares.

The order of funds to purchase treasury shares is as follows:

No	Sources of fund	Amount (VND)
1	2018 undistributed profit	80,000,000,000
3	Share premium from private placement in 2018 (planned)	220,000,000,000
	Total expected funds:	**300,000,000,000**

Propose to the General Meeting of Shareholders to authorize the BOD to perform and propose a detailed plan for purchasing shares including but not limited to the followings: purchase price, time of purchase, number of shares and necessary procedures to carry out the registration of treasury share purchase in accordance with regulations.

13.14 Proposal on Matters being Authorized to the Board of Directors

The BOD proposed to the General Meeting of Shareholders on authorization on bellow matters:

- Authorization to the BOD to decide, sign and execute contracts of capital contributions, investments, divestments, mergers and acquisitions, lendings and borrowings, purchases and sales of the Company's assets, of which the values are equal or higher than 35% of the total asset value written in the latest financial statements of the Company, excluding related-party transactions which are prescribed by the Article 162 of the Law on Enterprises 2014 and Article 37 of the Company's Charter;
- Authorization to the BOD to execute mergers and acquisitions in accordant with the current legal regulations;
- Authorization to the BOD to make decisions on amendments or supplements the Business Registration Certificate in accordance with current legal regulations.

Authorization period: from the 2019 AGM approval date to the 2020 AGM.

14. Announcement of the voting results

Mr. Nguyen Dang Khoa announced the results of voting for the approval of Reports and Proposals.

The results of verification of the shareholders' status at the time of collecting votes: the total number of shareholders who attend the Meeting directly or by authorization letter was 90 shareholders, the total number of shares of all shareholders attending or authorized for attending the Meeting was **24,622,242** shares, accounting for **78.72%** of the total shares with voting right.

The result of vote counting of contents submitted to the General Meeting of Shareholders at the Meeting:

- Number of votes issued: 90 votes, accounting for 24,622,242 shares;
- Number of votes collected: 68 votes, accounting for 24,070,443 shares, of which:
    - Number of valid votes: 66 votes, equivalent to 24,070,333 shares;
    - Number of invalid votes: 02 votes, equivalent to 110 shares;

The voting results were as follows:

No.	Approval content	Approve (%)	Disapprove (%)	Abstain (%)	The result
1	Report on 2018 Business Results of the Board of Management	100%	0.00%	0.00%	Approved
2	Report on 2018 Corporate Governance of the Board of Directors	100%	0.00%	0.00%	Approved
3	Report on 2019 Business Plan of the Board of Management	100%	0.00%	0.00%	Approved
4	Report on Operational Activities in 2018 and Plan for 2019 of the Audit Committee	100%	0.00%	0.00%	Approved
5	Proposal on Approving 2018 Audited Financial Statements and Authorization of Selection of Independent Auditor	100%	0.00%	0.00%	Approved
6	Proposal on Change in Head Office Address	99.99%	0.00%	0.01%	Approved
7	Proposal on Revision of the Company Charter	96.51%	3.49%	0.00%	Approved
8	Proposal on 2018 Compensations for BOD and Plan for 2019	99.99%	0.01%	0.00%	Approved
9	Proposal on 2018 Profit Distribution	100%	0.00%	0.00%	Approved
10	Proposal on Intragroup Transactions	96.67%	2.05%	1.28%	Approved
11	Proposal on Changes in Plan for Digital Investment Project	97.94%	2.05%	0.00%	Approved
12	Report on the Use of Capital and Proposal on Adjustment of Funding Purpose and Timeline	97.93%	2.05%	0.02%	Approved
13	Proposal on Share Buy-back Plan	94.38%	4.35%	1.27%	Approved
14	Proposal on Matters being Authorized to the Board of Directors	96.88%	3.12%	0.00%	Approved

II. ADOPTING RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

1. Ms. Tran Thi My Duyen, on behalf of the Secretariat Committee, presented the Draft Resolution of the General meeting of Shareholders.

With 100% voting right at the Meeting agreed, the whole General Meeting of Shareholders consistently approved the contents of the Draft Resolution of the General Meeting of Shareholder 2019 and granted the Board of Directors to execute this Resolution.

2. Mr. Nguyen Anh Nhuong Tong declared the closing of the Annual General Meeting of Shareholder 2019.

III. OTHER CONTENTS

Other contents of Reports and Proposals at the Annual General Meeting of Shareholder 2019 out of the agenda have approved: None.

The Annual General Meeting of Shareholder 2019 of Yeah1 Group Corporation ended at 11:56 AM on the same day.

<table>
<tr><td>ON BE HALF OF SECRETARIAT COMMITTEE
HEAD OF SECRETARIAT</td><td>ON BEHALF OF CHAIR COMMITTEE
CHAIRMAN OF MEETING</td></tr>
<tr><td>(signed)</td><td>(signed and sealed)</td></tr>
<tr><td>TRAN THI MY DUYEN</td><td>NGUYEN ANH NHUONG TONG</td></tr>
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