YEAH1 GROUP CORPORATION
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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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No: 10/2019/YEG/TT-ĐHĐCĐ

Ho Chi Minh City, April 22nd, 2019

PROPOSAL TO

THE 2019 GENERAL MEETING OF SHAREHOLDERS

Approval of the Matters Authorized to the Board of Directors

***To*: The General Meeting of Shareholders of Yeah1 Group Corporation**

Pursuant to:

- *The Law on Enterprises No. 68/2014/QH13 approved by the National Assembly on November 26th, 2014 and relevant legal documents;*
- *The Law on Securities No.70/2006/QH11 approved by the National Assembly on June 29th, 2006 and the Law on Securities No. 62/2010/QH12 approved by the National Assembly on November 24th, 2010 amending, supplementing a number of articles of the Law on Securities No.70/2006/QH11;*
- *The Decree No. 71/2017/NĐ-CP approved by the Prime Minister on June 6th, 2017 providing guidelines on corporate governance of public companies and other relevant documents; and*
- *The Charter of Yeah1 Group Corporation.*

Based on the current operation and development strategy of Yeah1 Group Corporation ("the Company"), the Board of Directors ("BOD") has been focusing on a number of mergers and acquisitions, investments and business expansions as well as the restructure of the Group. In order to seize the business opportunities, the BOD would like to propose 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.

Respectfully propose to General Meeting of Shareholders for consideration.

Recipients:
– As mentioned above;
– Archived.

On behalf of Board of Directors
CHAIRMAN

(Signed and Stamped)

NGUYEN ANH NHUONG TONG