YEAH1 GROUP CORPORATION	SOCIALIST REPUBLIC OF VIETNAM
---------***---------	Independence - Freedom – Happiness ---------***---------

No: 07/2020/YEG/TT-ĐHĐCĐ

Ho Chi Minh City, March 27th, 2020

PROPOSAL TO

THE 2020 GENERAL MEETING OF SHAREHOLDERS

Approval of the intragroup transactions in 2019 and anticipated transactions in 2020 and to the time of holding Annul General Meeting of Shareholder 2021

To: General Meeting of Shareholders of Yeah1 Group Corporation

Pursuant to:

- *Law on Enterprise No. 68/2014/QH13 was approved by National Assembly of Socialist Republic of Vietnam dated 26/11/2014;*
- *Law on Corporate Income Tax was approved by National Assembly of Socialist Republic of Vietnam dated 03/06/2008;*
- *Charter of Yeah1 Group Corporation;*
- *2019 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 2019 and anticipated intercompany transactions in 2020 and to the time of holding Annul General Meeting of Shareholder 2021 as follows:

1. Approval of the intragroup transactions in 2019

During the year 2019, 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:

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.

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2. Approval of anticipated intercompany transactions in 2020 and to the time of holding Annul General Meeting of Shareholder 2021

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 2020 and to the time of holding Annul General Meeting of Shareholder 2021, 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:

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;

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

i. Other transactions that arise in operation and business.

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).

The Board of Directors respectfully submits to the General Meeting of Shareholders for considerations and approval.

Best regards,

Recipients:

– AGM

– BOD

– Archived

On behalf of the Board of Directors

CHAIRMAN

(signed and sealed)

NGUYEN ANH NHUONG TONG

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