YEAH1 GROUP CORPORATION	SOCIALIST REPUBLIC OF VIETNAM
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No.: 02/2019/YEG/BC-ĐHĐCĐ

Ho Chi Minh City, April 22nd, 2019

BOARD OF DIRECTOR REPORT ON 2018 CORPORATE GOVERNANCE OF YEAH1 GROUP CORPORATION

I. Board's Activity Report in 2018

1. Board Meetings and General Meetings of Shareholders:

- In 2018, the Board of Directors and General Meeting of Shareholders of Yeah1 Group held meetings or got written opinions, and issued 24 resolutions of the Board of Directors/General Meeting of Shareholders. Meetings and written opinions were carried out in order and procedures prescribed by the Enterprise Law and the Group Charter.

No.	Resolutions No./ Decisions No.	Date	Content
1	0101-YEG/2018/NQ-HĐQT	01/01/2018	Purchase of an additional 25% shares of Netlink Online Communication JSC
2	0301-YEG/2018/NQ-HĐQT	03/01/2018	Establishment of a subsidiary: ZeroZ Creative Corporation
3	2501-YEG/2018/NQ-HĐQT	25/01/2018	BOD approval to acquire 51% shares of ADSBNC Technology and Communication Joint Stock Company
4	2003-YEG/2018/NQ-HĐQT	20/03/2018	Approval of divestment in Youth Connection Informatics and Communication Joint Stock Company 2018 AGM plan and other content
5	0504-YEG/2018/NQ-HĐQT	05/04/2018	Establishment of a subsidiary: YAG Entertainment Corporation
6	01/2018/NQ/DHDCD	10/04/2018	Resolution of the 2018 Annual General Meeting of Shareholders approved: - Report of the Board of Management on 2017 business results - Dismissing the Board of Directors and Supervisory Board and appointing the Board of Directors and Supervisory Board for 2018-2022 term - Report of the Board of Directors in 2017 and business guidance for 2018 - Audited financial statements 2017 - Profit distribution plan - Stock listing - Plan to issue shares to increase equity capital using retained earnings - Plan to issue ESOP - Plan to issue shares through private placement

			and plan to use capital from the issuance - Adjustment of maximum foreign ownership ratio - Existing shareholders to buy more than 25% of issued share capital without making any public offer - Company charter amendment
7	0184-YEG/2018/NQ-HĐQT	10/04/2018	Increasing the charter capital of the Company through share issuance from undistributed profits after tax. Revising Article 6 of the Company's Charter about the charter capital increase to VND273,699,680,000
8	018A-YEG/2018/NQ-HĐQT	28/04/2018	Intention to establish BlueX Media and Advertising Limited
9	1205-YEG/2018NQ-HĐQT	12/05/2018	Appointing Deputy CEO – Operation (COO) and Deputy CEO – Strategy (CSO) Appointment of internal company administrator and secretary of the Board
10	1705-YEG/2018/NQ-HĐQT	17/05/2018	New internal regulations on corporate governance New internal procedures for Information Disclosure Plan to cooperate with owners of AM Media Services and Advertising Co., Ltd. to establish a new company operating in the communication field
11	2805-YEG/2018/NQ-HĐQT	28/05/2018	Execution plan of issuing private shares to domestic investors and using the proceeds from the offering Application file for private share issuance to the SSC List of expected investors
12	0106-YEG/2018/NQ-HĐQT	01/06/2018	Shares of Yeah1 Group Corporation to be listed on the Ho Chi Minh Stock Exchange
13	0606-YEG/2018/NQ-HĐQT	06/06/2018	Maximum foreign ownership ratio for shares of the Company when being listed on the Ho Chi Minh Stock Exchange
14	1406-YEG/2018/NQ-HĐQT	14/06/2018	Details of the plan to use new capital from the private issuance
15	2006-YEG/2018/NQ-HĐQT	20/06/2018	The use of deposit contracts at Vietnam Maritime Commercial Joint Stock Bank (Maritime Bank) as collaterals for credit obligations of some subsidiaries
16	1607-YEG/2018/NQ-HĐQT	16/07/2018	Details of capital use plan from the private issuance
17	2408-YEG/2018/NQ-HĐQT	24/08/2018	Increasing the charter capital of the Company to VND312,799,680,000, equivalent to 31,279,968 shares Amending Article 6 of the Charter of the Company on charter capital and number of shares
18	2708-YEG/2018/NQ-HĐQT	27/08/2018	Issuing bonus shares from the premium capital (ratio 1:2)
19	3108-YEG/2018/NQ-HĐQT	31/08/2018	Establishment of a new subsidiary - SGO48 Company Limited
20	2809A-YEG/2018/QĐ-HĐQT	28/09/2018	Accepting the resignation letter of Mrs. Tran Thi Lao and appointing Mr. Vo Thai Phong as the new chief accountant
21	1010A-YEG/2018/NQ-	10/10/2018	Closing the list of shareholders to get shareholders'

