ANNUAL GENERAL MEETING OF SHAREHOLDERS' MATERIALS 2021

YEAH1 GROUP CORPORATION

Ho Chi Minh City, 05 April 2021

CONTENTS

No. 01/2021/YEG/BC-ĐHĐCĐ

REPORT ON THE GROUP 2020 BUSINESS PERFORMANCE OF THE BOARD OF MANAGEMENT

I. ASSESSMENT OF THE BOARD OF MANAGEMENT ON THE GROUP 2020 BUSINESS PERFORMANCE

In 2020, Yeah1 Group Corporation stepped up the restructuring of the Group in two core business segments: Digital and Multichannel Commerce to increase operational efficiency and business results. However, being heavily impacted by the Covid-19 epidemic, Yeah1's business results fell behind the target approved by the 2020 General Meeting of Shareholders.

1. Assessment of business performance

Summary of Yeah1 Group Corporation's business results in 2020 is as follows:

- Net revenue reached VND1,218.6 billion, decreased 16.09% compared to 2019 and only achieved 67.7% of the guidance (VND1,800 billion). Revenue structure shifted strongly following predetermined direction with the increase in the revenue proportion of digital segment and the lower traditional segment's contribution. Specifically, out of the total revenue in 2020, the digital contributed 76% while only 11% came from Adverting on TV; online movie and video game copyright took 3%, and multichannel commerce got 10%. Multichannel commerce is a new business segment started in 2020 but it has rapidly made a material contribution to the Group's business results.
- According to audited financial statements by PwC Vietnam Limited, Yeah1 Group Corporation incurred a loss of VND179.99 billion in 2020, and as a result, did not meet the NPAT guidance of VND125 billion. The prolonged pandemic and the heavier-than-expected impacts, as well as heavy investment for infrastructure development, human resources, PR, marketing,…for the new businesses – multichannel commerce ("Giga1), are the main reasons.
- In 2020, the Group strictly implemented the restructure of member companies and business segments with the focus on two core businesses: Digital and Multichannel Commerce ("Giga1"). The new business segment Giga1 quickly got some incentivized achievements, i.e. 4.7 million users. Giga1 was honored to be one of 12 excellent digital enterprises "Made in Vietnam" supporting the Digital Transformation Program for SMEs of the Government.

Unit: VND million

No.	ITEMS	Perform 2019	2020		+/- (%) SSCK	+/- (%) SSKH
			Plan	Perform		
1	**Net revenue**	**1,452,293**	**1,800,000**	**1,218,619**	**-16.09%**	**-32.30%**
2	**Gross profit from sales of goods and rendering of services**	**73,569**	**450,000**	**36,160**	**-50.85%**	**-91.96%**
	Gross profit margin	*5.07%*	*25.00%*	*2.97%*	*-41.42%*	*-88.13%*
3	Financial income	67,364	15,000	7,806	-88.41%	-47.96%
4	Financial expenses	20,762	20,000	13,575	-34.62%	-32.13%
5	Selling expenses	63,021	90,000	129,869	106.07%	44.30%
6	General and administration expenses	434,666	200,000	142,777	-67.15%	-28.61%
7	**Net operating (loss)/profit**	**(382,784)**	**155,000**	**(242,918)**	**36.54%**	**-256.72%**
8	(Loss)/ Profit before tax	(386,498)	155,000	(167,765)	56.59%	-208.24%
9	**(Loss)/ Profit after tax**	**(382,811)**	**125,000**	**(179,999)**	**52.98%**	**-244.00%**
	Net profit margin	-26.36%	6.94%	-14.77%	**43.96%**	-312.70%

Source: 2020 Audited Consolidated Financial Statements

2. Strategic Performance Results

a. Creating a unified foundation for sustainable development:

- **Ensuring the quality of human resources**

- In addition to building a system of individual evaluation criteria associated with the criteria of each department, the Group comprehensively reviewed the capabilities of key positions (middle and senior managers) to give them a comprehensive view and thereby fulfill incomplete points and improve management capacity.
- The Group organized many training programs to enhance the professional capacity of the staff. Training activities significantly contributed to the increase in the quality of the Group's human resources.

- **Assessment, measurement and process improvement**

- Assessment, measurement and process improvement activities were increasingly focused, helping to improve the business performance of departments and the entire Group. This is a regular activity maintained during the operation of the Group.
- The quality management system was gradually being strengthened to increase control and ensure compliance within the Group on current legal policies as well as policies of partners.

b. Creating outstanding advantages in development investment and technology:

During the past year, the Group has continuously invested in developing information technology systems to meet the current needs and future developments in media technology and multichannel commerce. Mega1 application (under Giga1) built and developed by the Group has quickly become widely known and currently owns 4.7 million users.

II. CONCLUSIONS:

The impact of the pandemic has and will also affect the business of the Group. However, vigorously restructuring the Group's operations as well as quickly reorienting the new business strategy towards sustainability will be the premise for Yeah1 Group to stand up and grow stronger in the future.

GENERAL DIRECTOR

M.S.D.N: 0304592171 - C.T.C.P
CÔNG TY CỔ PHẦN TẬP ĐOÀN YEAH1
THÀNH PHỐ HỒ CHÍ MINH

DAO PHUC TRI

No. 02/2021/YEG/BC-ĐHĐCĐ

AUDIT COMMITTEE REPORT ABOUT OPERATIONAL ACTIVITIES IN 2020 AND PLAN FOR 2021

Pursuant to:

- *Decree No.05/2019/NĐ-CP dated 22/01/2019 of the Government about Internal Audit;*
- *Charter of Yeah1 Group Corporation ("the Group" or "Yeah1");*
- *Internal regulations on corporate governance of Yeah1 Group Corporation;*
- *2020 Audited consolidated financial statements of Yeah1 Group Corporation;*
- *Resolution No. 2105A/2020/NQ/ĐHĐCĐ of Annual General Meeting ("EGM") of Yeah1 Group Corporation dated 20/05/2020;*
- *Operating Regulation of Audit Committee No. QC01A-18/HĐQT dated 04/12/2018;*
- *Resolution No. 313B /2021/YEG/NQ-HDQT of the Board of Directors*

According to Resolution No. 313B/2021/YEG/NQ-HĐQT, the Audit Subcommittee ("AC") or the Internal Audit Committee was transformed into an Audit Committee ("AC"). The Audit Committee ("AC") reports to the General Meeting of Shareholders the results of AC's activities in 2020 and operational plan in 2021 (expected) with the following main information:

A. AC'S ACTIVITIES IN 2020

I. SUMMARY OF MEETINGS IN 2020

- Audit Committee ("AC") members in the BOD participated in the BOD meetings to grasp the business operations, investment activities and comments, provided recommendations to the Board of Directors and the Board of Management following their responsibilities and powers.
- AC commented on the activities of AC and Internal Audit ("IA") (through voting for opinions). In 2020, AC conducted 07 indirect meetings to approve the tasks under AC's authority as follows promptly:

No.	Details	Date	Form	Number of members attending the meeting/voting	Ratio
1	Approving the AC's report on the operation in 2019 and the IA's Operational Plan (expected) in 2020.	25/03/2020	Voting	4/4	100%
2	- Approving the IA's report No 01/2020/KTNB_YEG	07/07/2020	Voting	4/4	100%

	- Approving the appointment of PwC Co, Ltd (Vietnam) as an independent auditor to perform the consolidated financial statements (biannual and annual) of 2020 of Yeah1 Group Corporation and subsidiaries				
3	Approving the AC's report on the Operational status for the first 6 months of 2020 and the Operational orientation for the last 6 months of 2020 and submitting it to the BOD for approval	23/07/2020	Voting	4/4	100%
4	Approving the IA's report No 02/2020/KTNB_YEG	05/10/2020	Voting	4/4	100%
5	Approving the IA's report No 03/2020/KTNB_YEG	23/10/2020	Voting	4/4	100%
6	Approving the IA's report No 04/2020/KTNB_YEG and 05/2020/KTNB_YEG	18/12/2020	Voting	4/4	100%
7	- Approving the IA's report No. 06/2020/KTNB_YEG - Approving the review reports of the Labor Code No. 45/2019/QH14 with: (i) The internal labor regulations; and (ii) The collective bargaining agreement – Yeah1 Group and submitting to the BOD for approval; - Approving the review reports of the Law on Enterprises No. 59/2020/QH14 with: (i) The charter; and (ii) The internal rules and regulations - Yeah1 Group and submitting to the BOD for approval.	13/01/2021(*)	Voting	4/4	100%

(*) The IA's report No. 06/2020/KTNB_YEG was completed and sent to relative departments for feedbacks in Dec 2020; however, we only received the final feedback in early Jan 2021. Therefore, this report was approved by AC in Jan 2021.

II. ACTIVITIES OF AC IN 2020

In 2020, AC had the following activities:

- Conducting the monitoring activities and supervising assigned tasks and participating in BOD's meetings to provide recommendations within its responsibilities and powers with the Group's BOD and BOM;
- Voting for opinions with the full participation of members to agree and provide recommendations on the AC's and IA's activities;
- Supervising and assisting the CEO and the BOM in improving the effectiveness of the control system, risk management, suitability & reliability of financial statements and corporate governance;
- Reviewing AC's and IA's 2020 operational plan.

III. RESULTS OF MONITORING THE COMPLIANCE

- Monitoring compliance with the laws and regulations of the Group. Carrying out reports and reviews as disclosed at Item 1 above.
- Reviewing and assessing the Group's internal control system for the back office and propose improvements.

IV. RESULTS OF MONITORING THE PREPARATION OF FINANCIAL STATEMENT

1 Preparation and Audit of Financial Statements

- The separate and consolidated financial statements for 2020 of the Company and the Group are prepared following Vietnamese Accounting Standards and the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of financial statements;
- PwC (Vietnam) Limited that has been approved by the State Securities Commission of Vietnam to audit listed companies was the Group's auditor. Accordingly, the auditors' opinions on the 2020 separate and consolidated financial statements of the Company and the Group have been presented fairly in all material respects.

2 Business Results in 2020

- Results of major business targets in 2020 according to the audited financial statements:

Unit: VND million

Item	Perform 2019	Plan 2020	Perform 2020	+/- (%) compare the same period	+/- (%) compare plans
Net revenue	1.452.293	1.800.000	1.218.619	-16,09%	-32,30%
Profit after tax	-382.811	125.000	-179.999	-52,98%	-244,00%

- Based on the above summary, it has been noted that the Group did not achieve the target of Net Revenue and Profit after tax set by 2020 AGM.
- AC agrees with other financial performance reviews in the Group's Annual Report.

V. OVERSIGHT OF MONITORING ACTIVITIES OF THE BOD, BOM

- AC supervised the activities of the BOD and BOM under the Charter and Internal Regulations on corporate governance. Accordingly, the BOD has 08 people, including 03 independent members, ensuring the appropriate structure of the law and the Group's regulations; and promptly held meetings and consulted in writing to approve decisions following the law and the Group’s Charter.
- The Chairman and BOD’s members actively implemented and completed the assigned tasks, promptly studied and had resolutions and decisions to support and facilitate the BOM to perform business activities and/or deal with problems and difficulties in business activities.

VI. OVERSIGHT THE COORDINATION OF ACTIVITIES BETWEEN AC, BOD AND BOM

- In 2020, AC was provided with sufficient information about the governance, business activities and financial situation of the Group by the BOD and BOM;
- AC attended all meetings of the BOD, commented based on its functions and duties. Therefore, the Group’s strategy, business plan and operations, and other issues were timely grasped by the AC.

B. AC’S OPERATIONAL PLAN IN 2021 (EXPECTED)

According to the 2021 plan, AC will pay attention to the following issues:

- Discuss and oversight the preparation of separate and consolidated financial statements of the Company and the Group to ensure the accuracy, transparency, and integrity of disclosed financial information;
- Supervise the process of appointing and evaluating the effectiveness of the independent auditor of 2021;
- Assign the IA Department to focus on issues such as:
  - (i) Reviewing compliance monitoring procedures of provisions of laws and the Group's regulations;
  - (ii) Performing risk-based internal audits following the assessment of IA at each period;
  - (iii) Recruiting, training the internal audit teams to complete the Internal Audit Department;
  - (iv) Reviewing and evaluating the Group's internal control system and proposing to issue procedures to improve the internal control system, minimize risks;
  - (v) Actively participating in training courses to improve internal audit skills;
- Organize periodic meetings of AC (through direct meeting or voting);

- Timely report and inform the BOD and the BOM about arising activities, issues, and proposing recommendations to improve if necessary.

