



CAPTURE POTENTIALS BRIGHTEN LIVES

ANNUAL REPORT 2019
NOVALAND GROUP

ABBREVIATIONS

AC	Audit Committee
ACCA	Association of Chartered Certified Accountants
AGM	Annual General Meeting
ASEAN	Association of Southeast Asian Nations
FS	Financial statements
AR	Annual report
CAGR	Compound Annual Growth Rate
EGM	Extraordinary General Meeting of Shareholders
IT	Information Technology
CSR	Corporate Social Responsibility
JSC	Joint Stock Company
GMS	General Meeting of Shareholders
UOM	Unit of Measurement
EBIT	Earnings before interest and taxes
EBITDA	Earnings before interest, taxes, depreciation, and amortization
EPS	Earnings per share
ESG	Environmental, Social and Governance
ESOP	Employee Stock Ownership Plan
GRI	Global Reporting Initiative
BOD	Board of Directors

HNX	Hanoi Stock Exchange
HOSE	Ho Chi Minh City Stock Exchange
IIRC	The International Integrated Reporting Council
M&A	Mergers and acquisitions
NOVALAND NVL	Novaland Group/Group/Company
OECD	Organisation for Economic Co-operation and Development
SD	Sustainable Development
RM	Risk management
CG	Corporate governance
ROA	Return on assets
ROEA	Return on average equity
SGX	Singapore Exchange
CEO	Chief Executive Officer
Co., Ltd.	Limited liability company
HCMC	Ho Chi Minh City
PC	People's Committee
USD	U.S. Dollar
VAT	Value added tax
VND	Vietnam Dong

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MESSAGE FROM THE ANNUAL REPORT



NovaWorld Phan Thiet (Phan Thiet, Binh Thuan)

NOVALAND ON THE JOURNEY OF CAPTURING POTENTIAL AND BRIGHTENING LIVES

In 2019, Novaland continued to affirm our footprint in the Vietnamese real estate market. Besides pivotal investment highlights in Ho Chi Minh City through a series of high-end housing projects such as The Grand Manhattan (District 1), Palm Marina (District 9) and Victoria Village (District 2). In June 2019, Novaland launched the satellite urban area project - Aqua City (Bien Hoa, Dong Nai) with affordable townhouses, villas and shophouses bundled with the location at the Eastern gateway of Hochiminh City and a diversified range of products including townhouse, villa and shophouse. The project is also offering a number of reasonable financial solutions, meeting the increasing needs of the majority of the populations to have a modern and green living lifestyles. All new products were swiftly received by the customers.

Novaland is also actively expediting the NovaWorld Phan Thiet project, a city for health and well-being. Phan Thiet possesses 7 kilometers of coastline and is famous for its deep blue sea, white sand and golden sunshine, connected to a market of 15 million people that will be reached in less than a two-hour drive following the completion of expressway in 2023. This

is a highly distinctive project designed to bring happy, fascinating and peaceful vibes to a high-class community. The value of the project will be further synergized, in a rapid and sustainable manner, by the completion of the expressway, the Phan Thiet International Airport, and complementary amenities. This will be a showcase for further Novaland's tourism destination projects.

The year 2020 will be a challenging year amidst the turbulence of SARS-CoV-2 and changes in the micro and macro landscape; however, Novaland has set out forceful coping and adaptation measures.

The Group's long-term strategy remains unchanged. In the short and medium term, we will focus on projects which aim to meet the practical needs and affordability of the mass customer segments.

Novaland is convinced that "success is not measured by the heights one attains, but by the obstacles one overcomes in its attainment."

Every member of Novaland is committed to remaining engaged and focused to deliver the plan and achieve the set goals.

ACCURACY AND INTEGRITY OF THE 2019 ANNUAL REPORT

With the goal of providing Shareholders, Investors and Related Parties with honest, timely, complete and transparent information on development strategies, corporate governance, operational efficiency, financial status, and outstanding issues, we commit that:

1

The contents presented in the 2019 Annual Report fully meet the requirements in accordance with the provisions on information disclosure of governing agencies and towards higher standards in accordance with international practices.

2

All information and data published in the 2019 Annual Report, including the Integrated Sustainable Development Report are reviewed with prudence. A selected number of sustainable development indicators in 2019 in Chapter 5 of this Annual Report are subject to limited assurance by PwC Co., Ltd. (Vietnam).

3

Information and data presented in the 2019 Annual Report are assured to be consistent with the 2019 Financial Statements audited by PwC Vietnam Co., Ltd.

EFFICIENCY - INTEGRITY - PROFESSIONALISM

The core values that Novaland Group consistently strives toward, serving as the guideline for all activities of all members.

The 2019 Annual Report continues to be prepared as an Integrated Report incorporating with the Sustainable Development Report. In addition to fully meeting the requirements of Circular 155/2015/TT-BTC providing information disclosure guidance in the Stock Market, the 2019 Annual Report follows the following standards:

INTEGRATED
REPORTING <IR>

The International Integrated
Reporting Council (IIRC)

OECD

Corporate Governance Framework of the Organization
for Economic Cooperation and Development (OECD)

ACMF

ASEAN Corporate Governance Scorecard

Global
Reporting
Initiative™

For Sustainable Development Report,
Novaland follows GRI Standards

MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS



Bui Thanh Nhon
Chairman of the Board

Dear Valued Shareholders,

First of all, let me requote Mr. Henry Ford: "When everything seems to be going against you, remember that the airplane takes off against the wind, not with it."

In the 2018 annual report, we talked about the temporary difficulties due to the legal review of projects in Ho Chi Minh City and all looked forward to prompt resolution. In fact, Novaland has cleared legal procedures for many projects but a number of projects still experienced prolonged legal process, which affected our sales progress, commitments to customers, construction progress, revenue streams, profits and reputation of the Company. The bottlenecks in the legal policies related to land administration faced by every business in real estate industry, and Novaland is not an exception to that. We also took initiative in raising these issues to seek support from the authorities at all levels, which was endorsed by Associations and well-heard by line Departments, Ministries, and Government, as evidenced by active resolution to help businesses navigate through difficulties.

Being persistent with our Mission: "Developing Community - Creating Destination - Building Happiness" and core Values: "Efficiency - Integrity - Professionalism", the entire Novaland team have made bold steps towards our goals.

In 2020, as Novaland enters the third year of implementing Phase 2 of our Business Strategy - besides continuing to develop mid- to high-end housing segment on existing land bank in HCMC, we will focus on second home projects and integrated resorts and satellite urban area projects.

In June 2019, Novaland also launched the first satellite urban area project in Dong Nai named Aqua City. This has made a really great debut to our customers. This project is strategically located near Long Thanh airport and at the Eastern gateway of Ho Chi Minh City.

In the second home projects and integrated resort product line, we are finalizing and commencing a series of large-scale impactful projects, such as NovaWorld Mekong (in the Mekong Delta), NovaWorld Phan Thiet and NovaHills Mui Ne Resort &

Villas (in Binh Thuan), NovaWorld Ho Tram (in Ba Ria - Vung Tau), and NovaBeach Cam Ranh Resort Villas (in Khanh Hoa), among others. These projects activate tourism development in key areas, creating new attractions, contributing to the national tourism development strategy, and embracing the international market with Novaland brand name.

In Binh Thuan, Novaland and McKinsey and Company consulting company worked together in developing a Tourism Development Master Plan for Binh Thuan and handed it over to the Provincial People's Committee on November 12, 2019. Accordingly, Binh Thuan province aims to be internationally recognized as a desirable tourist and resort destination for the following purposes: marine tourism & leisure, adventure & sports tourism, health & retreat tourism, Mice tourism (meetings, incentives, conferencing, exhibitions).

Based on the aforesaid development orientations, Novaland has implemented many projects; especially the 1000 ha Novaworld Phan Thiet project, which we call the City of Health and Well-being, of which 1/500 scale plan has been approved. This is an ideal healthcare destination for everyone, every day, from every country. In order for the project to be developed in a sustainable and well considered manner, we have signed and implemented partnership agreement with different partners such as: The PGA of America (the experts on the business and game of golf) and IMG (the world's leading Group in sports, events, media and fashion) to develop golf training programs of international standards, and organizes golf tournaments participated by world famous golfers. In December 2019, Novaland entered into an agreement with the Vietnam Tennis Federation to bring the ATP 250 tournaments to NovaWorld Phan Thiet and provide consultancy to training programs for selecting professional tennis players at the Sports Center in the premise.

We will also work with many partners to develop international standard and insurable healthcare and community health system with the expectation of making a renowned leisure destination for healthcare, beauty and retirement in the region. Firstly, cooperated with Global Plastic Group - a Korean health

care and plastic surgery group with over 30 years of experience in beauty care and plastic surgery. We have also signed a cooperation agreement with Cuban Ministry of Health to advise on the development of the healthcare and community health system at NovaWorld Phan Thiet targeting residential communities in Binh Thuan province and other communities from project sites developed by Novaland. In order for NovaWorld Phan Thiet to become a smart and sustainable leisure city, we cooperate with Military Industry and Telecoms Group (Viettel) to deploy 5G network. The Group also have a centralized data systems installed to ensure stringent security surveillance systems; together with a renewable energy system, smart transportation, green and clean environment, modern waste treatment and water supply facilities. This will be a showcase for Novaland's creating destination projects and differentiates itself by bring happy, fascinating and peaceful vibes to a high-class community; the value of the project will be further synergized, in a rapid and sustainable manner.

Dear Valued Shareholders,

Novaland, aiming at a long-term vision, has set our goals and remain persistent in pursuing them with actionable plans. As a listed company having its convertible bond listed on Singapore Exchange, Novaland always pays attention to the interests of our shareholders through efficient and sustainable business operations, aspiring to be the most transparent listed company.

Novaland is also one of the few pioneering companies to apply advanced corporate governance model. At present, Novaland has established a number of BOD Committees, including Audit Committee, Human Resources Committee, Remuneration Committee, and Development Policy Committee. Novaland Board of Directors also ensures the monitoring criteria where 2/5 members of the Board are independent BOD member and a Sustainable Development Council with talented and experienced members. Going far and beyond, with the sustainable development strategy, Novaland constantly keeps updated with international practices and trends, and is currently aspiring towards the 17 Sustainable Development Goals of the UN. Corporate governance works heads for international standards such as the OECD's Principles of Corporate Governance and the ASEAN Corporate Governance Scorecards. Novaland has invested millions of dollars to deploy the Enterprise Resource Planning System (SAP - ERP), which effectively supports operation management and ensures the standards of information security and control; applying technology; building a scientific, effective and professional corporate management system according to international standards. Novaland has implemented the plan, targeting the goal of 30% of employees working remotely, online meeting rooms, facial recognition cameras, smart offices, etc.

Regarding effort to create the best workplace, the Board of Directors and the Board of Management continue to restructure and coordinate with KPMG Vietnam Co., Ltd. to implement the Improvement Project - Improving Management and Working Environment to align with international advanced practices and enhance team cohesion.

Novaland is working with a consulting company to adjust personnel and remuneration policies in the higher end when benchmarked to the market; focusing on the support, training and promotion for each employee; establishing a 360° performance review system, and developing a reward policy that recognize accountable and loyal employees who truly present the Company's Core Values. Representatively, the NovaClub Membership program with benefits such as holiday home giveaway, health care for the whole family, company sponsored tuition to the end of high school for up to 2 children, etc.

Being persistent and consistent with the strategy and goals set out, Novaland has incorporated and integrated Sustainable Development aspects in the overall operation; ensuring harmony between growth and environmental objectives and benefits, while improving corporate social responsibility. In the recent years, Novaland Group has continued to contribute more than VND 350 billion to the community, prioritizing the implementation of programs that have long-term impact on the community development. Many cases in hand to be cited, such as supporting the "Clean water for schools" program, accompanying the female basketball team of the HCMC women's basketball federation, awarding thousands of scholarships to studious students in Quang Tri, Quang Nam, Binh Thuan, Ben Tre, Dong Thap provinces and HCMC, etc. Joint efforts have been made to develop infrastructure like building rural bridges and schools, offering houses of gratitude as a token of appreciation. Hundreds of these activities were participated by Novaland Group's employees, customers and partners.

Dear Valued Shareholders,

2020 will be a challenging year amidst the turbulence of the current epidemic and changes in micro and macro landscape; however, we have set out drastic coping and adaptation measures. The Group's long-term strategy remains unchanged. In the short and medium term, we will focus on projects whose products aim to meet practical needs and affordability of the customers. We will work with different partners in a series of financial solutions, optimize operating expenses and closely manage cash flows, among others.

Novaland is convinced that: "Success is not measured by the heights one attains, but by the obstacles one overcomes in its attainment."

Every member of Novaland is committed to remaining engaged and focused to deliver the plan and achieve our common goals.

Thank you for your trust and continual companionship.

Bui Thanh Nhon

Chairman of the Board

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER



Bui Xuan Huy
Chief Executive Officer

To our valued Shareholders, Business Partners, and Investors,

Last year, we maintained three core products as part of our Phase 2 strategy: Residential projects in HCMC; Satellite urban area projects; and second home projects and integrated resorts in well-connected locations with great tourism potential.

These plans perfectly align with our vision: "To be a leading economic group in Real Estate - Finance - Tourism Destinations - Transport Infrastructure."

Every new project delivered by Novaland must abide by strict rules: they shall be joint efforts with professional consultants and supervisors, coexist with local tourism development strategies, and carry out responsible investment plans to benefit both the firm and the community. These goals have received support and appreciation from local governments, as well as clients, on our journey to build "Perfect Destinations."

The co-development plans will be further exploited in 2020 and following years to turn these projects into real "destinations," generating stable revenue for the Group and contributing to the local tourism industry. One of Novaland's competitive edges is a substantial land bank of 4,894 ha that will accommodate growth for the next ten years. Nevertheless, Novaland has never stopped seeking to expand this reserve. In 2020, we expect to continue launching central real estate projects in HCMC, satellite urban development in Aqua City - Eco Smart City in Dong Nai, as well as second home residences & integrated resorts in NovaWorld Phan Thiet and NovaWorld Ho Tram. In particular, the NovaWorld Phan Thiet project will be expedited to become a destination for hospitality, shopping, entertainment, education and healthcare in line with the spirit of a city for health and well-being.

Ranked among the VN30 group and having its convertible bond listed on the Singapore exchange, Novaland is a trusted Vietnamese brand in the international capital market. In the fourth quarter of 2019, Novaland obtained a credit line worth US\$600 million from Credit Suisse, of which we have managed to disburse US\$309 million. The remaining US\$291 million is available credit to fund operating activities in 2020.

We also expect to expand the Group's team significant size in order to accommodate long-term plans. We will also continue to seek quality resources while partnering with tertiary educational institutions to nurture local resources.

Additionally, Novaland will foster an environment to create the best workplace through a phased compensation and retention roadmap: short-term, medium-term and long-term. In the short run, remuneration policies are designed to be market-competitive. In the medium and long run, training, coaching, and ESOP programs are targeted for outstanding managers.

Remarkably, in 2019, Novaland launched NovaClub Membership, a unique initiative of Novaland Group. As a member you will be entitled to numerous benefits. All remuneration policies are aimed at building an engaged team living the Group's values of Efficiency - Integrity - Professionalism.

Novaland is creating the right track for our strategy: a centralized approach, clear business strategy, stable land bank, sound financial structure, robust risk management and law compliance; and strengthening competency to compete internationally as a Vietnamese brand.

We thank our valued Shareholders, Partners and Investors for your trust and prolonged cooperation, and firmly believe in our longstanding alliance in the time to come.

Respectfully,

Bui Xuan Huy
Chief Executive Officer

01 | OVERVIEW



ABOUT NOVALAND GROUP



Novaland Office Building (D.1, HCMC)

NO VA LAND INVESTMENT GROUP CORPORATION (NOVALAND GROUP)

Head office	Novaland Office Building, 65 Nguyen Du, Ben Nghe Ward, District 1, Ho Chi Minh City
Phone	+84 906 353 838
Website	www.novaland.com.vn
Charter capital	VND9,695,407,970,000 (as at December 31, 2019)
Ticker symbol	NVL
Independent Auditing Firm	PwC (Vietnam) Limited
Business registration certificate No.	0301444753
Main business lines	Trading in properties and land use rights which are under our ownership, use right or from leases with an industry code of 6810 as defined in the VSIC (Vietnam Standard Industrial Classification) (under Article 10.1 of the Law on Trading of Properties)



VISION

NOVALAND IS A LEADING ECONOMIC GROUP IN
REAL ESTATE - FINANCE - TOURISM - INFRASTRUCTURE DEVELOPMENT

MISSION

DEVELOPING COMMUNITY - CREATING DESTINATION - BUILDING HAPPINESS

CORE VALUES

EFFICIENCY - INTEGRITY - PROFESSIONALISM

Founded on September 18, 1992, Novaland Group has grown to become a leading Property Developer in Vietnam. After over 25 years, Novaland now owns a diversified portfolio of over 40 projects and land bank that we have developed and operated, including apartments, villas, mall, Office-tel, etc., a substantial land bank at prime locations in Ho Chi Minh City, Dong Nai, and 5 hospitality real estate projects in major cities/provinces.