	HĐQT		opinions in writing
22	2510A-YEG/2018/NQ-HĐQT	25/10/2018	Closing the list of shareholders to participate in the Extraordinary General Meeting of Shareholders (replacing the convening of shareholders' opinions in writing according to Resolution No.1010A-YEG/2018/NQ-HĐQT)
23	1511-YEG/2018/NQ-HĐQT	15/11/2018	Adjusting the progress of using capital obtained from the private issuance of 3,910,000 shares
24	0412B/2018/NQ/ĐHĐCĐBT	04/12/2018	Resolution of the extraordinary general meeting of shareholders 2018 approved: - Bonus Share Issuance to Increase Charter Capital Using Owners' Equity - Changing the Corporate Governance Structure - Use of Funds and Timeline - Matters Authorized to the Board of Directors - Amending and Supplementing the Company's Charter and Internal Guidelines on the Corporate Governance - Potential Plan of New Share Issuance for Corporate Activities
25	1212-YEG/2018/NQ-HĐQT	12/12/2018	Assigning the Chairman to perform registration procedure to increase charter capital of Dragon 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.

2. Supervision of the Board of Management ("BOM") and other key staff:

- In 2018, the BOD well performed the supervision on the operation and management activities of the BOM and the key staff of the Group. Board members who were also in the Management Board were responsible for attending the regular meetings of the BOM. As a result, the BOD was able to understand the operation situation of the Group and coordinated with the BOM to make effective decisions, overcome difficulties and strive to achieve the proposed plan. Specifically, the BOD instructed and supervised the operation of the Board of Management through:
    - Assigning KPI and business plan in 2018;
    - Supervising investment activities under the authority of the Board of Directors;
    - Developing and issuing internal management regulations under the authority of the Board of Directors in accordance with the Law;
    - Short-term and long-term borrowing of the Group.
- In general, the supervision on the BOM and key staff was maintained regularly and strictly to ensure the stable, safe of the Group's operations in compliance with applicable laws and business plan of the Board of Directors and the General Meeting of Shareholders.

3. Operation of Committees under BOD:

- Audit Committee ("AC") was established on 4th December 2018 in accordance with the new corporate governance structure approved by the extraordinary general meeting of shareholders 2018. The AC performed its tasks governed by the Company Charter, Internal governance regulations, Operation regulations of the audit committee, Company regulations and laws.
- Finance - Investment Committee was established on 4th December 2018 in accordance with the Resolution of the extraordinary general meeting of shareholders 2018.
- Human Resources and Development Committee was established on 4th December 2018 in accordance with the Resolution of the extraordinary general meeting of shareholders 2018.

II. HUMAN RESOURCES AND ACTIVITIES

1. Personnel of the Board of Directors:

Board members Yeah1 Group Corporation in 2018 included:

- Mr Nguyen Anh Nhuong Tong – Chairman
- Mr Dao Phuc Tri – Member
- Mr Don Di Lam – Member
- Mr Hoang Duc Trung – Member
- Mr Nguyen Ngoc Dung – Member
- Mr Punnya Niraan De Silva – Member
- Mr Tran Quoc Bao – Member
- Mr Ly Truong Chien – Member

2. Activities of the BOD:

- The board members 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 Board of Directors well performed the Resolution of the Annual General Meeting of Shareholders, exercised its rights and obligations of the Board of Directors in accordance with the Charter and the Enterprise Law.

Recipients:
- As mention above;
- Archived at the Company;

ON BEHALF OF THE BOD

CHAIRMAN

(signed)

NGUYEN ANH NHUONG TONG

Disclaimer: The English version is a translation of the original in Vietnamese for information purposes only. In case of a discrepancy, the Vietnamese original will prevail.