C. AC'S RECOMMENDATIONS

To develop and complete the targets together with the enhancement of publicity, transparency and reduce the errors and risks in business activities of the Group, AC proposes BOM and BOD the following points:

- Strengthening the development of a strong internal control system by promoting the development of comprehensive rules and procedures that reflect current business operations. Accordingly, the rules and procedures are formalized, communicated to all staffs to ensure compliance and are reviewed and updated as necessary (as when the law changes) and periodically (at least annually);
- Managing and operating the Group in accordance with the assigned functions and duties, research and apply new management methods to improve business efficiency;
- Being consistent with the goal of safe, effective and sustainable development;
- Developing and conducting the operational procedures to improve management processes, ensuring close coordination among departments and divisions, improving production and business efficiency;

This is the AC's report on the operation in 2020 and the activities plan in 2021.

We want to express our sincere thanks to Shareholders, BOD, and BOM for their support. We are looking forward to receiving comments from the General Meeting of Shareholders to help us perform our duties well in the future.

Best regards,

ON BEHALF OF AUDIT COMMITTEE

CHAIRMAN

TRAN QUOC BAO

No. 03/2021/YEG/BC-ĐHĐCĐ

REPORT OF THE BOARD OF DIRECTORS OF YEAH1 GROUP CORPORATION ON CORPORATE GOVERNANCE AND RESULT OF ACTIVITIES OF THE BOARD OF DIRECTORS AND EACH MEMBER IN 2020

I. BOARD'S ACTIVITY REPORT IN 2020

1. Holding Board Meetings/General Meetings of Shareholders:

- In 2020, the Board of Directors ("BOD") of Yeah1 Group Corporation ("Yeah1") held meetings or got written opinions and issued 20 Resolutions of BOD. The Annual General Meetings of Shareholders was also conducted and 01 Resolution of the General Meeting of Shareholders had been issued. Meetings and written opinions were carried out in order and procedures prescribed by the Enterprise Law and the Group Charter.

No.	Resolutions/Decision of BOD	Date	Content
1	Resolution No. 1702/2020/YEG/NQ-HĐQT	17/02/2020	- Approved the plan to move the office of Yeah1 Group Corporation and its subsidiaries; - Approved celebrity platform project; - Establishment of a joint-stock company in which Yeah1 contributes 50.98%.
2	Resolution No. 0203A/2020/YEG/NQ-HĐQT	02/03/2020	- Approved preparation tasks for holding the 2020Annual General Meeting of Shareholders; - Approved the establishment of a joint venture of a member of the Group with YAK Capital PLC; - Approved the contribution of capital with media resources to a partner with an ownership ratio of 20% of the charter capital; - Approved the capital use report from the private placement of shares in 2018 by 20 February 2020; - Approve the results of the discussion of the business plan and expected cash flow in 2020. - Approved the lease contract of the company's office building at 191 Nam Ky Khoi Nghia, Ward 7, District 3, Ho Chi Minh City. - Approved the plan to sign and implement the Service Contract with Tan Hiep Phat Trading - Service Co., Ltd.
3	Decision No. 0203B/2020/YEG/QĐ-HĐQT	02/03/2020	Approved the Record date of Yeah1 Group Corporation to convene and organize the 2020 Annual General Meeting of Shareholders.

4	Decision No. 31A3/2020/YEG/QĐ-HĐQT	31/03/2020	Delayed the organization of the 2020 Annual General Meeting of Shareholders (planed to hold on April 9, 2020).
5	Resolution No. 1604/2020/YEG/NQ-HĐQT	16/04/2020	- Approved the purchase of shares to increase the ownership rate in Netlink Online Communication Joint Stock Company; - Approved the joint establishment of a Ben Tre headquartered legal entity; - Approved the movement of business activities to the new headquarters at 191 Nam Ky Khoi Nghia, Ward 7, District 3, Ho Chi Minh City; - Approved the termination of cooperation contract regarding the development of Yeah1 Family channel; - Approved the investment in Shopiness Joint Stock Company; - Approved the capital contribution to establish a new legal entity which Yeah1 Group Corporation ("Yeah1") owns 20%; - Assign authorize the Chairman of the BOD to carry out the procedures and prepare the contents to obtain shareholders' written opinions for necessary contents in case the epidemic is still complicated.
6	Decision No. 0506/2020/YEG/QĐ-HĐQT	06/05/2020	Approved the time, location, participants of the meeting and method of organizing the 2020 Annual General Meeting of Shareholders.
7	Decision No. 14B05/2020/YEG/QĐ - HĐQT	15/05/2020	Appointed Ms. Nguyen Dang Quynh Anh as the Deputy General Director of the Company.
8	Resolution No. 2105B/2020/YEG/NQ-HĐQT	20/05/2020	- Approved a service contract between the Company (or its subsidiary) and Tan Hiep Phat Trading and Service Company Limited; - Approved the contract principles on managing communication activities in 2020-2021 with Tan Hiep Phat Trading and Service Company Limited; - Approved the offset of the accumulated losses in accordance with the Resolution of the 2020 Annual General Meeting of Shareholders; - Approved the assignment/authorization for the Chairman of the BOD and the General Director to sign and implement the contracts with related parties; - Approved the appointment of Mr. Dao Phuc Tri as the

			Vice Chairman of the BOD; - Approved the change of the head office address to No. 191, Nam Ky Khoi Nghia, Ward 7, District 3, Ho Chi Minh City; - Assigned the Chairman of the Board of Directors to redistribute treasury stocks; - Approved the report on the implementation and activities up to present of the Finance - Investment Subcommittee; - Approved the transfer of all contributed capital in an affiliated company indirectly owned through Young Ambassador Film Production (Yeah1 CMG) - a subsidiary of Yeah1 Group
9	Decision No. 2105C/2020/YEG/QĐ-HĐQT	21/05/2020	- Dismissing Mr. Nguyen Ngoc Hung as the Deputy General Director
10	Resolution No. 1108/2020/YEG/NQ-HĐQT	10/08/2020	- Approved the adjustment in the purchase plan of shares of Netlink Online Communication Joint Stock Company; - Approved total credit limit of VND200 billion for the corporation and its member companies to finance working capital requirements; - Approved the development of Multichannel Commerce, with the structure of member companies and related assets collectively known as Giga1. - Approved the plan of capital mobilization for Giga1; - Approved the authorization of the Chairman of the Board of Directors to select an investment banking for the capital raise and decide on relevant terms; - Approved the plan of signing commercial and service contracts of the Group or its member companies with Tan Hiep Phat Trading and Service Company Limited.
11	Decision No. 2508 – YEG/2020/QĐ - CTHĐQT	25/08/2020	The decision to implement the treasury stock distribution.
12	Resolution No. 1409/20/YEG/NQ	25/08/2020	Approved the implementation of treasury stock distribution.
13	Resolution No. 29009/2020/YEG/NQ-HĐQT	29/09/2020	Approved the signing of loan contracts by member companies and allowing Yeah1 Group Corporation to be the guarantor for loans of all member companies of the