In our business strategy for the period of 2018 - 2025, Novaland further focuses - investment and development in the mid-to-high-end segments. Novaland currently owns and is seeking to deploy a land bank of 4,894 ha for 03 key product lines - housing projects in Ho Chi Minh City, satellite townships in Dong Nai, and hospitality projects in major tourism cities, including: Can Tho, Ba Ria – Vung Tau, Phan Thiet – Binh Thuan, Ninh Thuan, Cam Ranh – Khanh Hoa, etc.

In 2019, Novaland revised our vision towards comprehensive and complementary development: "To be a leading economic group in Real Estate - Finance - Tourism Destination - Transport

Infrastructure". In the near future, Novaland will further focus on multiple categories of property and develop tourism and transport infrastructure to support real estate. Beyond that, Novaland will expand financial activities, including financial investment, home loans, investment funds, trust funds, etc.

Given our centralization approach, clear business strategy, stable land bank, sound financial structure, robust risk management and rule of law, Novaland always manages to produce long-term contribution to the society. With Efficiency, Integrity and Professionalism as core values of our people, Novaland expects to achieve outstanding and stable growth in the next five years. Novaland holds a strong belief that, when driven by our mission - "Developing community, Creating destination, Building happiness", Novaland's success will definitely bring valuable products to the society. And Novaland will be widely recognized as a national brand that reaches far beyond international standards and actively contribute to the sustainable development of the country.

ESTABLISHMENT AND DEVELOPMENT HISTORY

1992

Incorporated
Thanh Nhon
Commercial
Company Limited



2009

Launched Sunrise City
(District 7, HCMC)



2007

Restructured and
consolidated the
companies into 2
Groups:

ANOVA Group: Animal
feed, factory farm,
veterinary medicine,
vaccine, organic food

Novaland Group: Real
estate business



2012

Launched Tropic Garden
Residence (District 2, HCMC)



2013

Launched The Prince Residence
(Phu Nhuan District, HCMC)

2014

Launched 09 new
projects in HCMC:

Central Area:
Galaxy 9 Residence,
Icon 56,
Rivergate Residence,
The Tresor Residence.

Eastern Area:
Lexington Residence,
Lucky Dragon Residence.

Southern Area:
Lucky Palace.

Western Area:
GardenGate Residence,
Orchard Garden.



2015

Handed over 07 projects:

Galaxy 9 Residence,
Icon 56,
Lexington Residence,
Tropic Garden Residence,
Lucky Dragon Residence,
Sunrise City,
The Prince Residence

Launched 11 new projects in
HCMC:

Eastern Area:
The Sun Avenue Residence,
Golf Park Residence,
Wilton Tower.

Southern Area:
Sunrise Cityview,
Sunrise Riverside.

Western Area:
Golden Mansion,
Kingston Residence,
Orchard Parkview,
The Botanica,
Richstar,
The Park Avenue*.

2016

Launched 05 new projects in HCMC:

Central Area:
Saigon Royal Residence,
Madison*.

Eastern Area:
Lakeview City



Western Area:
Newton Residence,
Botanica Premier.

Officially listed on Ho Chi Minh
City Stock Exchange



2017

Handed over 07 projects:

Rivergate Residence,
The Tresor Residence,
Lakeview City,
Lucky Palace,
GardenGate Residence,
Kingston Residence,
Orchard Garden

Developed second home
residences & integrated resorts:
Azerai Can Tho Resort (Phase 1)



2018

Handed over 08 projects:

Wilton Tower,
The Sun Avenue Residence,
Saigon Royal Residence,
Golden Mansion
(low-rise section),
Newton Residence,
RichStar,
Orchard Parkview,
Sunrise Riverside.

Launched Azerai Can Tho Resort

Introduced 04 projects in HCMC,
Binh Thuan and Khanh Hoa:

Central real estate:
The Grand Manhattan
(District 1, HCMC),
Victoria Village
(District 2, HCMC).

Second home residences &
integrated resorts:

NovaHills Mui Ne Resort & Villas
(Phan Thiet, Binh Thuan)



NovaBeach Cam Ranh Resort &
Villas (Cam Ranh, Khanh Hoa)

Successfully raised US\$570
million and listed convertible
bond on Singapore Stock
Exchange (SGX).

Total Assets: VND69,123 billion

Charter Capital: VND9,373 billion

2019

Launched 5 new projects:

Housing projects in HCMC:
Palm Marina
(Phase 1 - District 9, HCMC)

Satellite townships:
Aqua Ecological City
(Dong Nai).



Second home residences &
integrated resorts:

NovaWorld Phan Thiet (Phase 1)

NovaWorld Ho Tram
(Phase 1)

Successfully secured a credit line
of up to US\$600 million through
3 disbursement tranches from the
prestigious international financial
institution, Credit Suisse AG
(Singapore)

Total Assets:
VND89,979 billion

Charter Capital:
VND9,695 billion

Landbank and
under research:
4,894ha



(*) Co-developed project

BUSINESS PERFORMANCE HIGHLIGHTS FOR 2019

89,979 VND BILLION

TOTAL ASSETS
↑ UP BY 30% Y.O.Y

3,387 VND BILLION

NET PROFIT AFTER TAX
↑ UP BY 3% Y.O.Y

57,688
VND BILLION

MARKET CAPITALIZATION
(as at December 31, 2019)

600
USD MILLION

SUCCESSFULLY OBTAINED A
CREDIT LINE IN 2019

~78
VND BILLION

CONTRIBUTED TO COMMUNITY
SUPPORT AND DEVELOPMENT
EFFORTS

24,461
VND BILLION

OWNER'S EQUITY
↑ UP BY 22% Y.O.Y

9,695
VND BILLION

CHARTER CAPITAL
↑ UP BY 3% Y.O.Y

23

PROJECTS HANDED OVER AND
UNDER DEVELOPMENT

ONE OF THE CONSTITUENT STOCKS
OF THE VIETNAM SUSTAINABLE
DEVELOPMENT INDEX (VNSI)

10,931 VND BILLION

NET REVENUE

6,466 VND BILLION

CASH AND CASH
EQUIVALENTS

TOP 10

BEST ANNUAL REPORTS
within The top listed companies
award organized by HOSE, HNX and
Investment review.

TOP 5

BEST SUSTAINABILITY REPORTS
As part of an annual contest among listed
companies jointly organized by Ho Chi
Minh Stock Exchange (HOSE), Hanoi Stock
Exchange (HNX) and Investment Review.

TOP 2

A LISTED HOUSING DEVELOPER
WITH THE 2ND LARGEST
MARKET CAP ON HOSE
(calculated by market cap)



2019 IN BRIEF



Actively responding the Marine Protection Program in Binh Thuan



Victoria Village back ground (D.2, HCMC)



Signing ceremony with Hai Au company



2019 Annual General Meeting

- JANUARY**
1
- 04/01:** Signed contract with Hoa Binh Construction Group and Ricons Construction Investment Joint Stock Company to develop NovaBeach Cam Ranh Resort & Villas project (Cam Ranh, Khanh Hoa); NovaHills Mui Ne Resort & Villas project (Phan Thiet, Binh Thuan). Signed contract with Mesa Group & Mylife Company to develop F&B system at the Tourism, Hospitality, and Recreation Complexes developed by Novaland.
 - The Grand Manhattan project won the 'Best of the Best' award by Robb Report.
 - 26/01:** Carried out community engagement, response to calls for marine environment protection and introduction of professional trash rakes in Phan Thiet, Binh Thuan.
 - 18/01:** Collaborated with Vietnam Television (VTV) to deliver the "Memory of Vietnam" program to awaken historical awareness and pride among the youth to be more appreciative of the present.
 - 24/01:** Received the "Best Vietnam equity-linked deal" as part of the "The Asset Triple A Country Awards 2018" by The Asset magazine.
 - January Charity Agenda:** Presented Tet gifts to people in hardship in localities across the country (Long Khanh, Hong Ngu communes in Dong Thap; Phu Yen; HCMC).

- FEBRUARY**
2
- 14/02:** Launched the commercial property project of Victoria Village (District 2, Ho Chi Minh City).



Victoria Village back ground (D.2, HCMC)

- MARCH**
3
- 07/03:** Signed the strategic agreement with Hoa Sen University for human resources training to implement phase 2 development strategy, focusing on two core businesses of real estate and tourism services. Signed the strategic agreement with Hai Au Investment and Trading Joint Stock Company for helicopter services (sightseeing, rescue, transport) under the Group's tourism and property projects.
 - 15/03:** Named among the Top 10 prestigious Property Developers in 2019 by Vietnam Report and Vietnamnet Newspaper.
 - 17/03:** Launched Parkview tower, a new component of the Grand Manhattan project (District 1, Ho Chi Minh City).
 - 23/03:** Signed the strategic agreement with Phan Thiet University in human resources training.

Grand Manhattan project won the "Green and Smart Project" and NovaHills Mui Ne Resort & Villas project won the "High-class hospitality project" award by the Investment Review readers.

Launched the NovaWorld Phan Thiet Tourism, Hospitality, and Recreation Complex on 1,000 hectares in Phan Thiet City, Binh Thuan

Introduced the show villas for the NovaBeach Cam Ranh Resort & Villas project at Novaland Model House Complex, 26 Mai Chi Tho (District 2, Ho Chi Minh City).

- APRIL**
4
- 01/04:** As a token of appreciation for Novaland Group's pioneer efforts, HCMC University of Technology signed an MoU on technical assistance for the "Clean Water for School" - an effective community program as part of an initiative by the former State President Truong Tan Sang and founder Pham Phu Ngoc Trai.
 - 06/04:** Partnered with The Leader to organize "Tourism Property" forum 2019.
 - 17/04:** Partnered and sponsored VND1 billion for the program "CIC Startup Ideas 2019" organized by Vietnam National University, Ho Chi Minh under the support of Ho Chi Minh City Department of Science and Technology.
 - 26/04:** Successfully held the 2019 Annual General Meeting, attended by over 90% of the voting shareholders.

2019 IN BRIEF



The Grand Manhattan (D.1, HCMC)



Novaland Expo 2019 with more than 12,000 visitors



Top 5 Working place in Asia 2019



Launching real estate trading floor and Model Villa at NovaBeach Cam Ranh (Cam Ranh - Khanh Hoa)

MAY
5

- 14/05: Launched Riverview tower, a new component of the Grand Manhattan project (District 1, Ho Chi Minh City).
 - 15/05: Partnered with Cafeland newspaper to organize "Workshop on emerging trends and investment opportunities in hospitality real estate for the second half of 2019".
 - 28/05: Partnered with Thanh Nien newspaper to organize the workshop "Investment for big and sustainable profits"
- Azerai Can Tho Resort (Can Tho City) won the Luxury Classic/Heritage Hotel and Luxury Sustainable Hotel award as one of the recognitions of Asia Pacific Hotel Awards.
- Partnered with Central Committee of the Vietnam Student Association, Tuổi Trẻ News, Ho Chi Minh City and Viet Vision Company in the program "Peace Story No. 7 themed Truong Son Road - A Peace Road.

JUNE
6

- 02/06: Launched NovaWorld Ho Tram Tourism, Hospitality, and Recreation Complex (Ho Tram - Binh Chau, Ba Ria Vung Tau).
 - 14-16/06: Organized the Novaland Expo to attract over 12,000 visitors.
 - 14/06: Partnered with VnExpress to organize the workshop "hospitality real estate market - Any opportunity for second home products".
 - 14/06: Introduced the NovaLoyalty program.
 - 14/06: Launched the Aqua City as an Eco city project - phase 1 - 112 ha (Bien Hoa, Dong Nai).
 - 27/06: Won the Top 50 most efficient companies in Vietnam organized by Nhip cau Dau tu Review.
- Partnered with and sponsored Ho Chi Minh Basketball Team for 5 years in an amount of VND10 billion.

JULY
7

- 05/07: Started construction of Long Khanh A3 Primary School (as one of Co Nhe School schools) in Long Khanh A Commune, Hong Ngu District, Dong Thap Province.
 - 10/07: Won the Top 51 "Best workplace in Asia 2019" by HR Asia - the leading Human Resources magazine in Asia.
 - 25/07: Won the Dot Property Vietnam Awards 2019 for Best Developer. The Grand Manhattan Project (District 1, Ho Chi Minh City) won the Best Luxury Mixed-Use Development Vietnam 2019 award. NovaWorld Phan Thiet project won the Best Innovative Resort Landscape Architectural Design Vietnam 2019.
- Novaland's NVL shares continued to be included in the VNSI Sustainable Development Index in July 2019.
- 26/07: Signed an MoU to donate VND10 billion over 3 years (2019 - 2021) to the Development Fund of Vietnam National University, Ho Chi Minh City in support of the university's education activities.

AUGUST
8

- 09/08: Among Top 3 listed companies honored for best investor relations by financial institutions in 2019 (Large Cap group) by Vietstock in collaboration with the Financial and Electronic Life newspaper - FiLi.vn (a press agency under the Vietnam Association of Financial Executives).
 - 30/08: Contributed VND2 billion to the "Drinkable water for schools" program, completed the installation and launched operation of 75 drinking water filters and 273 rainwater tanks for 75 schools in Ba Tri district, provided nationally standardized clean drinking water to nearly 35,000 teachers - students.
 - 31/08: Launched the Real Estate Exchange & Show Villas for NovaBeach Cam Ranh in Cam Ranh - Khanh Hoa.
- Listed among the Top 50 leading brands 2019 by the Forbes.

2019 IN BRIEF



Signing ceremony with The Professional Golfers' Association of America (The PGA of America), IMG & Accor Hotels Group



Launching Novaland Dong Nai Trading Floor

SEPTEMBER
9

- 07/09: Paid visits, engaged in leisure activities and presented gifts to over 500 children at orphanages and schools for special needs in Districts: No. 3, 6, 10, 12, Tan Phu District, Binh Thanh District...
- 14/09: Launched Novaland Real Estate Center at 63 - 65 Ngo Thi Nham, Hai Ba Trung District, Hanoi.
- 18/09: Celebrated 27th anniversary of Novaland Group's establishment.
- 22/09: Partnered with Binh Thuan province to organize the 2019 Investment Promotion Conference in the province.
- 22/09: Signed the strategic agreement with The Professional Golfers' Association of America (The PGA of America) and International Management Group (IMG - a global leader in sports, fashion, events and media); and Accor as the French leading hospitality hotel group (with a world famous brand portfolio to include Sofitel, Pullman, Mercure, Ibis, etc.).
- 22/09: Presented a donation of VND3 billion for the "Drinkable water for schools" program in Binh Thuan province.
- 26/09: Signed the cooperation agreement with Deutsche Investitions - und Entwicklungsgesellschaft mbH (DEG) for development of Azerai Can Tho Resort (Con Au, Can Tho). Also, DEG signed a Memorandum of Understanding on the provision of consulting services for travel quality standards of NovaWorld brand.

OCTOBER
10

- 10/10: Recognized as one of Outstanding Vietnamese Business Organizations in Asia at the 13th Asia Pacific Entrepreneurship Awards 2019 (APEA).
- 12/10: Launched and started operation of the Novaland Dong Nai Real Estate Center, located at Aqua City as an Eco smart city, Bien Hoa and Dong Nai.
- 17/10 & 24/10: Awarded VND2 billion to the National Fund "For the Poor" and VND500 million to the Ho Chi Minh Fund "For the Poor".
- 26/10: Introduced NovaWorld Phan Thiet Tourism, Hospitality, and Recreation Complex to Hai Phong customers.



