YEAH1 GROUP CORPORATION	SOCIALIST REPUBLIC OF VIETNAM
	Independence – Freedom – Happiness
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No.: 02/2020/YEG/BC-ĐHĐCĐ

Ho Chi Minh City, March 27th, 2020

BOARD OF DIRECTOR REPORT ON 2019 CORPORATE GOVERNANCE OF YEAH1 GROUP CORPORATION

I. BOARD'S ACTIVITY REPORT IN 2019

1. Board Meetings and General Meetings of Shareholders:

- In 2019, the Board of Directors and General Meeting of Shareholders of Yeah1 Group held meetings or got written opinions, and issued 20 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	0401/2019/NQ/HDQT/YEG	04/01/2019	Approve the loan agreement with Ho Chi Minh City Housing Development Commercial Bank - HDBank
2	0801/2019/NQ/HDQT/YEG	08/01/2019	- Approving the Plan to acquire all shares owned by ScaleLab LLC, - Promulgating the Operation Regulation of Finance - Investment Department and Internal Auditing Board.
3	25/01/2019/NQ/HDQT/YEG	25/01/2019	Approved the acquisition of Thoughtful Network Pte. Ltd.
4	1502B/2019/NQ/HĐQT/YEG	15/02/2019	Approving the plan of establishing a new subsidiary in Japan, in which the Company owns 100% of capital contribution .
5	0703A-YEG/2019/NQ-HĐQT	07/03/2019	Approving the purchase of treasury shares
6	0803-YEG/2019/NQ-HĐQT	08/03/2019	Approved the policy of transferring 100% of shares in Scalelab LLC.
7	1803A/2019/NQ/HDQT/YEG	18/03/2019	Approve the change of the purpose of using capital from a separate issue in 2019 and approve the plan of purchasing treasury stocks (replacing the previous plan approved in Resolution No. 0703A-YEG / 2019 / NQ-HĐQT)
8	2503/2019/NQ/HĐQT/YEG	25/03/2019	Approve the record date to make a list of shareholders entitled to attend the Annual General Meeting of Shareholders 2019
9	014AB2019/YEG/NQ-HĐQT	28/3/2019	Approved the organization of the Annual General Meeting of Shareholders 2019 and all drafts and proposals at the meeting.

10	0805B/2019/NQ-ĐHĐCĐ	8/5/2019	Resolution of the Annual General Meeting of Shareholders 2019.
11	2105-YEG/2019/NQ/HĐQT	21/5/2019	Approving the plan of purchasing treasury stocks (replacing the previous plan approved in Resolution No. 1803A/2019/NQ/HDQT/YEG).
12	1406B/2019/NQ-HĐQT	14/06/2019	Approve 30% provision for other receivables related to the transfer of investment capital at ScaleLab LLC.
13	1406C/2019/YEG/NQ-HĐQT	14/06/2019	Approved the policy of handling investment in Film World Trade Joint Stock Company and the implementation reports of Audit Committee, Finance - Investment Committee.
14	1907A/2019/YEG/NQ-HĐQT	19/07/2019	Guarantee of loan limit for subsidiaries at UOB Bank Vietnam
15	1907B/2019/YEG/NQ-HĐQT	19/07/2019	Approve the loan proposal at Kien Long Commercial Joint Stock Bank
16	1208D/2019/YEG/NQ-HĐQT	12/08/2019	- Approve separate and consolidated financial statements; - Approve the report of transaction of purchase treasury stocks; - Approve the establishment of a new subsidiary (Appnews Vietnam); - Approve the report on using capital from the separate issuance in 2019; - Approval of restructuring US $ 12 million foreign investment; - Dismissed the position of Deputy General Director and Chief Accountant of Mr. Vo Thai Phong; - Appointing Mr. Nguyen Van Cang as Deputy General Director in charge of Finance; - Appointing Ms. Nguyen Thi Ngoc Nu as the Chief Accountant; - Dismissed the title of Deputy General Director of Mr. Bui Huu Nhat; - Appointing Mr. Ho Nam Dong as Deputy General Director.
17	810A/2019/YEG/NQ-HĐQT	04/10/2019	Assigned the Chairman of the Board of Directors to perform transactions related to the extension of backup L/C issued by Shinhan Bank Vietnam.
18	21B10/2019/YEG/NQ-HĐQT	21/10/2019	Approve 20% provision for receivables at ScaleLab LLC
19	011C11/2019/YEG/NQ-HĐQT	01/11/2019	- Approving the business report for the first 9 months; - Approving capital use report and adjusted capital use plan; - Approving reports and approval activities of

			the Finance - Investment Committee - Approving the organizational structure of the Company
20	19B12/2019/YEG/NQ-HĐQT	19/12/2019	- Approving the additional provision for 50% of the receivable value from the transfer of shares of ScaleLab LLC; - Approve the policy of establishing a joint venture in Vietnam with a Korean partner to develop the platform for celebrities; - Approving the position policy and salary structure of the Group.

- 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 2019, 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 2019 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

Members of Audit Committee:

- Mr Tran Quoc Bao – Head of Audit Committee
- Mr Lam Quoc Thai – Member
- Mr Nguyen Ngoc Dung – Member
- Ms Le Thi Bich Hang (resigned on 20/3/2019)
- Mr Nguyen Van Nam (designated on 20/03/2019)

Members of Finance - Investment Committee:

- Mr Nguyen Anh Nhuong Tong - Head of Finance - Investment Committee
- Mr Punnya Niraan De Silva – Member
- Mr Vo Thai Phong - Member
- Mr Dao Phuc Tri - Member
- Mr Hoang Duc Trung - Member

Members of Human Resources and Development Committee:

- Mr Ly Truong Chien – Head of Human Resources and Development Committee
- Mr Nguyen Anh Nhuong Tong - Member
- Mr Hoang Duc Trung – 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

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