			Group with a total limit of not more than VND200 billion to supplement working capital.
14	Resolution No. 1310/2020/YEG/NQ-HĐQT	12/10/2020	Approved Netlink Online Communication Joint Stock Company, a subsidiary of Yeah1 to issue convertible bonds to supplement working capital.
15	Decision No. 1610A/2020/YEG/QĐ – CTHĐQT	15/10/2020	- Decision to change the name of Netlink Online Communication Joint Stock Company to Giga1 Trading Technology Joint Stock Company and increase the company's charter capital from VND 20,000,000,000 to VND 360,000,000,000. - Decision to establish Netlink Online Communication One Member Limited Company with 100% charter capital (VND 1,800,000,000) from Giga1 Trading Technology Joint Stock Company.
16	Decision No. 290121C/2020/YEG/QĐ-CTHĐQT	15/10/2020	- YEG bought 100% of shares of Netlink Online Communication Joint Stock Company.
17	Decision No. 290121B/2020/YEG/QĐ-CTHĐQT	22/10/2020	Approved the restructuring of member companies and related assets
18	Resolution No. 01612/2020/YEG/NQ- HĐQT	16/12/2020	- Approved the additional method of capital mobilization for Giga1 Trading Technology; - Approved Yeah1's member companies to sign loan contracts.
19	Resolution No. 3112D/2020/YEG/NQ-HĐQT.	31/12/2020	- Approved the plan of restructuring digital segment; - Approved the plan of restructuring some direct subsidiaries, indirect subsidiaries, affiliates/ financial investments that are operating ineffectively or not in line with the Group's general development orientation.
20	Resolution No. 3112B/2020/YEG/QĐ-CTHĐQT	31/12/2020	- Decision to increase the charter capital in Yeah1 Edigital Joint Stock Company; - Decision to divest all capital from Kolorlife Technology Joint Stock Company and 100 Degree Entertainment Joint Stock Company.

- Meeting minutes and votes were well prepared with signatures of board members participating in the meetings/collecting written opinions as instructed by law; materials were sent in advance to all board members for reference and comment according to the Charter;

- Authorized by the 2020 General Meeting of Shareholders, the BOD actively handled digital investments through restructuring these investments as well as the digital business to increase the operational efficiency of this segment in particular and the Group in general;

2. Supervision of the General Director and other managerial staff

- In 2020, the BOD continued to perform the supervision on the operation and management activities of the General Director and the managerial staff of the Group, meanwhile instructed, commanded, resolve arising problems timely in order to facilitate the BOM to fulfill its role.
- During the Covid-19 epidemic that took place throughout the year 2020, the BOD acknowledged the efforts of the BOM in proposing business strategies to remedy the suffered consequences in the common difficulty of the economy.
- Additionally, the BOD instructed and supervised the operation of the Board of Management through:
    - Assigning KPI and business plan in 2020;
    - Supervising investment activities under the authority of the BOD;
    - Supervising information disclosure activities to ensure timeliness and transparency;
    - Supervising the construction and promulgation of internal management regulations under the authority of the BOD according to the law;
    - Short-term and long-term borrowings of the Group.
- In general, the supervision of the General Director and managerial staff was maintained regularly and strictly to ensure the stability, the safety of the Group's operations in compliance with applicable laws and meet the business plan of the Board of Directors and the General Meeting of Shareholders.

3. Operation of Subcommittees under BOD:

- Audit Subcommittee ("AS"): In 2020, AS conducted 07 times of collecting written opinions to promptly approve the work under the jurisdiction of AS. Besides, AS carried out the following activities:
    - Reviewing and evaluating the Group's internal control system and proposing to promulgate processes to improve the internal control system and minimize risks;
    - Reviewing the Law on Enterprises No. 59/2020/QH14 and the Labor Law No. 45/2019/QH14 with relevant internal documents of the Company;
    - Timely reporting and informing the BOD, the Board of Management on arising activities and issues, and proposing recommendations for improvement if necessary;
    - Other coordination activities between AS and the BOD.
- Finance – Investment Subcommittee: implementing and planning new investment - business plans, seeking and expanding investment partners from abroad. In 2020, the Finance - Investment Committee met, proposed, approved, approving and implemented many strategic projects for the Group.

- Human Resources Subcommittee and Human Resource Development: recruiting personnel for new projects and restructuring for the company to achieve many achievements in becoming an employer, an ideal workplace for employees. At the same time, the Committee continued to have policies focusing on building regimes for employees and attracting talents, organized many activities aimed at connecting the workforce in particular and the entire Company in general.

II. PERSONNEL, ACTIVITIES OF THE BOARD OF DIRECTORS

1. Personnel of the Board of Directors:

Member of BOD of Yeah1 Group Corporation in 2020 included:

- Mr. Nguyen Anh Nhuong Tong – Chairman
- Mr. Dao Phuc Tri – Vice Chairman
- Mr. Don Di Lam – Member
- Mr. Hoang Duc Trung – Member
- Mr. Nguyen Ngoc Dung – Member
- Mr Punnya Niraan De Silva – Member (submitted the resignation letter on January 29, 2021)
- Mr. Tran Quoc Bao – Member
- Mr. Ly Truong Chien – Member

At the meeting of the BOD on March 30, 2021, the BOD restructured Boards/Committees as follows:

(i) Changing from "Internal Audit" (or "Audit Subcommittee") to "Audit Committee" in accordance with the law. Members of the Audit Committee include:

- Chairman: Mr. Tran Quoc Bao
- Member: Mr. Nguyen Ngoc Dung

(ii) Termination of the Finance - Investment Subcommittee and Human Resources Subcommittee – Human Resource Development to neaten the Board of Directors' structure.