"Best Vietnam Enterprise Asia 2019" at Asia Pacific Entrepreneur Awards

2019 IN BRIEF



Top 10 Sustainable Businesses 2019



Signing ceremony with Vietnam Tennis Federation (VTF)

NOVEMBER
11

- 02/11: Launched Aqua City's The Elite (Dong Nai).
- 05/11: Presentation by Novaland Group on "The most popular second home model among Vietnamese" at the "Investment Conference" organized by Investment Bridge Magazine.
- 07/11: Partnered with the Forbes in the Vietnam Real Estate Conference 2019 with the theme: "In quest of market equilibrium".
- 08/11: Partnered, for the third time in a row, with Operation Smile in the fund raising party titled "The color of smiles".
- 09/11: Partnered with the Business Association of High-Quality Vietnamese Products in the Mekong Connect 2019.
- 12/11: Novaland and McKinsey & Company handed over the Tourism Development Plan for Binh Thuan Province to 2025, vision to 2030, to the Provincial People's Committee.
- 15/11: Through the Saigon Times Foundation (STF), Novaland Group awarded 180 Nhe Teacher scholarships to hard working and poor students, and contributed to the Study Promotion Fund of 8 schools in Long Khanh A and Long Khanh B communes, Hong Ngu district, Dong Thap province.
- 26/11: Launched SOHO Residence apartment project (District 1, Ho Chi Minh City).
- Listed among the Top 10 Sustainable Businesses 2019 in the ceremony to honor the Top 100 Sustainable Businesses 2019 organized by the Vietnam Business Council for Sustainable Development (VBCSD) - Vietnam Chamber of Commerce and Industry (VCCI).
- 27/11: Named among the Top 10 Best Annual Reports, Top 5 Best Sustainability Reports as part of an annual contest among listed companies jointly organized by Ho Chi Minh Stock Exchange (HOSE), Hanoi Stock Exchange (HNX) and Investment Review.

DECEMBER
12

- 04-08/12: Novaland Expo as a real estate exhibition with the cooperation of 40 strategic partners, attracting nearly 20,000 visitors.
- 04/12: Organized the workshop "Second home investment and management in Industry 4.0 era"
- 04/12: Launched Aqua City's The Stella (Dong Nai).
- 07/12: Organized the workshop on Eco smart cities - "A green and sustainable living solution" - in coordination with Vnexpress.
- Organized the seminar "Golf for health and beauty".
- 08/12: Organized the workshop "Live green" - in coordination with Beautiful Magazine.
- Introduced the Nova MClub with the first two elite members.
- 13/12: Won the 2019 Developer of the Year award at Dot Property Southeast Awards 2019. NovaWorld Phan Thiet hospitality real estate Project won the Best Entertainment and Tourism Complex 2019 award.
- 27/12: Signed the strategic agreement with Vietnam Tennis Federation (VTF) for advice, organization and operation of ATP 250 tournaments and other domestic and international championships at NovaWorld Phan Thiet; as well as advice on selection and training of professional athletes at NovaWorld Phan Thiet Sports Center. Novaland sponsors construction expenses for facilities, courts and stadiums as well as training costs of professional tennis players for these prestigious tournaments.



Novaland Expo attracted 40 strategic partners, over 20,000 visitors

5 YEAR FINANCIAL
PERFORMANCE IN REVIEW

BALANCE SHEET							
Unit: VND billion	2015	2016	2017 (represented)	2018 (represented)	2019	Yoy increase (decrease) 2019/2018 (%)	CAGR 2015-2019 (%)
Short-term assets	18,133	30,289	40,345	50,081	71,195	42	41
Cash and cash equivalents	3,859	3,337	6,639	12,315	6,466	(47)	14
Short-term investments	819	965	513	96	466	385	(13)
Short-term receivables	6,059	9,636	6,863	5,621	5,894	5	(1)
Inventories	7,159	15,790	25,471	31,123	57,206	84	68
Other current assets	237	561	859	926	1,163	26	49
Long-term assets	8,437	6,238	8,274	19,041	18,784	(1)	22
Long-term receivables	3,306	912	654	255	371	45	(42)
Fixed assets	88	149	290	756	840	11	76
Investment properties	1,083	1,945	2,945	3,057	3,798	24	37
Long-term assets in progress	1,069	285	361	430	850	98	(6)
Long-term investments	1,585	375	1,193	7,703	5,744	(25)	38
Other long-term assets	1,306	2,572	2,831	6,840	7,181	5	53
TOTAL ASSETS	26,570	36,527	48,619	69,122	89,979	30	36
Liabilities	20,475	26,480	35,865	49,152	65,518	33	34
Short-term liabilities	13,354	15,011	22,594	27,995	18,810	(33)	9
Long-term liabilities	7,121	11,469	13,271	21,157	46,708	121	60
Owner's equity	6,095	10,047	12,754	19,970	24,461	22	42
TOTAL RESOURCES	26,570	36,527	48,619	69,123	89,979	30	36

INCOME STATEMENT							
Unit: VND billion	2015	2016	2017 (represented)	2018 (represented)	2019	Yoy increase (decrease) 2019/2018 (%)	CAGR
							2015-2019 (%)
Net revenue from sales of goods and rendering of services	6,673	7,359	11,634	15,290	10,931	(29)	13
Cost of sales	(5,333)	(5,776)	(8,377)	(10,132)	(7,779)	(23)	10
Gross profit from sales of goods and rendering of services	1,340	1,583	3,257	5,158	3,152	(39)	24
Net financial income	(105)	1,408	(382)	683	(1,068)	(256)	79
Selling and General and Administrative expenses	(599)	(807)	(925)	(1,152)	(1,492)	30	26
Net operating profit	636	2,184	1,950	4,689	592	(87)	(2)
Net other income/expenses	(28)	6	21	(3)	3,680	(122,767)	N/A
Net accounting profit before tax	608	2,190	1,971	4,686	4,272	(9)	63
Business income tax	(166)	(531)	(402)	(1,407)	(885)	(37)	52
Net profit after tax	442	1,659	1,569	3,279	3,387	3	66

FINANCIAL PERFORMANCE INDICATORS							
	Unit	2015	2016	2017 (represented)	2018 (represented)	2019	Increase (Decrease) 2019/2018 (%)
LIQUIDITY RATIOS							
Cash ratio	Times	0.29	0.22	0.29	0.44	0.34	(22.7)
Current ratio	Times	1.36	2.02	1.79	1.79	3.79	111.7
Quick ratio	Times	0.82	0.97	0.66	0.68	0.74	8.8
CAPITAL STRUCTURE RATIOS							
Borrowing and finance lease liabilities to Owner's Equity ratio	Times	1.31	1.34	1.41	1.40	1.41	0.7
Borrowing and finance lease liabilities to Total Assets ratio	Times	0.30	0.37	0.37	0.40	0.38	(5.0)
CAPACITY RATIOS							
Account receivable turnover	Turnover	0.99	0.74	1.29	2.28	1.80	(21.1)
Asset turn over	Turnover	0.31	0.23	0.27	0.26	0.14	(46.2)
Inventory turnover	Turnover	0.70	0.50	0.41	0.36	0.18	(50.0)
PROFITABILITY RATIOS							
Earnings before interest and taxes (EBIT)	%	11	11	20	26	15	(42.3)
Earnings before tax, interest, depreciation and amortization (EBITDA)	%	12	14	24	29	24	(17.2)
Gross profit margin	%	20	22	28	34	29	(14.7)
Return on Assets (ROA)	%	2	5	4	6	4	(33.3)
Return on Equity (ROE)	%	9	21	14	20	15	(25.0)
Net profit margin	%	7	23	13	21	31	47.6
Net operating profit to Net revenue ratio	%	10	30	17	31	5	(83.9)

RECONCILIATION PROFIT AND LOSS BETWEEN VAS AND IFRS

No.	Description	Unit: VND
I	Profit after tax under VAS	3,387,322,101,911
II	IFRS adjustments	
1	Reversal of allocated goodwill	819,723,509,670
2	Recognition of goodwill impairment	(171,048,833,124)
3	Difference in gain of disposal of subsidiaries	103,483,956
4	Difference in recognition of expenses when issued shares under ESOP	(921,998,225,734)
5	Financial income / financial expense arising from recognition lendings/borrowings according to amortised cost	(547,418,922,933)
6	Difference in income of apartments leasing for 50 years when recognised in whole	1,373,266,527
7	Difference in operating lease assets in accordance with IFRS 16	(7,440,166,768)
8	Net fair value gains/(losses) on financial assets at fair value through profit or loss	190,646,925
9	Deferred tax income arising in the year	110,659,035,247
III	Profit after tax under IFRS	2,671,465,895,677





40⁺

RESIDENTIAL PROJECTS IN PRIME LOCATIONS OF HCMC

1⁺

SATELLITE TOWNSHIP PROJECTS

5⁺

SECOND HOME PROJECTS & INTEGRATED RESORTS *

~60,000

COMPLETED AND DEVELOPING UNITS

260,000⁺

CUSTOMERS

* Including landbank

Rivergate Building (District 4, Ho Chi Minh City)

PROJECT PORFOLIO

1. HOUSING PROJECT IN HCM CITY												
No.	Project name	Developer	Type of business entity	Novaland's ownership ratio (%)	Product type		Location	Land area (m²)	Total portfolio	Absorption rate %	Launching	Expected handover
DỰ ÁN ĐÃ HOÀN THÀNH, ĐÃ BÀN GIAO VÀ ĐANG BÀN GIAO: 23												
1	Sunrise City	No Va Land Investment JSC.	Subsidiary	99.91	Apartment, Office-tel, Commercial, Parking		District 7	51,261	2,711	99.0	- Phase 1: Q2/2009 - Phase 2: Q2/2011 - Phase 3: Q1/2013	- Phase 1: Handed over since Q3/2012 - Phase 2: Handed over since Q4/2014 - Phase 3: Handed over since Q4/2015
2	Lucky Palace	Nova Lucky Palace Co., Ltd.	Subsidiary	100.00	Apartment, Commercial		District 6	3,876	564	98.4	Q3/2014	Handed over since Q2/2017
3	Sunrise Riverside	Nova Riverside Real Estate Co., Ltd.	Subsidiary	99.97	Apartment, Office-tel, Commercial		Nha Be district	39,305	3,327	88.8	Q3/2015	Handed over since Q3/2018
4	Lakeview City	The 21st Century International Development Co., Ltd.	Subsidiary	98.96	Township		District 2	301,060	960	99.7	Q2/2016	- Phase 1: Handed over since Q1/2017 - Phase 2: Handed over since Q2/2017 - Phase 3: Handed over since Q2/2018
5	Lexington Residence	Nova Lexington Real Estate JSC.	Sold Q3/2017		Apartment, Office-tel, Office, Commercial		District 2	19,928	1,493	99.8	Q1/2014	Handed over since Q4/2015
6	Tropic Garden Residence	Novaland Group			Apartment, Commercial		District 2	25,028	814	99.8	- Phase 1: Q3/2012 - Phase 2: Q3/2014	- Phase 1: Handed over since Q2/2014 - Phase 2: Handed over since Q2/2016
7	The Sun Avenue Residence	Gia Phu Real Estate Co., Ltd.	Subsidiary	99.99	Apartment, Office-tel, Commercial		District 2	38,073	2,893	99.5	Q1/2015	Handed over since Q3/2018
8	Lucky Dragon Residence	Novaland Group			Apartment, Townhouse		District 9	9,024	149	98.7	Q2/2014	Handed over since Q4/2016
9	Wilton Tower	Phuong Dong Building JSC.	Subsidiary	99.88	Apartment, Office-tel, Commercial		Binh Thanh District	7,169	561	99.6	Q3/2015	Handed over since Q2/2018
10	Galaxy 9 Residence	Binh An Real Estate Investment Development JSC.	Sold Q3/2017		Apartment, Office, Commercial		District 4	6,228	523	100	Q1/2014	Handed over since Q4/2015
11	Icon 56	Novaland Group			Apartment, Commercial		District 4	2,904	313	99.7	Q1/2014	Handed over since Q4/2015
12	Rivergate Residence	Nova Rivergate Co., Ltd.	Subsidiary	99.77	Apartment, Office-tel, Office, Commercial		District 4	7,069	1,337	84.0	Q4/2014	Handed over since Q3/2017
13	The Tresor Residence	Nova Phuc Nguyen Real Estate Co., Ltd.	Subsidiary	99.89	Apartment, Office-tel, Office, Commercial		District 4	5,780	718	99.9	Q4/2014	Handed over since Q3/2017
14	Saigon Royal Residence	Nha Rong Investment and Trade JSC.	Subsidiary	99.97	Apartment, Office-tel, Commercial		District 4	6,669	774	98.8	Q2/2016	Handed over since Q4/2018
15	GardenGate Residence	No Va Festival Corporation	Subsidiary	94.02	Apartment, Office-tel, Commercial		Phu Nhuan District	4,887	420	99.5	Q4/2014	Handed over since Q2/2017
16	Kingston Residence	Nova Princess Residence JSC.	Subsidiary	99.90	Apartment, Office-tel, Office, Kindergarten		Phu Nhuan District	4,604	402	97.3	Q2/2015	Handed over since Q4/2017
17	Orchard Garden	Novaland Group			Apartment, Office-tel		Phu Nhuan District	4,303	428	99.8	Q4/2014	Handed over since Q1/2017
18	The Prince Residence	The Prince Residence JSC.	Subsidiary	99.81	Apartment, Office-tel, Commercial		Phu Nhuan District	4,644	506	99.2	Q1/2013	Handed over since Q4/2015
19	Golden Mansion	Nova Sagel Co., Ltd.	Subsidiary	83.81	Residential Complex, Commercial		Phu Nhuan District	15,129	727	99.7	Q3/2015	Handed over since Q2/2018
20	Orchard Parkview	Nova Nam A Co., Ltd.	Subsidiary	92.71	Apartment, Office-tel, Commercial, Kindergarten		Phu Nhuan District	9,184	526	98.7	Q3/2015	Handed over since Q4/2018

No.	Project name	Developer	Type of business entity	Novaland's ownership ratio (%)	Product type		Location	Land area (m²)	Total portfolio	Absorption rate %	Launching	Expected handover
21	Newton Residence	Merufa-Nova Co., Ltd.	Subsidiary	99.88	Apartment, Office-tel, Office		Phu Nhuan District	2,807	253	94.9	Q2/2016	Handed over since Q4/2018
22	Richstar	Nova Richstar JSC.	Subsidiary	99.98	Apartment, Commercial		Tan Phu District	27,802	2,021	99.8	Q4/2015	Handed over since Q4/2018
23	Victoria Village	Thai Binh Real Estate Trading JSC.	Subsidiary	99.95	Apartment, Villa, Residential, Commercial		District 2	42,777	1,208	76.8	Q2/2017 ⁽¹⁾	- Low-rise: Handed over from Q3/2019 - High-rise: Expected handover from Q4/2021
Total of completed, handed over and being handed over projects								639,511	23,628			
PROJECTS UNDER DEVELOPMENT ⁽²⁾ : 7												
24	Sunrise Cityview	Nhat Hoa Real Estate JSC.	Subsidiary	99.81	Apartment, Office-tel, Commercial		District 7	15,720	1,378	97.7	Q2/2015	Expected handover from 2020
25	Golf Park Residence	No Va Land Investment JSC.	Subsidiary	99.91	Townhouse, Villa		District 9	25,398	95	100.0	Q3/2015	Expected handover from 2020
26	Botanica Premier	Nova Sasco Co., Ltd.	Subsidiary	99.99	Apartment, Office-tel, Commercial		Tan Binh District	16,330	1,039	99.1	Q1/2016	Expected handover from 2020
27	The Botanica(3)	Novaland Group			Apartment, Commercial		Tan Binh District	9,028	611	99.3	Q1/2015	Expected handover from 2020
28	The Grand Manhattan &	Dat Viet Development JSC.	Subsidiary	99.67	Apartment, Commercial		District 1	14,002	1,246	54.3	Q4/2018	Expected handover from 2020
29	Soho Residence	SaiGon Co.op Investment Development Joint Stock Company			Apartment, Commercial		District 2	49,660	3,084	45.6	Q4/2018(1)	Expected handover from 2021
30	The Palace Residence(4)	Cuu Long Real Estate Investment and Development Co., Ltd.	Subsidiary	96.88	Townhouse, Villa		District 9	90,772	178	81.5	Q2/2019	Expected handover from 2022
Total of projects under development								220,910	7,631			
Total of completed, handed over, being handed over, and under development projects								860,421	31,152			

Notes:

(1) Time of developing the project

(2) Not including Madison and Park Avenue jointly developed projects

(3) The ownership in The Botanica was executed by Project Transfer Agreement with Saigon General Service Corporation (Savico)

(4) Co-developed project



The Sun Avenue (Q.2, TP.HCM)

