

**YEAH1 GROUP
CORPORATION**

-----***-----

No: 11/2020/YEG/TT-DHĐCĐ

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

-----***-----

Ho Chi Minh City, March 27th, 2020

PROPOSAL TO
THE 2020 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 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.
- 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 2020 AGM approval date to the 2021 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.

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