2. Activities of the BOD:

- The members of BOD showed a spirit of solidarity, had a strong sense of responsibility and well-exercised their rights and obligations in accordance with the Charter.
- During their term, the BOD well performed the annual Resolution of the General Meeting of Shareholders, exercised its rights and obligations of the BOD in accordance with the Charter and the Enterprise Law.
- Each member of the BOD performed the following activities:

No.	Members of BOD	Times of attending BOD meetings	Rate of participating meetings	Times of written opinions
1	Mr. Nguyen Anh Nhuong Tong	3/3	100%	6/6
2	Mr. Dao Phuc Tri	3/3	100%	6/6
3	Mr. Niraan Punya De Silva	3/3	100%	6/6
4	Mr. Nguyen Ngoc Dung	3/3	100%	6/6
5	Mr. Don Di Lam	2/3	85,71%	6/6
6	Mr. Hoang Duc Trung	3/3	100%	6/6
7	Mr. Tran Quoc Bao	3/3	100%	6/6
8	Mr. Ly Truong Chien	2/3	85,71%	6/6

No. 04/2021/YEG/BC-ĐHĐCĐ

REPORT OF THE BOARD OF DIRECTORS OF YEAH1 GROUP CORPORATION AND SUBSIDIARIES ("THE GROUP") ON BUSINESS PLAN FOR THE YEAR 2021

I. STRATEGIC ORIENTATION AND BUSINESS PLAN FOR THE YEAR 2021:

1. The main goals for the year 2021 are as follows:

- Improve management capacity and efficiency of the Group's operation, focus on Human resources development;
- Diversify the media ecosystem to become the leading media group in Vietnam and throughout Asia;
- Pursuing the target of retail technology, raising the level of Consumer & Retail Ecosystem - Giga1;
- Investing in sustainable development and improving financial efficiency.

2. Improve the quality of human resources:

- Improve efficiency in human resources management, create motivation to promote staff development and attract more talent;
- Continue to promote training to help human resources development to meet job requirements;
- Build Group into a professional working environment, the employees are constantly innovating and are a key factor to enhance the competitiveness of the Group.

3. Strengthen inspection and supervision to ensure compliance and sustainable development:

- Risk control & compliance department and relevant departments review all of the Group's processes to improve and issue new standardized procedures to ensure compliance; and
- Conduct an assessment and measure the risks that the Group may face, come up with solutions to prevent and limit risks.

4. Improve financial efficiency:

This is an important goal, stating The Group's general operating results in specific numbers:

- **Increase scale of revenue:**

- Net revenue is expected to increase 122.38% compared to 2020, in which, the Group will continue to promote the development of two core segments: Digital and Multichannel Commerce (Giga1), expanding cooperation with foreign partners to build new media platforms to diversify revenue sources and invest in developing quality digital content to ensure the sustainable development of the whole Group.

- **Gross profit margin:**

- Ensuring gross profit margin for each businesses segment and the increase in revenue, respectively, ensuring financial efficiency;
- Increasing operating expenses corresponding to investment in network development and promoting communication, brand promotion;
- Strengthen the control of financial indicators and take timely adjustment measures when necessary.

Some of the official targets are planned as follows (consolidation)

Unit: VND Million

No.	Indicator	Perform 2020	Plan 2021	Growth (%)
1.	**Net revenue**	**1,218,619**	**2,710,000**	**122.38%**
2.	**Gross profit from sales of goods and rendering of services**	**36,160**	**890,000**	**2,361.28%**
3.	Financial income	7,806	500	-93.59%
4.	Financial expenses	13,575	30,000	120.99%
5.	Selling expenses	129,869	540,000	315.80%
6.	General and administration expenses	142,777	315,500	120.97%
7.	**Net operating (loss)/profit**	**(242,918)**	**5,000**	
8.	**Net (loss)/profit before tax**	**(167,765)**	**5,000**	
9.	**Net (loss)/profit after tax**	**(179,999)**	**4,000**	
10.	**Gross profit margin/Revenue**	**2.97%**	**32.84%**	
11.	**Profit after tax/Revenue**	**-14.28%**	**0.15%**	

II. CONCLUSIONS:

Following the achievements in recent years, the year 2021 is expected to be the year The Group strengthens its solid foundation and works towards sustainable development in all aspects.

No.: 05/2021/YEG/BC-ĐHĐCĐ

REPORT ON THE USE OF FUND FROM THE PRIVATE PLACEMENT

I. RESULT OF PRIVATE PLACEMENT:

In August 2018, The Company successfully issued 3,910,000 shares through private placement to increase its capital in accordance with Annual General Meeting Resolution No.01/2018/NQ/DHDCD dated 10^{th} April 2018. Details are as follows:

- Name of offering securities: Yeah1 Group Corporation
- Stock sticker: YEG
- Type of share: Ordinary share
- Par value: VND 10,000 per share
- Registered offering volume: 3,910,000 shares
- Total proceeds: VND 1,173,000,000,000
- Beginning date of the offer: 17^{th} August 2018
- Closing date of the offer: 21^{st} August 2018

II. UPDATES ON USE OF PROCEEDS FROM PRIVATE PLACEMENT:

Pursuant to the Resolution of the General Meeting of Shareholders No. 0805B/2019/NQ/ĐHĐCĐBT dated 08th May 2019 and the Resolution of the Board of Directors No. 011C11/2019/YEG/NQ-HĐQT dated 11st November 2019, the Board of Directors would like to update to the General Meeting of Shareholders on the use of proceeds as of 20th August 2020 as follows:

No.	Description	Investment amount approved by the BOD	Acutual invested amount as at 20.08.2020	Remaining amount as at 20.08.2020	Actual /Plan (%)
		VND	*VND*	*VND*	*%*
1	Digital media segment *(through new investment, capital contribution, repurchase secondary shares, and/or increasing working capital of the Holding Company and subsidiaries)*	*649,512,000,000*	*649,512,000,000*	-	*100.0*
2	Media commerce segment *(through new investment, capital contribution, repurchase secondary shares, and/or increasing working capital of the Holding Company and subsidiaries)*	*165,340,000,000*	*165,340,000,000*	-	*100.0*
3	Increasing Working Capital of the Company and/or its subsidiaries	*190,563,000,000*	*190,563,000,000*	-	*100.0*
4	Share buyback	*141,713,000,000*	*141,713,000,000*	-	*100.0*
5	Private placement fees	*25,872,000,000*	*25,872,000,000*	-	*100.0*
	Total	***1,173,000,000,000***	***1,173,000,000,000***	**-**	***100.0***

Thus, by the end of 20th August 2020, Yeah1 Group Corporation had used up the fund from the private placement following the approval purposes.

No. 01/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON APPROVAL OF AUDITED FINANCIAL STATEMENTS 2020 AND AUTHORIZATION OF AUDIT FIRM SELECTION FOR THE YEAR 2021

Pursuant to:

- *Law on Enterprise No. 59/2020/QH14 approved by National Assembly of Socialist Republic of Vietnam dated 17/06/2020; effective from 01/01/2021 and relevant legal documents;*
- *Circular No.183/2013/TT-BTC of the Ministry of Finance dated 04/12/2013 on independent audit of public benefit entities;*
- *The Separate and Consolidated Financial Statements (audited);*
- *The Charter of Yeah1 Group Corporation.*

Yeah1 Group Corporation's Board of Directors respectfully submit to General Meeting of Shareholders to approve for Audited Separate and Consolidated Financial Statements of 2020 and authorize the Audit Committee to choose from the list of audit firms below to audit the Company's 2021 Financial Statements.