2. SATELLITE TOWNSHIP PROJECTS

No.	Project name	Developer	Type of business entity	Novaland's ownership ratio (%)	Product type		Location	Land area (m²)	Total portfolio	Absorption rate %	Launching	Expected handover
1	Aqua City	Aqua City Co., Ltd.	Subsidiary	69.9	Detached villa, Duplex villa, Terraced townhouse, Shophouse		Dong Nai	1,105,400	2,065 ⁽¹⁾	33.4	Q2/2019	Expected handover from 2022
2	Aqua Riverside City	Long Hung Phat Real Estate Investment Co., Ltd.	Subsidiary	66.6			Dong Nai	767,500	1,687 ⁽¹⁾	18.6	Q2/2019	Expected handover from 2022

Notes: (1) expected number of products



Aqua City (Bien Hoa City, Dong Nai)

3. LIST OF HOSPITALITY PROJECT PORTFOLIO

No.	Project name	Developer	Product type		Location	Land area (m²)	Total portfolio	Absorption rate (%)	Launching	Expected handover
Projects in operation 1										
1	Nova Phu Sa Azerai	Novaland Group	Hospitality real estate		Can Tho City	194,342	Bungalow: 30 Villas: 47		Put into operation from Q4/2017	
PROJECTS UNDER DEVELOPMENT: 4										
2	NovaHills Mui Ne Resort & Villas	Huynh Gia Huy JSC.	Hospitality real estate		Phan Thiet	399,310	Villa: 603	89.1	Q4/2018	Expected handover from 2021
3	NovaBeach Cam Ranh Resort & Villas	Carava Resort Co. Ltd.	Hospitality real estate		Nha Trang	226,222	Bungalow: 26 Villa: 182 Condotel: 1,706	12.7	Q4/2018	Expected handover from 2021
4	NovaWorld Phan Thiet	Delta-Valley Binh Thuan Co., Ltd.	Hospitality real estate		Phan Thiet	9,863,300	15,351 ⁽¹⁾	13.8	Q2/2019	Expected handover from 2021
5	NovaWorld Ho Tram – The Tropicana	The Forest City Co., Ltd.	Hospitality real estate		Ba Ria - Vung Tau	998,830	1,919 ⁽¹⁾	32.6	Q2/2019	Expected handover from 2022

Notes: (1) expected number of products



The Tropicana - NovaWorld Ho Tram (Ba Ria - Vung Tau)

02 | DEVELOPMENT STRATEGY



VIETNAM ECONOMY 2019 IN REVIEW AND OUTLOOK FOR 2020

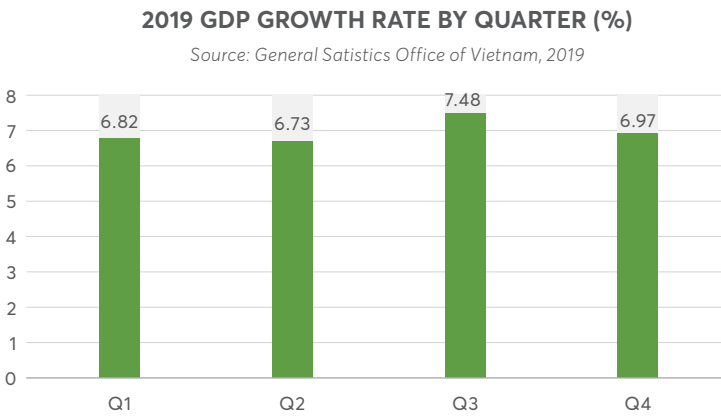
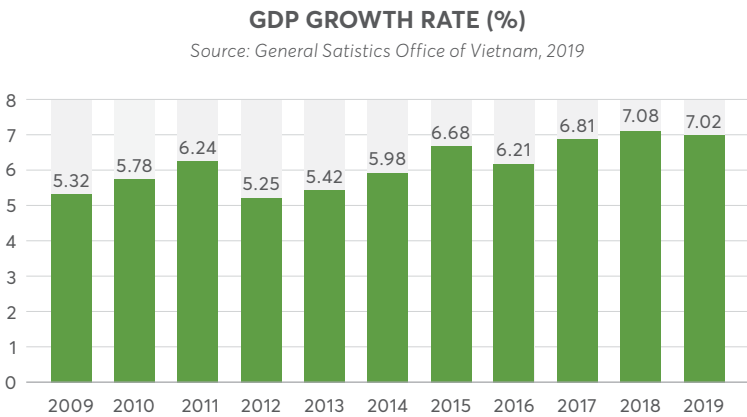
VIETNAM ECONOMY 2019 IN REVIEW

The GDP grew impressively at 7.02% in 2019, the second consecutive year with GDP growth above 7% since 2011, despite the slowdown of the world economy. In particular, Industry and Trade sectors are the main contributors. The main driver of the economy this year was the processing industry, manufacturing and market services.

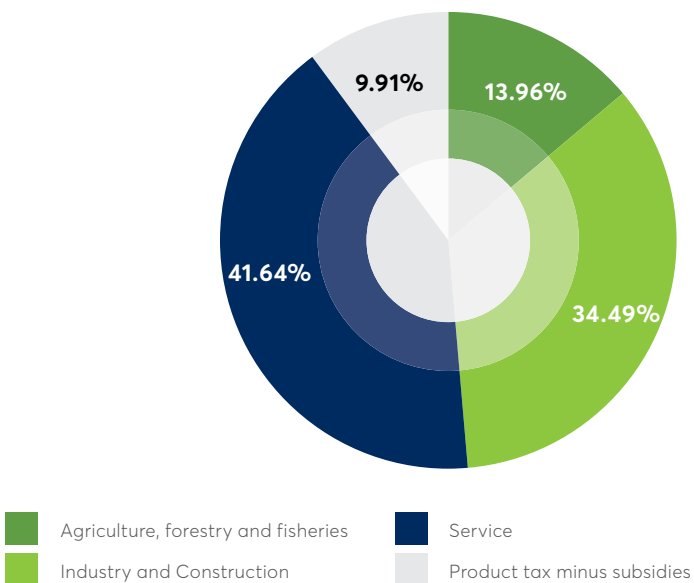
Vietnam achieved compounded growth while maintaining its macroeconomic stability and a low inflation rate, reducing its public debt, having its foreign trade turnover to surpass US\$500 billion and witnessing strong growth with 138,100 newly established businesses.

Economic development was based on quality transformation, evidenced by a fact that the contribution rate of total factor productivity (TFP) to GDP growth reached 46.11% or, in the period of 2016-2019, 44.5% on average, while the Incremental Capital/Output Ratio (ICOR) decreased from 6.42 in 2016 to 6.07 in 2019. (*Note: VND6.42 worth of capital investment is needed to create VND1 in GDP)

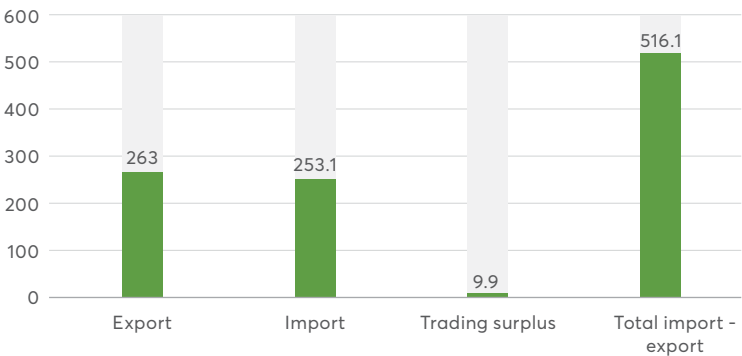
Vietnam's import-export turnover surpassed the US\$500 billion for the first time in 2019, only 2 years after setting a record of US\$400 billion in 2017. This presented a strong growth of the domestic economic sector, at a much higher rate than many foreign-invested sectors. Vietnam also ranked in the top 20 exporting countries worldwide, with US\$263 billion.



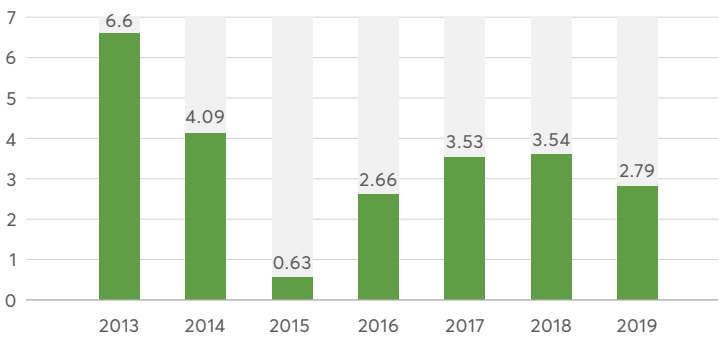
2019 ECONOMIC STRUCTURE (%)
Source: General Statistics Office of Vietnam, 2019



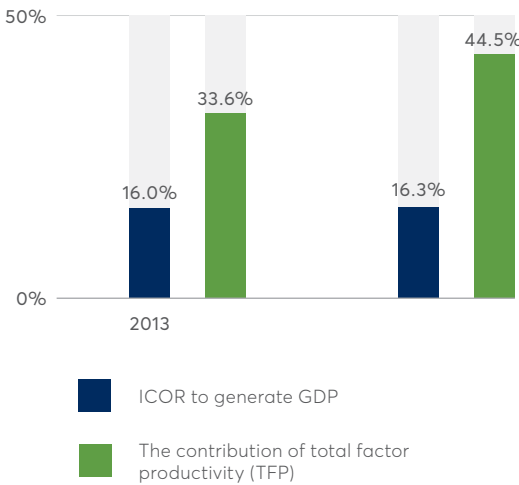
2019 FOREIGN TRADE (US\$ Billion)
Source: General Statistics Office of Vietnam, 2019



CONSUMER PRICE INDEX (CPI) (%)
Source: General Statistics Office of Vietnam, 2019



GDP GROWS TOWARDS HIGHER PROFICIENCY
Source: General Statistics Office of Vietnam, 2019



Consumer price index (CPI) in 2019 increased by 2.79% which is the lowest in the past 3 years compared with 3.54% in 2018 and 3.53% in 2017.

OUTLOOK FOR 2020

According to forecasts of the National Center for Socio-Economic Information and Forecast (NCIF) under Ministry of Planning and Investment, for the period of 2021 - 2025, Vietnam will witness a GDP growth rate of about 7%/year, macroeconomic stability and an inflation rate of 3.5 - 4.5%/year. With some positive inputs, Fitch Solutions has revised Vietnam's GDP forecast for 2020 from 6.5% to 6.8%.

The Government has placed high expectations on all ministries, sectors and fields. In particular, the industry and trade sector should make efforts to realize a export turnover of US\$300 billion in 2020 while the agriculture sector expects export turnover of agricultural, forestry and fishery products to be over US\$43 billion. At the same time, it is important to manage budget deficits, public debt and bad debts while ensuring national financial and monetary security and safety in banking.

2019 PROPERTY MARKET REVIEW AND ASSUMPTIONS FOR 2020

HOUSING MARKET IN HO CHI MINH CITY



Novaland's projects on Ben Van Don street, D.4, HCMC

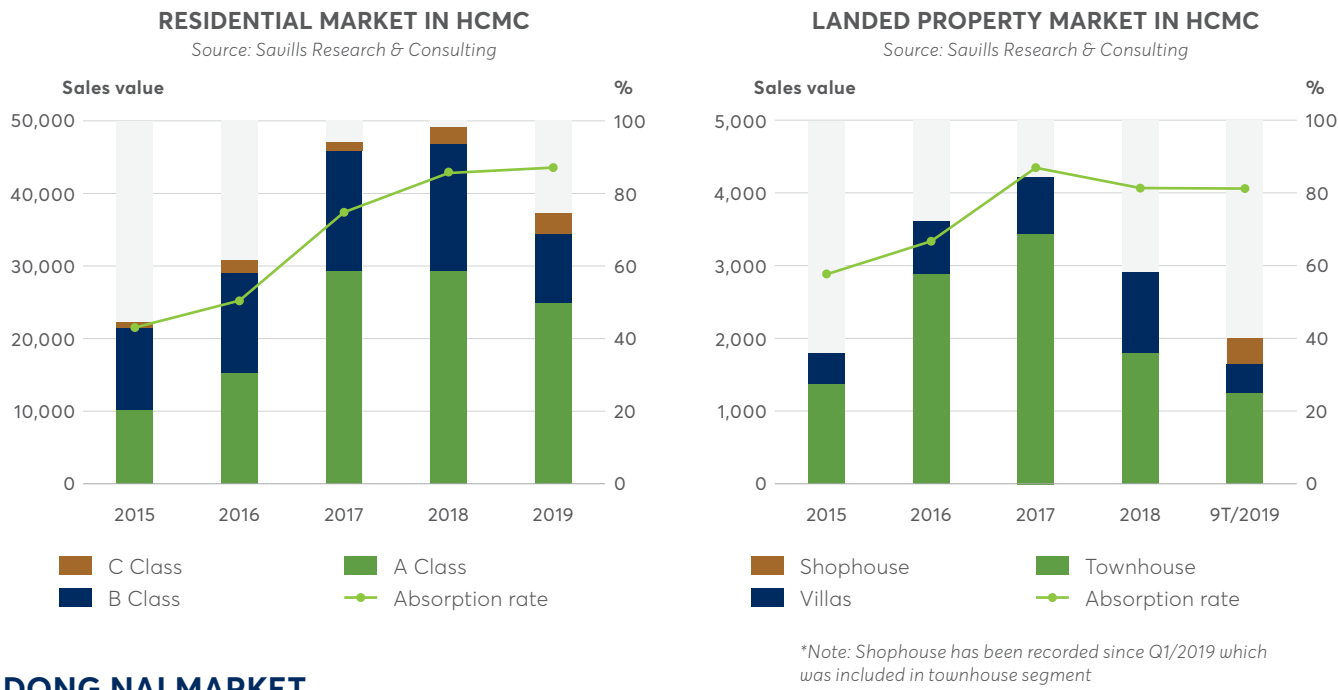
According to Savills Vietnam, in 2019, the new primary apartment market (sale by the first investor) will have about 35,000 apartments, down 10% compared to 2018. Due to limited number of new products, the total supply of primary apartments (both new apartments and inventories) in 2019 was only about 42,000 units, down by 25% yoy. The supply in 2019 decreased due to land-related legal problems and construction procedures for the projects.

Total number of traded apartments in 2019 reached 37,000 units, which accounted for 88% of total supply and was the highest absorption rate in the past 5 years. The limited land bank in the downtown created opportunities for the apartment market to witness a new peak of up to VND300 million/m2 while affordable products of around VND20-30 million/m2 are being offered further from the downtown.

In the period of 2020-2022, the market will have over 154,000 apartments in 108 future projects, including about 57,000 new apartments in 2020.

According to Le Hoang Chau, Chairman of Ho Chi Minh City Real Estate Association (HoREA): In principle, the current market is not negative and presents no market risks because it has been in the post-freezing period of recovery since the 2011 - 2013 period. Problems with legal procedures are a major cause of delay with most of the housing projects in 2019. However, at the end of the year, the market had witnessed positive changes in the supply of new housing products. As many projects will be launched in the market after a temporary interval, it is expected that the supply of housing products will grow again and the market will also be more vibrant in 2020.

Regarding the villas and terraced houses, the supply of primary apartments was about 2,340 houses in 2019, down 31% compared to 2018. The supply decreased but the absorption rate was quite high at 82%. The land bank is shrinking and becomes more expensive, but this market has always attracted investors because of good capital preservation and capital gain potential.



DONG NAI MARKET

Dong Nai market in 2019 was more lively thanks to updates on large-scale infrastructure projects, especially the planning and development of Long Thanh international airport plus a series of inter-regional expressway projects such as Ben Luc - Long Thanh, Dau Giay - Lien Khuong, Dau Giay - Phan Thiet and Bien Hoa - Vung Tau. Besides, a number of bogus property projects such as those run by Alibaba Company created some market disturbances.

Housing and land prices in Bien Hoa, compared to a few years ago, have rapidly climbed up to VND50-60 million/m2 as, for examle, seen at Van Hoa Villas project (Viet Thuan Thanh Ltd. Company); while the apartment market is small-scale and its products are priced at about VND20-25

million/m2 as, for instance, at Topaz Twin project (Berjaya Company - D2D).

In the adjacent districts to Ho Chi Minh City such as Nhon Trach and Long Thanh, a relatively high increase in land prices has been observed due to expectations on infrastructure development and urbanization in the period 2020-2025. In addition, these two areas focus on industrial development based on abundant land bank, which might become key drivers for economic development in Dong Nai province. The urban development projects are all large scale; yet, prestigious property developers are not present while infrastructure development shall be accompanied by public services.



Aqua City (Bien Hoa City, Dong Nai)



NovaWorld Phan Thiet Project Background (Phan Thiet City, Binh Thuan)

TOURISM MARKET

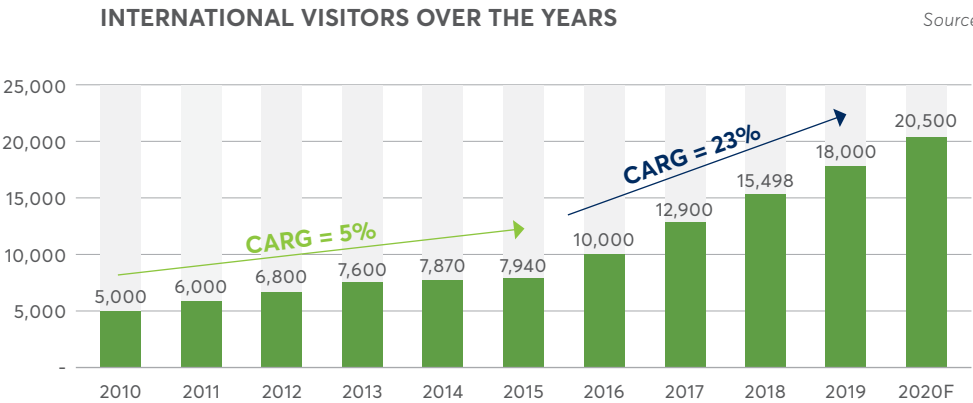
The Resolution 08-NQ/TU targets, for the tourism sector, to see 17-20 million international tourist arrivals by 2020 to Vietnam. After nearly 3 years of implementation of the Resolution, Vietnam's tourism sector has reached a strong growth milestone; as of the end of 2019, Vietnam welcomed a record number of international arrivals, reaching over 18 million and fulfilling the target set at the beginning of the year, i.e. an increase of 16.2 % y.o.y and a CAGR of 22.7% over the period from 2015 to 2019. This is particularly impressive in the context of global and regional uncertainties, both politically and economically, that negatively affect global tourism.

In the period of 2015-2019, the number of international arrivals to Vietnam increased by 2.3 times, from 7.9 million to 18 million, seeing Vietnam constantly listed as one of the world's fastest growing tourist destinations.

The source markets of international arrivals are currently heavily dependent on Asia, typically China - accounting for 32% of total international arrivals, followed by South Korea (25%), Japan and Taiwan (5%). For a year-over-year comparison with 2018, the source markets of international arrivals in 2019 grew, including: Thailand by 45.9%; Taiwan (China) by 29.8%; South Korea by 23.1%; Indonesia by 21.3%; the Philippines by 18.2%; China by 16.9%; Japan by 15.2%, etc. For some other markets, the market share decreased: Hong Kong (China) by 17%; Laos by 17.9%; Finland by 5.7%; Australia by 0.9%.

Domestic arrivals were estimated to reach 85 million in 2019, including 43.5 million overnight arrivals. The total revenue from tourism reached VND726 trillion, up by 17.1% yoy. It is expected that, for 2020, Vietnam National Administration of Tourism will target to welcome about 20.5 million international arrivals and serve 90 million domestic visitors, and the total revenue from tourism will amount to over VND830 trillion.

Source: General Statistics Office of Vietnam, 2019



23%
CAGR
2015 - 2019

TOP 5 INTERNATIONAL VISITORS IN VIETNAM (based on number of arrivals)

Source: General Statistics Office of Vietnam, 2019



China
5.8 million



South Korea
4.2 million



Japan
951 thousand



Taiwan
926 thousand



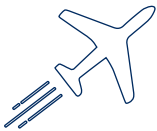
United States
746 thousand

Despite certain achievements, Vietnam's tourism industry needs to address certain challenges related to visa issuance, tourism development planning in provinces with unmodified environments, poor portfolio of tourism products and quality human resources for the sector.

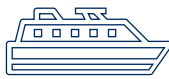
In Industry 4.0, technology development is believed to remain its strong impact on tourism and relevant sectors. The convenience, speed and information security are the prerequisites increasingly on demand by different groups of customers, especially younger generation.

MODE OF TRANSPORT

Source: General Statistics Office of Vietnam, 2019



3.3 million arrivals



14.3 million arrivals



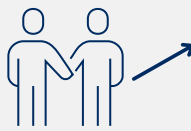
200 thousand arrivals

TOURISM FIGURES IN BRIEF 2019

Source: General Statistics Office of Vietnam, 2019



18 million
International visitors



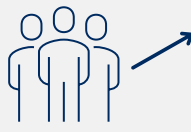
16%
Growth in number of
international visitors



726 VND Trillion
Revenue from tourism



103 million
Total number of tourists



10%
Growth in number of tourists



17%
Growth in revenue

HOSPITALITY REAL ESTATE MARKET

As tourism expands, relevant industries and services will also grow, including hospitality real estate, a new investment model that is gradually grabbing the attention of the market and developers.

Commercial hospitality real estate, also known as the second home in Vietnam, has been developing strongly in recent years. Commercial hospitality properties cover from high-rise (condotel) to low-rise (villas, sea-facing shophouses, etc.). The diversity of products on this market has helped attract different classes of customers, instead of just focusing on the better-off customers as before. This is also an emerging investment trend where instead of apartments, townhouses or vacant lots in big cities like Hanoi or Ho Chi Minh City, secondary investors can enjoy hospitality services and do business for this category of real estate.

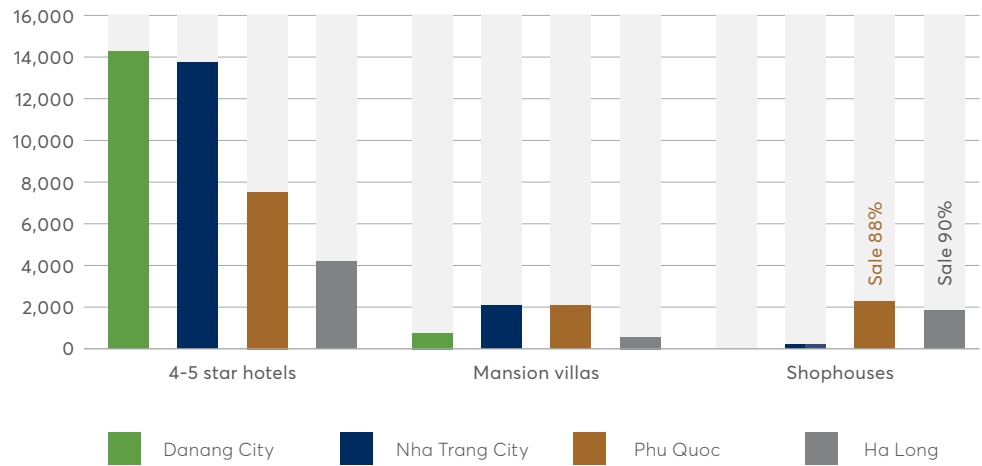
Emerging in Vietnam market from 2008 to 2009, the second home real estate development only reached its peak between 2015 and 2017. However, in 2018, the supply of these properties plummeted due to numerous problems, especially those related to the legal framework. According to public data of CBRE, from 2017 to Q3/2019, the total supply of mansion villas in the three main markets of Da Nang, Khanh Hoa and Phu Quoc grew at an average

annual rate of 2.6%, 0.9% and 7.3% respectively. For a comparison with the period 2015 - 2017, the average annual growth rate was 5.5%, 35% and 27%, respectively. The growth rate of the total supply of condotels has also decreased sharply since 2018; in Khanh Hoa for example, the total supply increased only by 7%/year on average compared to 239%/year recorded 2 years earlier. In the first half of 2019, hospitality projects withheld new products; yet, medium and large-sized projects were launched later in the same year.

The location of hospitality real estate projects was also completely different from the growth boom period of 2015–2017. In 2015–2017, these projects would focus on the coastal areas of key tourist areas such as Nha Trang, Da Nang and Phu Quoc in 2018-2019; however, provinces with long and pristine beaches like Ninh Thuan, Binh Thuan and Phu Yen were preferred. As these provinces have not been able to attract a large number of tourists, the selling price is lower and more affordable for more customer segments. This is seen as an advantage of large-scale hospitality real estate projects when secondary investors chose to buy properties at the early stage of development of these tourism-rich areas.

COMPARISON OF SHOPHOUSE/SHOPVILLA SUPPLIES (2019)

Source: CBRE Vietnam, Quarter 3/2019



NovaBeach Cam Ranh (Cam Ranh, Khanh Hoa)

Profit commitments also present many changes and helps purify the market better. In 2015–2017, all second home projects attracted buyers by providing a high-profit commitment over a long period of time; however, in 2019, when the sector saw “broken commitments” by big players made to secondary developers, the market was gradually emerging with a clearer shape when the existing projects only share profits, not giving commitments as before. This will also be the trend for second home real estate market in 2020.

For a sustained growth of the second home property market in Vietnam in the future, it is necessary to diversify from the markets to products. Traditionally, when it comes to the hospitality properties for sale or second home properties, villas are far preferred and dominant, and the customer segment is also limited due to the high value of one unit. However, since the end of 2017 when the condotels or mansion villas showed signs of cooling down, the hospitality shophouse was introduced and attracted great attention from the market when secondary developers could make a profit from a shophouse while creating traffic and highlights for hospitality projects. Highlights for the hospitality shophouse

portfolio are the two coastal markets of Phu Quoc and Ha Long. According to data from CBRE Vietnam, by the end of September 2019, each of these two markets has roughly 2,000 units of sea-facing shophouse/shopvilla that have been launched, with absorption rate of about 90%. Current developers of these products are mainly top-tier developers on the market, which helped with the absorption of existing launched supply.

In 2020, with large-scale hospitality projects located in areas where tourism is gaining momentum such as Binh Thuan, Ninh Thuan or Phu Yen, integrated hospitality projects are emerging as a new trend. In the hospitality projects, in addition to the essential facilities such as swimming pools, restaurants, spa, etc., recreational activities for tourists are another focus for development, including golf courses, amusement parks, water parks, safari, etc. On top of that, secondary investors now care more about the manager of the hospitality properties that they invest in. For this reason, international management units will gradually prevail and expected to become a “must have” standard in a large hospitality project.



DEVELOPMENT STRATEGY
FOR 2018-2025

In 2019, Novaland revised its vision towards comprehensive and complementary development: Novaland is a leading economic group in Real Estate - Finance - Tourism Destination - Transport Infrastructure." Therefore, the Novaland's development strategy roadmap is also updated accordingly to reflect the market requirements and the development process of the product lines.

STRATEGY ROADMAP

PHASE 1
2007 - 2017

Focusing on developing residential products in HCMC

PHASE 2
2018 - 2025

Continue focusing on central residential real estate market in HCMC, expand into satellite urban areas and second home projects & integrated resorts

PHASE 3
FROM 2026

The Group aims at four focus areas:

- Properties
- Tourism Destinations
- Infrastructure Development
- Finance

Developing an ecosystem with the aim to facilitate Novaland's residential community and to add value for customers' investments in Novaland's projects.

KEY PRODUCT STRATEGIES

Starting out to build peaceful and happy homes, Novaland has embarked upon developing a diverse range of product lines in HCMC and adjacent provinces. featuring convenient location, convergence of unique facilities to accommodate all types of tourism. On top of that, Novaland also promotes value-added services and amenity ecosystems in line with international standards to cater to the market needs.

PRODUCT STRATEGIES

REMAIN RESPONSIVE TO THE MARKET'S NEEDS, PRIORITIZING MARKETABILITY AND CONNECTIVITY OF THE PRODUCTS



SATELLITE TOWNSHIPS

Ecological, environmental friendly and smart technology satellite townships with good access to the Central Business Districts.

Product category:

- Villas, townhouses, shophouses
- Commercial - Service Area



RESIDENTIAL PROJECTS IN HCMC

Optimize existing land bank, product diversity, quality, and versatility.

Ho Chi Minh City remains the key market, concentrated in prime locations.

Product category:

- Apartment - Office - Commercial - Service Complex
- Low-rise buildings: Villas, townhouses, shophouses



SECOND HOME PROJECTS & INTEGRATED RESORTS

Second homes or investment properties in desirable leisure / tourism destinations.

Product category:

- Hotels and Resorts
- Second home units (villas, townhouses, condotels, shophouses, etc.)
- Product lines for the elderly: Regional retirement resorts and other products.

03 | CORPORATE GOVERNANCE





Corporate governance is a fairly broad concept aimed to create an environment of trust and transparency as needed to promote investment, financial stability and business ethics. Good CG helps improve the competitiveness and reputation of the company, and enable favorable to access to capital market the capital market, thereby developing financial markets and promoting economic growth.

In recent years, Novaland Group determines that effective CG is the foundation to increase corporate value and, at the same time, a tool to support sustainable development on the principles of regulatory compliance, reasonable corporate management framework, well-functioning, thereby ensuring rights of and fair treatment among shareholders and related parties, ensuring roles and responsibilities of stakeholders, and transparency in the Company's operations.

CG is not a task that can be achieved in the short term but a continuing progress. Therefore, during the development process, the Company has always made timely adjustments in line with latest Vietnamese laws and international practices for more efficient CG performance.

With the organizational structure aligned with the provisions of Point b, Clause 1, Article 134 of the Law on Enterprises, the General Meeting of Shareholders is the supreme decision-making body of the Group on the matters provided for by laws, the Corporate Charter and Corporate Governance Regulation. The Board of Directors, which is the management body of the Company, acts on behalf of the Company, takes responsibility for directing and devising the Company's strategy, and implementing the Company's rights and obligations which are not under the authority of the GMS.

By monitoring of the Company's business activities and the implementation of the GMS's resolutions via the Board of Management, the Board of Directors regularly evaluates and controls risks and promptly adopts decisions and strategies that suit the Company's business situation. In addition, in order to support its activities, the Board of Directors has established subordinated committees such as Audit, Human Resources, Remuneration, and Development Policy Committees in accordance with the Law on Enterprises and securities legislation.



By adopting the Vietnam Corporate Governance Code of Best Practices based on the G20/OECD Principles of Corporate Governance, and ASEAN Corporate Governance Scorecard 2019 in developing the CG model, the Company, in 2019, continue to keep the same remained the number of independent member of the Board of Directors to account at least 1/3 the total members (where 2 out of 5 are independent BOD member) in accordance with the securities regulations, thereby promoting the independence and equity in any BOD decisions, eliminating any potential conflict of interest and safeguarding the interests of shareholders. Driven by the need for diversity of the BOD structure to ensure multi-dimensional perspective on issues and better decision-making by the BOD, the criteria of expertise, experience, gender equality as well as other regulatory requirements for BOD are always focused on implementation by Novaland for any changes or appointment of new members.

Besides focusing on structural diversity, the BOD continued to maintain subordinated committees structure, ensuring the continuity of monitoring mechanisms and promoting the independence in any BOD decisions by appointing independent BOD members to chair some important committees such as Audit Committee, Human Resource Committee and Remuneration Committee.