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

No.: 02/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON APPROVAL OF REMUNERATION FOR THE BOARD OF DIRECTORS IN 2020 AND PROPOSE THE REMUNERATION FOR THE BOARD AND COMMITTEES UNDER THE BOARD OF DIRECTORS IN 2021

Pursuant to:

- *Law on Enterprise No. 59/2020/QH14 approved by National Assembly of Socialist Republic of Vietnam dated 17/06/2020; effective from 01/01/2021 and relevant legal documents;*
- *Law on Corporate Income Tax was approved by National Assembly of Socialist Republic of Vietnam dated 03/06/2008;*
- *The Charter of Yeah1 Group Corporation ("Company");*
- *Resolution No.2105A/2020/NQ/ĐHĐCĐ dated 20/05/2020;*
- *2020 Separate and Consolidated Financial Statements audited by PwC (Vietnam) Limited;*

Based on Yeah1 Group Corporation's consolidated financial performance of 2020, The Board of Directors ("HDQT") respectfully submit to the General Meeting of Shareholders ("DHDCD") for approval of The Board of Directors's remuneration in 2020 and propose the remuneration for The Board and Committees under The Board of Directors in 2021 are as follows:

1. The Board of Directors's remuneration in 2020:

According to Resolution No.2105A/2020/NQ/ĐHĐCĐ dated 20/05/2020, The Company has paid remuneration to the members of The Board of Directors as follows:

Description	Amount (VND)
2020 Consolidated net loss after tax	(179,998,905,303)
Actual remuneration paid to The Board of Directors	**2,766,166,333**
Overspending amount	**2,766,166,333**

Due to the loss incurred in 2020, the Company proposes to use retained earnings as of 31 December 2020 to offset for the amount needed to supplement.

2. Proposal for the remuneration for The Board and Committees under The Board of Directors in 2021:

Based on the 2021 business plan, the Board of Directors respectfully submit to the General Meeting of Shareholders approval for the Board of Directors's remuneration in 2021 based on actual arising but not exceeding VND 3,000,000,000 (Three billion dong).

No.: 03/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON ACCUMULATED LOSSES ADJUSTMENT AS AT 31 DECEMBER 2020 AND THE PARTIAL USE OF SHARE PREMIUM TO WRITE OFF ACCUMULATED LOSSES AS AT 31 DECEMBER 2020

Pursuant to:

- *Law on Enterprise No. 59/2020/QH14 approved by National Assembly of Socialist Republic of Vietnam dated 17/06/2020; effective date 01/01/2021 and relevant legal documents;*
- *Law on Corporate Income Tax was approved by National Assembly of Socialist Republic of Vietnam dated 03/06/2008;*
- *The Charter of Yeah1 Group Corporation;*
- *2020 Financial Statements audited by PwC (Vietnam) Limited.*

Based on the Group's financial performance of 2020, the Board of Directors respectfully submit to the General Meeting of Shareholders for approval of accumulated losses adjustment as at 31 December 2020 as follows:

Unit: VND

A. ACCUMULATED LOSSES ADJUSTMENT AS BELOW:	
1. Accumulated losses as at 31 December 2020 (*)	**(219,278,689,210)**
2. BOD's remuneration paid in 2020	(2,766,166,333)
B. ADJUSTED ACCUMULATED LOSSES:	**(222,044,855,543)**
Share premium as at 31 December 2020 (*)	772,918,333,797

(*) 2020 Audited Consolidated Financial Statements

In order to improve the quality of the Balance sheet, the Board of Directors respectfully submits to the General Meeting of Shareholders to approve the use of a part of the share premium to write off accumulated losses. Accordingly, the amount of Share Premium to offset accumulated losses is VND222,044,855,543. The remaining share premium after writing off accumulated losses is VND550,873,478,254.

No. 04/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON NOT EXERCISING THE SHARE ISSUANCE PLAN FROM EQUITY RESOURCES

Pursuant to:

- *Law on Enterprise No. 59/2020/QH14 approved by National Assembly of Socialist Republic of Vietnam dated 17/06/2020; effective date 01/01/2021 and relevant legal documents;*
- *Law on Securities No.54/2019/QH14 approved by the Government dated 26 November 2019, effective from 01/01/2021 and relevant legal documents;*
- *Law on Corporate Income Tax was approved by National Assembly of Socialist Republic of Vietnam dated 03/06/2008;*
- *The Charter of Yeah1 Group Corporation;*
- *Circular 155/2015/TT-BTC of the Ministry of Finance guiding the information disclosure on the stock market*

Based on the current situation, the Board of Directors of Yeah1 Group Corporation ("The Company") submits to the General Meeting of Shareholders for not implementing the share issuance plan which was previously approved by the 2020 Annual General Meeting of Shareholders.

No. 05/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON APPROVAL OF THE INTRAGROUP TRANSACTIONS IN 2020 AND ANTICIPATED TRANSACTIONS IN 2021 AND TO THE TIME OF HOLDING THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDER

Pursuant to:

- *Law on Enterprise No. 59/2020/QH14 approved by National Assembly of Socialist Republic of Vietnam dated 17/06/2020; effective date 01/01/2021 and relevant legal documents;*
- *Law on Corporate Income Tax was approved by National Assembly of Socialist Republic of Vietnam dated 03/06/2008;*
- *The Charter of Yeah1 Group Corporation;*
- *2020 Financial Statements audited by PwC (Vietnam) Limited*

The Board of Directors ("Board") of Yeah1 Group Corporation ("the Company") respectfully submits to the General Meeting of Shareholders ("AGM") to approve intragroup transactions during the year 2020 and anticipated intercompany transactions in 2021 and to the time of holding the 2022 Annual General Meeting of Shareholder as follows :

1. Approval of the intragroup transactions in 2020

During the year 2020, the transactions are listed below between the Company and its intragroup parties including (i) the Company's subsidiaries/affiliates; (ii) members and related parties of members of the BOD; (iii) members and related parties of members of the Board of Management and key management ("key personnel"); and (iii) major shareholders, accounting for more than 5% of the Company's ownership and related parties of the major shareholders:

a. purchase/sales of goods/service transactions;

b. advance remunerations, expenses for business activities;

c. remunerations to key personnel;

d. issuance of additional shares to major shareholders;

e. transfers of ownership, channel development costs, digital content investment, copyright and other intellectual property objects whether or not they are registered for protection;

f. cost-sharing transactions, accordingly, shared costs include but are not limited to IT service costs, management costs, office rental costs, costs of other services, actual operating costs incurred. The allocation/cost sharing is based on market standards and agreements between the above-mentioned companies on the principle of transparency, equality and reasonability, consistent with market practices and legal regulations;

g. equity increase/decrease transactions; and

h. borrowing, lending, guarantee, pledge and mortgage transactions on the basis of optimizing cash flow and other financing activities.

i. other transactions arising from actual business activities.