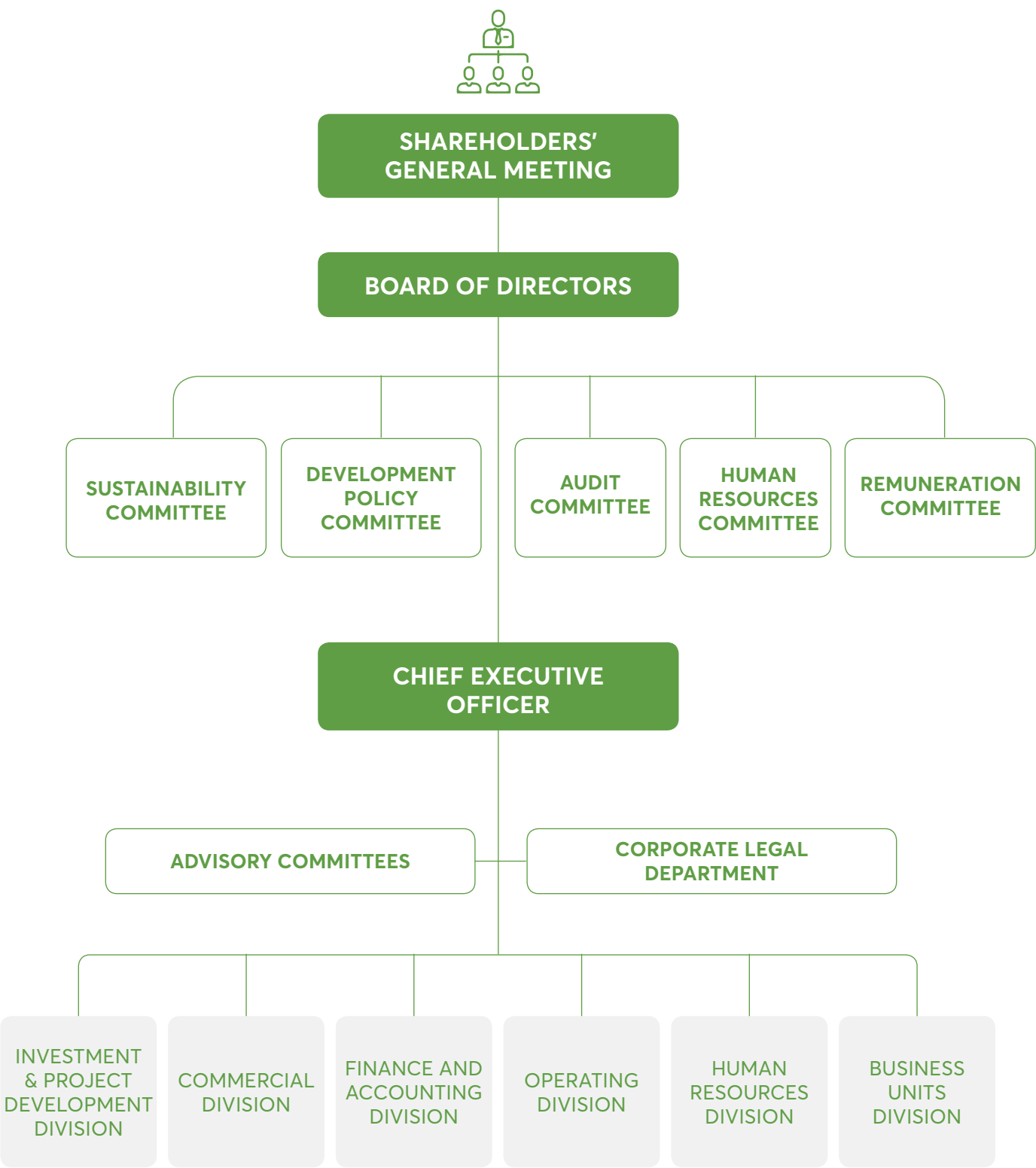
Besides, the BOD has appointed two persons in charge of CG to assist the BOD with activities such as preparing BOD meetings, ensuring the regulatory conformity of the BOD's resolutions, and supporting BOD members in exercising their rights and obligations.

In 2020, the CG orientation focused on the following:

- Maintain a professional, impartial and efficient BOD to deliver the profit and sustainability for the Company, in the best interests of the Company and all of its shareholders;
- Review and establish a robust internal control system and risk management framework to ensure that all businesses and corporate development activities are performed in the right direction as scheduled and in line with applicable regulations and the corporate culture;
- Ensure adequate, timely, and accurate disclosure of information to all stakeholders in all cases;

Protect the Company's business interests while balancing the interests of shareholders, customers, partners, employees, communities and all relevant parties; enhance effective engagement of stakeholders, protect and promote the participation of all relevant parties by careful consideration of and respect to the interests of the parties.

ORGANIZATIONAL
STRUCTURE



Novaland Office Building (D.1, HCMC)

THE BOARD OF
DIRECTORS



Mr. **BUI THANH NHON**
Chairman

Date of first appointment as BOD Chairman 10/10/2007

Qualifications:

- Bachelor in Agronomy
- Executive MBA, HSB-TUCK, Dartmouth University, United States

Professional experience:

- **1992 - 2007:** Chairman of the Board of Members - Thanh Nhon Trading Co., Ltd.
- **2007 to present:** Chairman of the Board of Directors - No Va Land Investment Group Corporation

Key duties at Novaland Group:

- Strategic management
- Organization and supervision of the execution and implementation of resolutions of the GMS and the Board of Directors
- **BOD membership at other companies (except for parent company):** Diamond Properties Joint Stock Company, Novagroup Joint Stock Company, Nova Mclub Joint Stock Company and NSQ Development Investment Joint Stock Company
- **Ratio of voting rights at Novaland Group:** 191,687,507 shares, accounting for 19.771%



Mr. **BUI XUAN HUY**
BOD member cum
Chief Executive Officer

Date of appointment as Deputy CEO: 12/1/2015
Date of appointment as BOD member: 5/11/2017
Date of appointment as BOD member: 9/8/2017

Qualifications:

- Construction and industrial management engineer, HCMC University of Technology
- International MBA (DAS/EMBA), Arts Northwestern Switzerland School of Business in collaboration with FSB.

Professional experience:

- **2007 - 2012:** Project Director - Meinhardt Vietnam
- **2012 - 2015:** Director of Project Development Division - No Va Land Investment Group Corporation
- **2015 - September 2017:** BOD member cum Deputy CEO - No Va Land Investment Group Corporation
- **September 2017 - present:** BOD member cum CEO - No Va Land Investment Group Corporation.

Key duties at Novaland Group:

Strategic governance and leading of all the Group's operations, implementation of tasks at the Remuneration Committee, the Development Policy Committee and execution of CEO's duties as provided for in the Corporate Charter as well as duties assigned by the Board of Directors.

BOD membership at other companies (except for parent company): None

Ratio of voting rights at Novaland Group: 36,824,670 shares, accounting for 3.798%



Ms. **HOANG THU CHAU**
BOD member cum Deputy CEO

Date of appointment as Deputy CEO: 12/3/2012
Date of appointment as BOD member: 11/11/2016

Qualifications:

- Bachelor in Accounting
- International MBA (DAS/EMBA), Arts Northwestern Switzerland School of Business in collaboration with FSB.

Professional experience:

- **2003 - 2010:** Chief Accountant - No Va Land Investment Group Corporation
- **2010 - 2012:** Chief Accountant - No Va Investment Corporation
- **2012 - October 2016:** Deputy CEO of No Va Land Investment Group Corporation
- **November 2016 - present:** BOD member cum Deputy CEO - No Va Land Investment Group Corporation.

Key duties at Novaland Group:

Strategic planning, leading of the execution of the GMS's and Board of Directors' strategy, and execution of duties at the Development Policy Committee.

BOD membership at other companies (except for parent company): None

Ratio of voting rights at Novaland Group: 2,341,216 shares, accounting for 0.241%



Ms. **NGUYEN THANH BICH THUY**
Independent Board member

Date of first appointment as independent BOD member: 4/27/2017

Qualifications:

- Bachelor

Professional experience:

- Over 25 years of Strategic Planner and Senior Executive of international corporations
- **April 2017 - May 2017:** Independent Board member - No Va Land Investment Group Corporation
- **June 2017 - 01/2019:** Independent Board member and Head of the Internal Audit Committee - No Va Land Investment Group Corporation
- **January 2019 - 07/2019:** Independent Board member, Head of the Internal Audit Committee and Head of the HR Committee - No Va Land Investment Group Corporation
- **July 2019 - present:** Independent Board member, Head of the Internal Audit Committee, Head of the HR Committee, and Head of the Remuneration Committee - No Va Land Investment Group Corporation

Key duties at Novaland Group:

- Strategic management
- Supervision and execution of control over the Group's management and governance
- Head of Audit Committee, Head of Human Resources Committee and Head of Remuneration Committee

BOD membership at other companies (except for parent company): None

Ratio of voting rights at Novaland Group: 0%



Mr. **PHAM TIEN VAN**
Independent Board member

Date of first appointment as independent BOD member: 4/26/2019

Qualifications:

- Bachelor from Kim Il-sung University, North Korea

Professional experience:

- **2004 - 2010:** Departmental General Director at the Vietnamese Ministry of Foreign Affairs, Ambassador Extraordinary and Plenipotentiary of Viet Nam in South Korea
- **2010 - 2013:** Advisor to Korean Golf and Hospitality Group Charmvit
- **2010 - 2015:** Advisor to POSCO E&C, South Korea
- **2010 - 2017:** Advisor to AIC Group, Vietnam
- **2010 - present:** Vice President of Korea - Vietnam Friendship Association, Deputy Editor-in-chief of Vietnam Golf Magazine
- **2013 - 2017:** Advisor to Samsung Electronics Co., Ltd., South Korea
- **April 2019 - July 2019:** Independent Board member - No Va Land Investment Group Corporation
- **July 2019 - present:** Independent Board and Head of the Development Policy Committee

Key duties at Novaland Group:

- Strategic management
- Supervision and execution of control over the Group's management and governance
- Head of the Development Policy Committee

BOD membership at other companies (except for parent company): None

Ratio of voting rights at Novaland Group: 0%

THE BOARD OF
MANAGEMENT



Mr. **BUI XUAN HUY**

Chief Executive Officer,
Board member

Date of appointment as Deputy CEO:
12/1/2015
Date of appointment as BOD member:
5/11/2017
Date of appointment as BOD member:
9/8/2017

Qualifications:

- Construction and industrial management engineer, HCMC University of Technology
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Professional experience:

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BOD membership at other companies (except for parent company): None

Ratio of voting rights at Novaland Group: 36,824,670 shares, accounting for 3.798%



Ms. **HOANG THU CHAU**

Deputy CEO
Board member

Date of appointment as Deputy CEO:
12/3/2012
Date of appointment as BOD member:
11/11/2016

Qualifications:

- Bachelor in Accounting
- International MBA (DAS/EMBA), Arts Northwestern Switzerland School of Business in collaboration with FSB.

Professional experience:

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Novaland's residential projects along Ben Van Don Street -
Saigon Royal, The Treasure and Icon 56 (D.4, HCMC)

Grounded by its sustainable development strategy, the Group was honored with numerous awards by prestigious organizations in 2019 such as:

- "Top 10 Sustainable Businesses 2019" organized by the Vietnam Business Council for Sustainable Development - Vietnam Chamber of Commerce and Industry;
- "Top 10 Best Annual Reports", for the third time in a row;
- "Top 5 Best Sustainability Reports", for the first time, jointly by Ho Chi Minh Stock Exchange, Hanoi Stock Exchange and Investment Review.



REPORT OF THE BOARD OF DIRECTORS

A. OVERVIEW OF GOVERNANCE ACTIVITIES



In its development strategy in phase 2, the Group will launch the signature second home projects and integrated resorts property featuring emerging trends such as: NovaWorld Phan Thiet Tourism, Hospitality, and Recreation Complex, NovaWorld Ho Tram Tourism, Hospitality, and Recreation Complex, etc.

In parallel with the introduction of the hospitality property products, the Group keep focused on the development of residential projects, which long has been the main competitive advantage of the company, including: The Grand Manhattan project (D.1, HCMC); Plam Marina (D.9, HCMC); Aqua City - the first satellite urban area project, etc.

Responsible investment and sustainable development has always been our important strategies. In 2019, the Group

continued to deliver strong commitments to make life better for the Vietnamese people through community support activities, focusing on key programs such as: promotion of school health, education, contribution to infrastructure development for the society, financial support for a better life of poor and communities in need. Among these, the "Clean water for schools" program, jointly delivered by the Group and the HCMC Sponsoring Association for Poor Patients, has been providing water filtration systems for clean tap water to nearly 126,000 students and teachers of 268 schools in the provinces, including Tan Tru (Long An), Thanh Phu (Ben Tre), Nui Thanh (Quang Nam) and Ba Tri and Binh Dai (Ben Tre).

Grounded by its sustainable development strategy, the Group was honored to

receive numerous awards by prestigious organizations in 2019 such as: (i) "Top 10 Sustainable Businesses 2019", ranked 5th specifically, at the ceremony to honor the Top 100 Sustainable Businesses 2019 organized by the Vietnam Business Council for Sustainable Development - Vietnam Chamber of Commerce and Industry, (ii) "Top 10 Best Annual Reports", for the third time in a row, and (iii) "Top 5 Best Sustainability Reports", for the first time, jointly by HOSE, HNX and Investment Review.

PLANS, ORIENTATION SET BY BOD FOR 2020

In 2020, the BOD will continue expediting Phase 2 of the Group's Development Strategy, developing satellite urban area project and second home projects and integrated resorts, phasing development plans, and ensuring sustainable development goals.

The BOD has instructed to continue reviewing CG related documents such as the Company Charter, CG Regulation and internal regulations and procedures for improvement to lay the foundation for an effective CG framework, while focusing on CG activities associated with sustainable development such as effective risk management, adequate and timely information disclosure and assured rights of shareholders by harmonizing the benefits of shareholders, the Company and relevant stakeholders.

DIVERSITY

At the 2019 AGM, one additional independent BOD member was voted into the Board in place of the retiring BOD member since March 2019 to make sure the number of independent BOD member makes up at least 1/3 of the Board. As at December 31, 2019, the BOD is composed of five (05) members, two (02) of whom are female. The current composition observes diversity and ensures balanced knowledge in term of legal, financial, and business expertise.

PERFORMANCE

All BOD members sufficiently performed their role adequately and made sound and timely decisions to address the Group's business activities. In 2019, the BOD conducted 60 meetings and issued many Resolutions on the Group's critical issues.

In addition, the Group revised its Company Charter and Code of CG to ensure the stability and compliance with Vietnam's regulations on CG and make reference to global good practices.

In order to meet the increasing demand of the business expansion as well as ensure adequate human resources, the BOD successfully raised charter capital from VND 9,372,766,740,000 to VND 9,695,407,970,000 through ESOP program to strengthen staff loyalty and allow them to contribute to the Group's growth, and issued convertible preferred shares in 2015.

In addition, the Group registered additional businesses in tourism service, recreation, art performance and infrastructure investment as part of Phase 2 of development strategy and last but not least, promoted second home projects and integrated resorts currently developed by the Group.

**COORDINATION WITH BOM AND
INTERNAL AUDIT COMMITTEE:**

With BOM

The BOD instructed BOM to successfully hold 2019 AGM and submit to GMS for approval of business plans, implementation of Phase 2 of the Group's strategy, capital raising through ESOP and conversion of convertible preferred shares for 2015.

The BOD supervised and reviewed BOM's operating activities to be in line with the strategy and direction set out by the BOD and GMS. The BOD supervised the BOM's governance activities through periodic reporting. In addition, all business issues affecting the business performance of the Group were reported by BOM to BOD in a timely manner for instruction to ensure the stable operations of the Group.

With AC

As approved by the GMS on April 27, 2017, Novaland Group implemented the governance framework which does not contain Supervisory Board, with 1 Independent BOD member out of 5 Directors, and the AC is directly under the BOD. Given that, the supervisory function will be handled by the BOD.

On June 26, 2017, the BOD founded the AC to support BOD in supervising the honesty of the Company's FS, complying with regulations, maintaining the capacity and independence of the AC, ensuring effectiveness of the risk management and internal audit activities. The details of these activities in 2019 are mentioned in the AC report of the this AR.



**PROTECT THE RIGHTS OF
SHAREHOLDERS AND STAKEHOLDERS**

In accordance with good CG principles and criteria set out by the OECD, shareholders reserve certain basic rights that a firm must protect and ensure to the exercise of such interests. As per CG good practices, these rights include: Right to own, register and transfer shares; Right to obtain appropriate information, particularly critical transactions of the firm; Right to participate and vote at general meeting of shareholders; Right to vote and dismiss Directors; and Right to receive distributed dividend. To uphold the CG good practices, the Company Charter and Code of CG have provisions that protect the rights and equality among shareholders, including minority and foreign shareholders. Shareholders' rights are protected by the following provisions:

- Right to be treated equally: Each share of each type represents equal rights, obligations and interests. In case the Firm offers preferred shares, the rights and obligations represented by such share shall be approved by the GMS and communicated accordingly to the relevant shareholders. In 2019, other than the common shares, Novaland Group had 6,830,000 convertible preferred shares issued in 2015. In all communications concerning shares and voting rights, the Group always specify the corresponding voting rights of each share type.

- Shareholders may exercise their voting rights directly, or through authorized representative, or perform remote vote. This provision makes sure all shareholders may participate in voting on the Group's operating activities, including those living abroad.
- Right to be adequately informed of the Firm's performance is one of the fundamental and important shareholder rights, and is the premise for shareholders to exercise other fundamental rights, e.g. voting at GMS, voting and dismissing BOD, and transferring shares. Therefore, the Company Charter and Governance Guidelines mandate shareholders' adequate access to periodic and ad-hoc information on the Group's activities published by the Group.

In addition, to ensure equality, transparency and improve shareholders' control, Novaland Group consulted shareholders in the form of collecting the shareholders' written opinions about critical issues, including approval of electronic voting in accordance with Vietnam Securities Depository change in legal representative, and revision of Company Charter, implementation of the private placement plan for loan conversion, change of method of issuance for convertible bonds, and implementation plan of ordinary share issuance for conversion of the convertible preferred shares.

TRANSPARENCY

Novaland Group prioritizes compliance with information disclosure regulations, towards the international standards, e.g. OECD Corporate Governance Framework and CG Guideline on ASEAN CG Scorecard.

Adequate and timely information disclosure is prerequisite to establish investors' trust, and opportunity for a firm to be introduced to the public and investors, particularly foreign investors. The domestic securities market has been attracting great attention from international investors. The Ministry of Finance and two Stock Exchanges have issued information disclosure guidelines, encouraging disclosure in English language. As disclosure in English language is not popular among public and listed companies, which hinders access from international investors, the Group took initiative in disclosing in bilingual languages for all information to be published at SSC and HOSE. The Group's website also publishes all disclosure to ensure outreach to both local and international investors.

In 2019, other than disclosure obligations in accordance with Vietnamese regulations, Novaland Group conducted information disclosure at Singapore Exchange (SGX). This was because Novaland officially listed convertible bonds on SGX starting in December 2018. Compliance with disclosure requirements in both Vietnam and Singapore will enhance the Group's profile, values and credibility among shareholders and local and international investors.

Novaland Group went beyond requirements of SSC and stock exchanges in communication with shareholders and investors through a myriad of diversified activities, including periodic meetings with partners and investors, periodic and ad-hoc publications updating business performance and activities, etc. In addition, the Investor Relations team always make sure any queries from investors and shareholders are responded in a timely, transparent and adequate manner. These activities established not only back-to-back communication between Novaland Group and stakeholders, but also trust and credibility among local and international investor community.



B. BOARD OF DIRECTORS ACTIVITIES IN 2019

DELIVERY OF 2019 AGM'S RESOLUTION

In the 2019 AGM, critical items were approved in line with the Group's Phase 2 development strategy. Given the efficient instructions from the BOD, and efforts of the BOM as well as the staff, the Group delivered the Resolution approved in the 2019 AGM with good results:

- 1 Successfully distributed 18,604,123 common shares under 2019 ESOP to 348 employees and raised the Group's charter capital from VND 9,372,766,740,000 to VND 9,558,807,970,000.
- 2 Transferred 6,830,000 convertible preferred shares to common share in accordance with Resolutions No. 13/2019-NQ.DHDCD-NVLG dated April 26, 2019, 03/2019-NQ.DHDCD-NVLG dated January 04, 2019 and 14/2018-NQ.DHDCD-NVLG dated April 26, 2018.
- 3 Selected PwC – one of the four auditors approved by the GMS to audit the Group's Financial Statements for 2019 FY.
- 4 Registered additional fields of businesses for Phase 2 of the Group's development strategy with HCMC Department of Planning and Investment.
- 5 Net revenues and Net Profit after tax in 2019 are VND 10.931 billion and VND 3,387 billion respectively, meeting the 2019 approved profit plan by the GMS and increasing 3% yoy.

In addition to the positive outcomes mentioned above, at the 2019 AGM, it was approved that dividend would be paid for 2019 at maximum 20% charter capital, either in cash or in share. However, as the Group currently needs to concentrate funding for development and accumulating land bank for long-term strategy, there is no plan for dividend payment, and the Group would prioritize financial arrangement to deliver Phase 2 of the Group's development strategy.

SUMMARY OF GMS AND BOD MEETINGS
AND RESOLUTIONS

General Meetings of Shareholders

As required by the Enterprise Law and the Company Charter, in 2019 Novaland successfully held an AGM to adopt important matters relating to corporate governance, the business plan, and other topics. Besides, in order to meet the requirements of operations and safeguard shareholders’ interests, the Company also adopted in the form of collecting the shareholders’ written opinions with the following details:

No	Number of Resolution/Decision	Date	Content
I. AGM/EGM Resolution (via the form of collecting the shareholders' written opinions): 05			
1	01/2019-NQ.ĐHĐCĐ-NVLG	04/01/2019	Approval on private placement of Ordinary Shares to loan conversion
2	02/2019-NQ.ĐHĐCĐ-NVLG	04/01/2019	Approval on Ordinary Shares issuance for conversion of International Convertible Bonds
3	03/2019-NQ.ĐHĐCĐ-NVLG	04/01/2019	Approval on private placement of Ordinary Shares for conversion of convertible preferred shares
4	14/2019-NQ.ĐHĐCĐ-NVLG	04/09/2019	Approval for Change of the Legal Representative and amendment to the Company's Charter
5	15/2019-NQ.ĐHĐCĐ-NVLG	04/09/2019	Approval on electronic voting regulation
II. 2019 AGM Resolution: 10			
1	04/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for the business results in 2018 at the 2019 Annual General Meeting of Shareholders (AGM 2019)
2	05/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for the audited Separate and Consolidated Annual Financial Statements 2018 at AGM 2019
3	06/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for the profit distribution in 2018 at AGM 2019
4	07/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for the business plan in 2019 at AGM 2019
5	08/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for the selection of independent auditor for Annual Financial Statements in 2019 at AGM 2019
6	09/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for the remuneration of BOD in 2018, proposed remuneration of BOD in 2019 at AGM 2019
7	10/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for the resignation and subsequent of Independent member of BOD at AGM 2019
8	11/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for amendment and supplement to the Company's business lines at AGM 2019
9	12/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for Shares issuance under Y2019 Employee Stock Ownership Plan at AGM 2019
10	13/2019-NQ.ĐHĐCĐ-NVLG	26/04/2019	Approval for amendment of issuing time of Ordinary Shares for conversion of Convertible Dividend Preferred Shares at AGM 2019

Meetings of the BOD

All Directors played their role adequately and made sound and timely decisions to address the Group's business activities. In 2019, the BOD conducted 60 meetings and issued 80 resolutions to approve important guidelines and policies for the development and business strategies of Novaland Group as follows:

No	Number of Resolution/Decision	Date	Content
I. Corporate governance operations, appointment and dismissal of managers: 17			
1	03/2019-NQ.HĐQT-NVLG	07/01/2019	Approval on the resignation of Chief Financial Officer
2	06/2019-NQ.HĐQT-NVLG	26/01/2019	Approval on the remuneration of The Borad of Director in 2018
3	07/2019-NQ.HĐQT-NVLG	26/01/2019	Approval on the change of structure of Human Resources Committee
4	09/2019-NQ.HĐQT-NVLG	06/03/2019	Approval on record date for shareholders' list to attend the 2019 Annual General meeting of Shareholder
5	10/2019-NQ.HĐQT-NVLG	06/03/2019	Approval on the change of structure of Audit Committee
6	13/2019-NQ.HĐQT-NVLG	12/03/2019	Approval on the issuance of Organization Charts of the company
7	15/2019-NQ.HĐQT-NVLG	20/03/2019	Acknowledgement of the resignation of the Independent Member of the BOD
8	17/2019-NQ.HĐQT-NVLG	04/04/2019	Approval for draft agenda of the 2019 AGM
9	18/2019-NQ.HĐQT-NVLG	05/04/2019	Approval on the issuance of Organization Charts of the company
10	19/2019-NQ.HĐQT-NVLG	23/04/2019	Approval for the nominee list for subsequent election of the independent member
11	23/2019-NQ.HĐQT-NVLG	22/05/2019	Approval on the disbursement of remuneration of The Board of Director in 2019
12	31/2019-NQ.HĐQT-NVLG	01/07/2019	Approval of the selection of PwC (Vietnam) Company Limited to audit the Financial Statement of The Company for the 2019 financial year.
13	33/2019-NQ.HĐQT-NVLG	15/07/2019	Approval of amendment personnel structure of remuneration committee, development policy committee
14	38/2019-NQ.HĐQT-NVLG	26/07/2019	Approval of the record date for the list of shareholders by collecting shareholders' written opinions
15	40/2019-NQ.HĐQT-NVLG	19/08/2019	Approval of the documents sending to shareholders for collecting shareholders' written opinion.
16	41/2019-NQ.HĐQT-NVLG	19/08/2019	Approval of the amendment of the remuneration committee personnel
17	45/2019-NQ.HĐQT-NVLG	18/09/2019	Approval of the resignation and the appointment of Persons in charge of corporate governance
II. Investment and capital contribution activities: 36			
1	01/2019-NQ.HĐQT-NVLG	07/01/2019	Approval for The company contribute the additional capital to Nova Thao Dien Company Limited
2	02/2019-NQ.HĐQT-NVLG	07/01/2019	Approval on the appointment of authorized representative contributed capital at Nova Thao Dien Company Limited
3	08/2019-NQ.HĐQT-NVLG	29/01/2019	Approval on the appointment authorized representative contributed capital at No Va Land Company Limited
4	11/2019-NQ.HĐQT-NVLG	12/03/2019	Approval on capital investment at Van Phat Investment Real Estate Company Limited

No	Number of Resolution/Decision	Date	Content
5	12/2019-NQ.HĐQT-NVLG	12/03/2019	Approval on the appointment of authorized signing documents related to the capital investment and representative contributed capital at Van Phat Investment Real Estate Company Limited
6	21/2019-NQ.HĐQT-NVLG	21/05/2019	Approval on the additional capital investment at The Prince Residence Joint Stock Company
7	22/2019-NQ.HĐQT-NVLG	21/05/2019	Approval on the appointment of authorized representative contributed capital investment at The Prince Residence Joint Stock Company
8	24/2019-NQ.HĐQT-NVLG	27/05/2019	Approval on the additional capital investment (The second term) and the appointment of authorized representative contributed capital investment at The Prince Residence Joint Stock Company
9	26/2019-NQ.HĐQT-NVLG	19/06/2019	Approval of the additional capital investment at Nova Saigon Royal Real Estate Investment Company Limited
10	27/2019-NQ.HĐQT-NVLG	19/06/2019	Approval of the appointment of authorized representative contributed capital investment at Nova Saigon Royal Real Estate Investment Company Limited
11	28/2019-NQ.HĐQT-NVLG	24/06/2019	Approval of the additional capital investment at Nova Hospitality Joint Stock Company
12	29/2019-NQ.HĐQT-NVLG	24/06/2019	Approval of the appointment of authorized representative contributed capital investment at Nova Hospitality Joint Stock Company
13	34/2019-NQ.HĐQT-NVLG	15/07/2019	Approval of joining procurement prequalification of construction investment components of Phan Thiet – Dau Giay distance Project
14	36/2019-NQ.HĐQT-NVLG	26/07/2019	Approval of the amendment of authorized representative contributed capital at Nova Hospitality Joint Stock Company
15	37/2019-NQ.HĐQT-NVLG	26/07/2019	Approval of the change of authorized representative contributed capital at Phu Dinh Port Joint Stock Company
16	39/2019-NQ.HĐQT-NVLG	06/08/2019	Approval of investment cooperation with Amata City Long Thanh Joint Stock Company
17	43/2019-NQ.HĐQT-NVLG	18/09/2019	Approval of additional capital investment at Van Phat Investment Development Real Estate Joint Stock Company
18	44/2019-NQ.HĐQT-NVLG	18/09/2019	Approval of appointment of authorized representative contributed capital at Van Phat Van Phat Investment Development Real Estate Joint Stock Company
19	47/2019-NQ.HĐQT-NVLG	25/09/2019	Approval of the additional investment capital at Sai Gon Housing and Infrastructure Development Joint Stock Company
20	48/2019-NQ.HĐQT-NVLG	25/09/2019	Approval of the appointing of authorized representative contributed capital at Sai Gon Housing and Infrastructure Development Joint Stock Company
21	49/2019-NQ.HĐQT-NVLG	25/09/2019	Approval of transferring all capital contribution at No Va Land Company Limited
22	50/2019-NQ.HĐQT-NVLG	25/09/2019	Approval of the principles of divestment in subsidiaries and associated companies
23	51/2019-NQ.HĐQT-NVLG	25/09/2019	Approval of the transfer price of the share of capital contribution No Va Land Company Limited
24	52/2019-NQ.HĐQT-NVLG	04/10/2019	Approval of additional investment capital at Nova Hospitilaty Joint Stock Company
25	53/2019-NQ.HĐQT-NVLG	04/10/2019	Approval of the appointing of authorized representative contributed capital at Nova Hospitality Company Limited

No	Number of Resolution/Decision	Date	Content
26	60/2019-NQ.HĐQT-NVLG	28/10/2019	Approval of accepting the transfer of Cu Lao Phuoc Hung Urban Area Project, Dong Nai
27	62/2019-NQ.HĐQT-NVLG	11/11/2019	Approval of the additional investment capital in Nova Hospitilaty Joint Stock Company
28	63/2019-NQ.HĐQT-NVLG	14/11/2019	Approval of accepting the transfer of a part of Aqua Dona Project, Long Hung ward, Bien Hoa City, Dong Nai province
29	64/2019-NQ.HĐQT-NVLG	14/11/2019	Approval of the amendment of the transfer price of the share of capital contribution at No Va Land Company Limited
30	65/2019-NQ.HĐQT-NVLG	14/11/2019	Approval of the transfer all capital contribution at Van Phat Development Real Estate Van Phat Joint Stock Company
31	66/2019-NQ.HĐQT-NVLG	14/11/2019	Approval of the transfer price of all capital contribution in Van Phat Investment Development Real Estate Joint Stock Company
32	68/2019-NQ.HĐQT-NVLG	21/11/2019	Approved the policy of selling 100% capital contribution in Phuoc Long Investment and Development Co., Ltd.
33	69/2019-NQ.HĐQT-NVLG	21/11/2019	Approval of the price of capital contribution transferring at Phuoc Long Investment and Development Company Limited
34	78/2019-NQ.HĐQT-NVLG	27/12/2019	Approval of the additional capital investment and appointing of authorized representative contributed capital at Thanh Nhon Investment Real Estate Company Limited
35	79/2019-NQ.HĐQT-NVLG	31/12/2019	Approval of the additional capital investment and appointing of authorized representative contributed capital at No Va My Dinh Real Estate Joint Stock Company
36	80/2019-NQ.HĐQT-NVLG	31/12/2019	Approval of the additional capital investment and appointing of authorized representative contributed capital at No Va Real Estate Investment Joint Stock Company
III. Capital mobilization and charter capital increase: 27			
1	04/2019-NQ.HĐQT-NVLG	07/01/2019	Approval on the increase of Charter capital
2	05/2019-NQ.HĐQT-NVLG	26/01/2019	Approval on the loan from Bank of China (Hong Kong) - HoChiMinh City Branch to increase working capital
3	14/2019-NQ.HĐQT-NVLG	14/03/2019	Approval on the issuance of corporate Bonds
4	16/2019-NQ.HĐQT-NVLG	28/03/2019	Acknowledgement and approval for the report on execution of CEO relating to the facility with GW Supernova Pte. Ltd
5	20/2019-NQ.HĐQT-NVLG	10/05/2019	Approval on the issuance of corporate Bonds
6	25/2019-NQ.HĐQT-NVLG	18/06/2019	Approval on the plan of corporate Bonds issuance
7	30/2019-NQ.HĐQT-NVLG	24/06/2019	Approval of the secure for the loan of 350 Invesment and Development Real Estate Joint Stock Company with VP Bank
8	32/2019-NQ.HĐQT-NVLG	15/07/2019	Approval of the issuance of the corporate Bonds
9	35/2019-NQ.HĐQT-NVLG	19/07/2019	Approval of the guarantee of the Company for the loan of Nova Hospitality Joint Stock Company
10	42/2019-NQ.HĐQT-NVLG	18/09/2019	Approval of mortgaging assets relating to the loan of the Company at Ho Chi Minh City Development Joint Stock Commercial Bank
11	46/2019-NQ.HĐQT-NVLG	18/09/2019	Approval of the issuance of corporate Bonds.
12	54/2019-NQ.HĐQT-NVLG	17/10/2019	Approval of the Regulation on the issuance and the issuance plan for the Employee Stock Ownership Plan (ESOP) 2019.
13	55/2019-NQ.HĐQT-NVLG	17/10/2019	Approval of setting up board of management ESOP 2019 and additional vote counting board

No	Number of Resolution/Decision	Date	Content
14	56/2019-NQ.HĐQT-NVLG	21/10/2019	Approval of amendment the terms and conditions of of issued Bonds that Vietnam Public Joint Stock Commercial Bank is bondholder
15	57/2019-NQ.HĐQT-NVLG	24/10/2019	Approval of the loan of VND 250,000,000,000 arranged by Joint Stock Commercial Bank For Foreign Trade Of Vietnam – Sai Gon South Branch to supplement working capital for the Company's business activities.
16	58/2019-NQ.HĐQT-NVLG	24/10/2019	Approval of the loan at Ho Chi Minh City Development Joint Stock Commercial Bank
17	59/2019-NQ.HĐQT-NVLG	24/10/2019	Approval of the list of the Employee entitled to buy shares under ESOP 2019
18	61/2019-NQ.HĐQT-NVLG	28/10/2019	Approval of the loan arranged by Credit Suisse AG, Singapore
19	67/2019-NQ.HĐQT-NVLG	14/11/2019	Approval of issuance plan of Bonds NVLG
20	70/2019-NQ.HĐQT-NVLG	03/12/2019	Approval of the issuance result of the ESOP 2019
21	71/2019-NQ.HĐQT-NVLG	03/12/2019	Approval of the issuance of ordinary shares for conversion of year 2015
22	72/2019-NQ.HĐQT-NVLG	06/12/2019	Approval of the term loan of the principal amount arranged by Vietinbank Filiale Deutschland and the term loan of principal amount arranged by Vietinbank Branch 1 - HCM City
23	73/2019-NQ.HĐQT-NVLG	06/12/2019	Approval of the issuance of corporate Bonds.
24	74/2019-NQ.HĐQT-NVLG	13/12/2019	Approval of the Company guarantee for the syndicated facility of No Va Hospitality Joint Stock Company
25	75/2019-NQ.HĐQT-NVLG	13/12/2019	To register to increase the Company's charter capital and amendment the Company charter.
26	76/2019-NQ.HĐQT-NVLG	13/12/2019	Approve of the loan granted by Credit Suisse AG, Singapore Branch and other syndicated lenders for the Company
27	77/2019-NQ.HĐQT-NVLG	25/12/2019	Approval of the Company's Guarantee for bonds of Thai Binh Real Estate Trading Joint Stock Company.