2. **Approval of anticipated intercompany transactions in 2021 and to the time of holding the 2022 Annual General Meeting of Shareholders**

In order to enhance the business efficiency, create higher economic and strategic benefits to the Company and its shareholders, the BOD proposes intragroup transactions in 2021 and to the time of holding the 2022 Annual General Meeting of Shareholder, including but not limited to the transactions listed below between the Company and its intragroup parties including (i) the Company's subsidiaries/associates; (ii) members and related parties of members of the BOD; (iii) members and related parties of members of the Board of Management and key management; and (iii) major shareholders, accounting for more than 5% of the Company's ownership and related parties of the major shareholders:

a. purchase/sales of goods/service transactions;

b. advance remunerations, expenses for business activities;

c. remunerations to key personnel;

d. issuance of additional shares to major shareholders;

e. transfers of ownership, channel development costs, digital content investment, copyright and other intellectual property objects whether or not they are registered for protection;

f. cost-sharing transactions, accordingly, shared costs include but are not limited to IT service costs, management costs, office rental costs, costs of other services, actual operating costs incurred. The allocation/cost sharing is based on market standards and agreements between the above-mentioned companies on the principle of transparency, equality and reasonability, consistent with market practices and legal regulations;

g. equity increase/decrease transactions; and

h. borrowing, lending, guarantee, pledge and mortgage transactions on the basis of optimizing cash flow and other financing activities.

i. other transactions arising from actual business activities.

3. **Assign the Chairman of the BOD and allow the Chairman of the BOD to re-authorize the other manager of the Company:**

a. 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

b. 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).

No. 06/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON PLAN TO RAISE AND TRANSFER CAPITAL, AND LIST FOR A KEY SUBSIDIARY

Pursuant to:

- *Law on Enterprise No. 59/2020/QH14 approved by National Assembly of Socialist Republic of Vietnam dated 17/06/2020; effective date 01/01/2021 and relevant legal documents;*
- *Law on Securities No.54/2019/QH14 approved by the Government dated 26 November 2019, effective from 01/01/2021 and relevant legal documents;*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's from Decree No. 155/2020/ND-CP dated 31 December 2020;*
- *The requirements of the organization and activities of the Company.*

In order to improve operational efficiency, the Board of Directors of the Company submits to the General Meeting of Shareholders to approve the plan to raise capital and transfer a part of ownership in Yeah1 Edigital Joint Stock Company ("Edigital ") following methods approved by the Law on Enterprises, including private placement and/or public offering of securities. The conditions are the new issue price is not less than book value according to the most recent financial statements and the ownership of Yeah1 Group Joint Stock Company in Edigital is not lower than 51% on fully diluted basis.

Besides, the Board of Directors submits to the General Meeting of Shareholders to approve the listing of Edigital's shares on one of the stock exchanges in Vietnam.

No.: 07/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON THE AMENDMENT AND SUPPLEMENT OF COMPANY'S CHARTER

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on 17th June 2020; effective from 1st January 2021 and relevant legal documents;*
- *The Law on Securities No. 54/2019/QH14 approved by the National Assembly on 26th November 2019; effective from 1st January 2021 and relevant legal documents;*
- *The Circular No. 116/2020/TT-BTC on 31st December 2020 guiding the implementation of some Articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.; and*
- *The requirements of the organization and activities of the Company.*

Pursuant to the changes of laws and the actual operation and governance of Yeah1 Group Corporation, and for the purpose of composing the Company's Charter perfectly, strictly, and legally, the Board of Directors ("BOD") of the Company has reviewed to update and amend a number of articles of the Company's Charter, based on the model charter applicable to public companies enclosed with the Circular No.116/2020/TT-BTC.

Amended and supplemented contents are presented in detail in Appendix I of explaining the amended and supplemented contents of the Charter attached to this Proposal.

In addition to the amendments in Appendix I, the new Company Charter also has other amendments to the sentence structures, phrases, terminologies and references compared with the former Charter to ensure the consistency of the form and the content in the entire Charter (but does not change the meaning). After deleting or adding some Articles, the order of Articles of the new Charter are also changed accordingly.

Amendments and supplements to the Company's Charter are presented in the Appendix explaining the amendments and supplements to the Company's Charter, and the draft Company's Charter which have been posted on the website of the Company at the link:

http://yeah1group.com/investor_relations?category_id=10

The Board of Directors respectfully propose to the General Meeting of Shareholders for consideration and approval of the new Company's Charter, moreover, assigning the Chairman of the Board of Directors to review, complete and sign for promulgation of the new Company's Charter.

The new Charter will take effect from April 28, 2021 after it is approved by the General Meeting of Shareholders with a Resolution and will replace the current Company's Charter.

No.: 08/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON THE AMENDMENT AND SUPPLEMENT OF THE INTERNAL REGULATION ON CORPORATE GOVERNANCE

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on 17th June, 2020, takes effects on 1st January, 2021 and relevant legal documents;*
- *The Law on Securities No. 54/2019/QH14 approved by the National Assembly on 26th November 2019, takes effects on 1st January 2021 and relevant legal documents;*
- *The Circular No. 116/2020/TT-BTC on 31st December 2020 providing guidelines for implementation of some Articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.; and*
- *The requirements of the organization and activities of the Company.*

Pursuant to the changes of laws and the actual operation and governance of Yeah1 Group Corporation, and for the purpose of composing the Internal Regulation on Corporate Governance ("The Regulation") perfectly, strictly, and legally, the Board of Directors ("BOD") of the Company has reviewed to update and amend a number of articles of the Regulation, based on the model regulation applicable to public companies enclosed with the Circular No.116/2020/TT-BTC.

Amended and supplemented contents are presented in details in the Appendix I of explaining the amended and supplemented contents of the Regulation attached to this Proposal.

In addition to the amendments in Appendix I, the new Regulation also has other amendments to the sentence structures, phrases, terminologies and references compared with the former Regulation to ensure the consistency of the form and the content in the entire Regulation (but does not change the meaning). After deleting or adding some Articles, the order of Articles of the new Regulation are also changed accordingly.

Amendments and supplements to the Internal Regulation on Corporate Governance are presented in the Appendix explaining the amendments and supplements to the Internal Regulation on Corporate Governance, and the draft Internal Regulation on Corporate Governance which have been posted on the website of the Company at the link:

http://yeah1group.com/investor_relations?category_id=10

The Board of Directors respectfully propose to the General Meeting of Shareholders for consideration and approval of the new Internal Regulation on Corporate Governance, moreover, assigning the Chairman of the Board of Directors to review, complete and sign for promulgation of the new Internal Regulation on Corporate Governance.

The new Internal Regulation on Corporate Governance will take effect from April 28, 2021 after it is approved by the General Meeting of Shareholders with a Resolution and will replace the current Company's Internal Regulation on Corporate Governance.

No. 09/2021/YEG/TT-ĐHĐCĐ

PROPOSAL ON THE PROMULGATION OF THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on 17th June 2020, takes effects on 1st January, 2021 and relevant legal documents;*
- *The Law on Securities No. 54/2019/QH14 approved by the National Assembly on 26th November 2019, takes effects on 1st January 2021 and relevant legal documents;*
- *The Circular No. 116/2020/TT-BTC on 31st December 2020 providing guidelines for implementation of some Articles on administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.; and*
- *The requirements of the organization and activities of the Company.*

Pursuant to the changes of laws and in order to improve operational efficiency, the Board of Directors ("BOD") of the Company has developed the Regulation on operation of the Board of Directors, based on the model regulation applicable to public companies enclosed with the Circular No.116/2020/TT-BTC.

The Board of Directors respectfully propose to the General Meeting of Shareholders for consideration and approval of the new Regulation on operation of the Board of Directors, moreover, assigning the Chairman of the Board of Directors to review, complete and sign for promulgation of the new Regulation on operation of the Board of Directors.

The draft Regulation on operation of the Board of Directors has been posted on the website of the Company at the link:

http://yeah1group.com/investor_relations?category_id=10

The new Regulation on operation of the Board of Directors will take effect from April 28, 2021 after it is approved by the General Meeting of Shareholders with a Resolution.

No. 10/2021/YEG/TT-ĐHĐCĐ

PROPOSAL TO APPROVE THE MATTERS AUTHORIZED TO THE BOARD OF DIRECTORS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on 17th June, 2020, takes effects on 1st January, 2021 and relevant legal documents;*
- *The Law on Securities No. 54/2019/QH14 approved by the National Assembly on 26th November, 2019, takes effects on 1st January, 2021 and relevant legal documents;*
- *The Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.; and*
- *The requirements of the organization and activities of the Company.*

In order to ensure proactivity and timeliness in the business process, while avoiding wasting time and costs, meeting the progress according to actual requirements, the Board of Directors of the Company respectfully propose to the General Meeting of Shareholders to authorize the Board of Directors to perform the following matters:

- Authorization to the BOD to decide, sign, implement investment, lending and borrowings, purchase and sale Company's access and invest, increase capital, contribute capital, divest capital, merge, consolidate, purchase or sale assets with a value equal to or greater 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 2020 and Article 42 of the Company's Charter;
- Authorization to the BOD to execute mergers and acquisitions subsidiaries in accordant with the current legal regulations;
- Authorization to the Board of Directors to decide the amendment and supplementation of the operation license, change the business registration line to meet the requirements of the business activities and to carry out the necessary registration procedures with the authority including approval for investments in new areas of business.
- Authorize the Board of Directors to decide on raising capital for Yeah1 Group Corporation ("Yeah1") and Giga1 Commerce and Technology Joint Stock Company ("Giga1"), provided that: (1) the maximum issue rate is no more than 25% of charter capital for Yeah1 and 35% of charter capital for Giga1 on a fully diluted basis, and (2) the issue price for new shareholders is not lower than the book value;
- Authorize the Board of Directors to decide the amendment and supplementation of the Enterprise Registration Certification or other operation certifications, change the business lines of business registration to meet the requirements of business activities and carry out necessary registration procedures with relevant competent authorities; including approval for investments in new businesses;

- Authorize the Board of Directors to implement the restructuring of personnel and operational structure of the Company.

Authorization period: from the 2021 AGM approval date to the 2022 AGM. The decision on the authorized issues mentioned above will be made by the Board of Directors in the manner and principles in accordance with the Company's Charter and related laws.

No.: 11/2021/YEG/TT-ĐHĐCĐ

PROPOSAL TO APPROVAL ON THE CHANGE OF BOD'S PERSONNEL AND THE ELECTION OF ADDITIONAL MEMBER OF BOD

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on 17th June 2020, takes effects on 1st January 2021 and relevant legal documents;*
- *The Law on Securities No. 54/2019/QH14 approved by the National Assembly on 26th November 2019, takes effects on 1st January 2021 and relevant legal documents;*
- *The Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Law on Securities; and*
- *The requirements of the organization and activities of the Company.*

Based on the resignation application of Mr. Punnya Niraan De Silva on January 29, 2021, the Board of Directors ("BOD") submits to the General Meeting of Shareholders the following contents to consolidate the composition of the Board of Directors:

1. To approve the dismissal the position of a member of the Board of Directors for Mr. Punnya Niraan De Silva by the Resolution of the General Meeting of Shareholders from April 27, 2021;
2. Information about candidates to be elected to the Board of Directors by shareholders' nomination as follows:
   - Name: Mr. Nguyen Quang Vinh
   - Date of birth: 4 September 1982
   - ID number: 023733630, date of issue: January 5, 2015, place of issue: Ho Chi Minh City Public Security

   (The list of candidates elected to the Board of Directors will be updated according to shareholders' nomination and candidacy until April 16, 2021)
3. The General Meeting of Shareholders shall conduct the election of additional members of the Board of Directors following the Regulations on the nomination, election and candidacy for BOD members, following the provisions of law and the Company's Charter.

Above are the entire Report and Proposal at the Annual General Meeting of Shareholders 2021 of Yeah1 Group Corporation.

Sincerely submit to the General Meeting of Shareholders for consideration and approval.

Thank you.

ON BEHALF OF THE BOD

CHAIRMAN OF BOD

M.S.D.N: 0304592171 - C.T.C.P
CÔNG TY CỔ PHẦN TẬP ĐOÀN YEAH1
THÀNH PHỐ HỒ CHÍ MINH

NGUYỄN ÁNH NHƯỢNG TỐNG