TRAINING COURSES ATTENDED BY BOD MEMBERS

Decree 71/2017/ND-CP dated June 6, 2017 by the Government providing guidelines on corporate governance applicable to public companies ("Decree 71/2017/ND-CP") officially came into effect on Aug. 1, 2017 and replaced the regulations on CG under Circular 121/2012/TT-BTC dated July 26, 2012 by the Ministry of Finance. Accordingly, Decree 71/2017/ND-CP removed the required attendance by the BOD, Supervisory Board and CEO of a company at CG training courses.

Currently, except for an independent BOD member who was appointed in April 2019, all the other BOD members had completed training courses on CG in 2017 and granted with certificate. In 2019, 02 concurrent members of the BOD and BOM participated in training courses to improve professional skills such as: Strategic Management, Sales Management for executives, Accounting Management for executives and a number of other training courses on Corporate Management System, Cultural Creation, Business Law, among others.



SALARY, BONUS, REMUNERATION AND OTHER BENEFITS AND COSTS PAID TO BOD, BOM MEMBERS AND CHIEF ACCOUNTANT

No.	Management Details	Location	Salary Structure	Bonus Structure	Remuneration 2019 (VND)	
I	Board of Director					Time of holding position in the BOD
1	Bui Thanh Nhon	Chairman	0%	0%	1,200,000,000	January 1, 2019 - December 31, 2019
2	Bui Xuan Huy	Board member - Deputy CEO	92%	8%	120,000,000	January 1, 2019 - December 31, 2019
3	Hoang Thu Chau	Board member - Deputy CEO	91%	9%	120,000,000	January 1, 2019 - December 31, 2019
4	Nguyen Thanh Bich Thuy	Independent Board member	0%	0%	600,000,000	January 1, 2019 - December 31, 2019
5	Pham Tien Van	Independent Board member	0%	0%	406,818,182	April 26, 2019 - December 31, 2019
6	David Proctor	Independent Board member	0%	0%	30,000,000	January 1, 2019 - March 20, 2019
II	Audit Committee					Time of holding position in the Audit Committee
1	Nguyen Thanh Bich Thuy	Head of Committee	0%	0%	0	January 1, 2019 - December 31, 2019
2	David Proctor	Member	0%	0%	0	January 1, 2019 - March 06, 2019
3	Ms Vo Thi Thu Van	Member	99%	1%	0	January 1, 2019 - December 31, 2019
4	Nguyen Thi Minh Thanh	Member	78%	22%	0	January 1, 2019 - December 31, 2019
III	Ban Tổng Giám đốc					Time of holding position in the BOM
1	Bui Xuan Huy	CEO	Refer to Section I.2 on the Board of Directors			January 1, 2019 - December 31, 2019
2	Hoang Thu Chau	Deputy CEO	Refer to Section I.3 on the Board of Directors			January 1, 2019 - December 31, 2019
IV	Chief Accountant					Time of holding as the Chief Accountant
1	Tran Thi Thanh Van	Chief Accountant	79%	21%	0	January 1, 2019 - December 31, 2019

TRANSACTIONS BETWEEN NOVALAND GROUP AND ITS SUBSIDIARIES IN 2019

Transactions between the company and the affiliated persons or between the company and major shareholders, internal persons and related person of internal person

No.	Name of organization/ individual	Relationship	Time of transactions	Number of resolutions / decisions of the AGM / BOM adopted (if any, specify date of issue)	Number, share ownership ratio/fund certificates held after the transaction	Note
1	THANH NHON REAL ESTATE JSC.	Subsidiary	02/01/2019		None	Office rental expenses
2	THANH NHON REAL ESTATE JSC.	Subsidiary	29/03/2019		None	Framework contract on investment cooperation
3	NO VA THAO DIEN CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
4	NO VA REAL ESTATE CO. LTD.	Subsidiary	02/01/2019		None	Office rental expenses
5	NO VA MY DINH LAND JSC.	Subsidiary	02/01/2019		None	Office rental expenses
6	PHUOC LONG INVESTMENT AND DEVELOPMENT CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
7	NOVA SAIGON ROYAL INVESTMENT CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
8	SAI GON HOUSING AND INFRASTRUCTURE DEVELOPMENT JSC.	Subsidiary	02/01/2019		None	Office rental expenses
9	MEGA HOUSING JSC.	Subsidiary	02/01/2019		None	Office rental expenses
10	NOVA FESTIVAL JSC.	Subsidiary	02/01/2019		None	Office rental expenses
11	NOVA PRINCESS RESIDENCE JSC.	Subsidiary	10/01/2019		None	Consulting contract for selling via real estate exchange
12	BACH HOP REAL ESTATE CO. LTD.	Subsidiary	02/01/2019		None	Office rental expenses
13	NOVA LUCKY PALACE CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
14	NOVA LUCKY PALACE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
15	NOVA RIVERGATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
16	NOVA RIVERGATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
17	NOVA RIVERGATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
18	TUONG MINH INVESTMENT AND REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
19	NOVALAND AGENT CO.,LTD.	Subsidiary	01/01/2019		None	Office rental expenses

No.	Name of organization/ individual	Relationship	Time of transactions	Number of resolutions / decisions of the AGM / BOM adopted (if any, specify date of issue)	Number, share ownership ratio/fund certificates held after the transaction	Note
20	NOVALAND AGENT CO.,LTD.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
21	NOVA SAGEL CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
22	NOVA SAGEL CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
23	VUNG TAU YOUTH HOTEL AND TRAVEL JSC.	Subsidiary	02/01/2019		None	Consulting contract for project development
24	VUNG TAU YOUTH HOTEL AND TRAVEL JSC.	Subsidiary	02/01/2019		None	Consulting contract for general management
25	NOVA NIPPON JSC.	Subsidiary	02/01/2019		None	Office rental expenses
26	NOVA NAM A CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
27	NOVA NAM A CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
28	NOVA NAM A CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
29	NOVA SASCO CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
30	NOVA SASCO CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
31	THANH NHON REAL ESTATE INVESTMENT CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
32	NOVA AN PHU CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
33	NOVA AN PHU CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
34	NOVA AN PHU CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
35	GIA DUC REAL ESTATE CO. LTD.	Subsidiary	10/01/2019		None	Office rental expenses
36	NOVA PHUC NGUYEN REAL ESTATE CO., LTD.	Subsidiary	10/01/2019		None	Consulting contract for selling via real estate exchange
37	PHU DINH PORT JSC.	Subsidiary	02/01/2019		None	Consulting contract for project development
38	PHU DINH PORT JSC.	Subsidiary	02/01/2019		None	Consulting contract for general management

No.	Name of organization/ individual	Relationship	Time of transactions	Number of resolutions / decisions of the AGM / BOM adopted (if any, specify date of issue)	Number, share ownership ratio/fund certificates held after the transaction	Notes
39	NGOC LINH HOA JSC.	Subsidiary	02/01/2019		None	Office rental expenses
40	NOVA PROPERTY MANAGEMENT CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
41	NOVA PROPERTY MANAGEMENT CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
42	NOVA HOSPITALITY JSC.	Subsidiary	02/01/2019		None	Consulting contract for project development
43	NOVA HOSPITALITY JSC.	Subsidiary	02/01/2019		None	Consulting contract for general management
44	THE 21ST CENTURY INTERNATIONAL DEVELOPMENT CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
45	THE 21ST CENTURY INTERNATIONAL DEVELOPMENT CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
46	PHUONG DONG BUILDING JSC.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
47	NHA RONG INVESTMENT AND TRADE JSC.	Subsidiary	02/01/2019		None	Consulting contract for project development
48	NHA RONG INVESTMENT AND TRADE JSC.	Subsidiary	02/01/2019		None	Consulting contract for general management
49	NHAT HOA REAL ESTATE JSC.	Subsidiary	01/04/2019		None	Office rental expenses
50	NHAT HOA REAL ESTATE JSC.	Subsidiary	02/01/2019		None	Consulting contract for project development
51	NHAT HOA REAL ESTATE JSC.	Subsidiary	02/01/2019		None	Consulting contract for general management
52	MERUFA-NOVA CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
53	MERUFA-NOVA CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
54	NOVA RIVERSIDE REAL ESTATE CO., LTD.	Subsidiary	01/01/2019		None	Office rental expenses
55	NOVA RIVERSIDE REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
56	NOVA RIVERSIDE REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
57	NOVA RIVERSIDE REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management

No.	Name of organization/ individual	Relationship	Time of transactions	Number of resolutions / decisions of the AGM / BOM adopted (if any, specify date of issue)	Number, share ownership ratio/fund certificates held after the transaction	Note
58	NOVA RIVERSIDE REAL ESTATE CO., LTD.	Subsidiary	09/05/2019		None	Framework contract on investment cooperation
59	GIA PHU REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
60	GIA PHU REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
61	GIA PHU REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
62	VUONG GIA REAL ESTATE INVESTMENT JOINT STOCK COMPANY	Subsidiary	02/01/2019		None	Office rental expenses
63	PHU TRI REAL ESTATE INVESTMENT COMMERCIAL JSC.	Subsidiary	02/01/2019		None	Consulting contract for selling via real estate exchange
64	SUN CITY REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
65	SUN CITY REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
66	SUN CITY REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
67	350 REAL ESTATE CO., LTD.	Subsidiary	02/01/2019		None	Office rental expenses
68	DINH PHAT REAL ESTATE JSC.	Subsidiary	02/01/2019		None	Office rental expenses
69	NOVA HOSPITALITY JSC.	Subsidiary	02/01/2019		None	Office rental expenses
70	THAI BLNH REAL ESTATE TRADING JSC.	Subsidiary	30/05/2019		None	Consulting contract for selling via real estate exchange
71	THAI BLNH REAL ESTATE TRADING JSC.	Subsidiary	02/01/2019		None	Consulting contract for project development
72	THAI BLNH REAL ESTATE TRADING JSC.	Subsidiary	02/01/2019		None	Consulting contract for general management
73	THAI BINH REAL ESTATE TRADING JSC.	Subsidiary	04/01/2019		None	Framework contract on investment cooperation
74	DAT VIET DEVELOPMENT JSC.	Subsidiary	02/01/2019		None	Consulting contract for project development
75	DAT VIET DEVELOPMENT JSC.	Subsidiary	02/01/2019		None	Consulting contract for general management
76	HUYNH GIA HUY JSC.	Subsidiary	02/01/2019		None	Consulting contract for project development

No.	Name of organization/ individual	Relationship	Time of transactions	Number of resolutions / decisions of the AGM / BOM adopted (if any, specify date of issue)	Number, share ownership ratio/fund certificates held after the transaction	Note
77	HUYNH GIA HUY JSC.	Subsidiary	02/01/2019		None	Consulting contract for general management
78	CARAVA RESORT CO. LTD.	Subsidiary	02/01/2019		None	Consulting contract for general management
79	CARAVA RESORT CO. LTD.	Subsidiary	02/01/2019		None	Consulting contract for project development
80	NOVA HOSPITALITY JSC.	Subsidiary	01/07/2019		None	Consulting contract for general management
81	NOVA NAM A CO., LTD.	Subsidiary	01/07/2019		None	Consulting contract for general management
82	NOVA SAGEL CO., LTD.	Subsidiary	01/07/2019		None	Consulting contract for general management
83	MERUFA-NOVA CO., LTD.	Subsidiary	01/07/2019		None	Consulting contract for general management
84	VUNG TAU YOUTH HOTEL AND TRAVEL JSC.	Subsidiary	01/08/2019		None	Consulting contract for general management
85	AQUA CITY CO., LTD.	Subsidiary	01/07/2019		None	Consulting contract for general management
86	NOVA NAM A CO., LTD.	Subsidiary	01/07/2019		None	Consulting contract for project development
87	NOVA SAGEL CO., LTD.	Subsidiary	01/07/2019		None	Consulting contract for project development
88	MERUFA-NOVA CO., LTD.	Subsidiary	01/07/2019		None	Consulting contract for project development
89	NOVA HOSPITALITY JSC.	Subsidiary	01/07/2019		None	Consulting contract for project development
90	AQUA CITY CO., LTD.	Subsidiary	01/07/2019		None	Consulting contract for project development
91	NOVA PRINCESS RESIDENCE JSC.	Subsidiary	01/10/2019		None	Consulting contract for project development
92	AN PHU DONG REAL ESTATE CO., LTD.	Subsidiary	01/07/2019		None	Office rental expenses
93	LONG HUNG PHAT REAL ESTATE INVESTMENT CO., LTD.	Subsidiary	02/12/2019		None	Consulting contract for general management
94	LONG HUNG PHAT REAL ESTATE INVESTMENT CO., LTD.	Subsidiary	01/12/2019		None	Consulting contract for project development

Transaction between internal person of listed company and company's subsidiaries, or the company in which listed company takes controlling power

No.	Person conducting the transaction	Relationship with internal person	Position held at the listed company	Name of the subsidiary and company controlled by the listed company	Time of transaction	Number, share ownership ratio/fund certificates held after the transaction	Notes
1	Bui Thanh Nhon	Chairman	Chairman	Van Phat Real Estate Investment and Development JSC.	18/09/2019	190,887,507	Capital contribution
2	Bui Cao Nhat Quan	Board Chairman's son	None	Nova Princess Residence JSC.	17/12/2019	42,376,606	Dividend payout
3	Bui Minh Tri	Board Chairman's brother	None	Nova Hospitality JSC.	30/08/2019		Sale of shares
4	Huynh Phuong Thao	Board Chairman's sister-in-law	None	No Va Land Investment JSC.	18/10/2019		Dividend payout
5	Huynh Phuong Thao	Board Chairman's sister-in-law	None	Gia Duc Real Estate Co., Ltd.	09/08/2019		Profit distribution
6	Huynh Phuong Thao	Board Chairman's sister-in-law	None	Nova Nippon JSC.	26/08/2019		Dividend payout
7	Huynh Phuong Thao	Board Chairman's sister-in-law	None	Thanh Nhon Investment Real Estate Co., Ltd.	23/07/2019		Profit distribution
8	Huynh Phuong Thao	Board Chairman's sister-in-law	None	21st Century International Development Co., Ltd.	27/12/2019		Profit distribution
9	Huynh Phuong Thao	Board Chairman's sister-in-law	None	Nova Riverside Real Estate Co., Ltd.	30/12/2019		Payment of capital investment from the merger
10	Huynh Phuong Thao	Board Chairman's sister-in-law	None	Nova Hospitality JSC.	30/08/2019		Sale of shares
11	Huynh Phuong Thao	Board Chairman's sister-in-law	None	Van Phat Real Estate Investment and Development JSC.	20/09/2019		Capital contribution
12	Huynh Phuong Thao	Board Chairman's sister-in-law	None	Nova Lexington Real Estate JSC.	23/12/2019		Capital contribution
13	Huynh Phuong Thao	Board Chairman's sister-in-law	None	Nova Princess Residence JSC.	17/12/2019		Dividend payout
14	Pham Thi Cuc	Board Chairman's sister-in-law	None	Nova Nippon JSC.	26/08/2019		Dividend payout
15	Pham Thi Cuc	Board Chairman's sister-in-law	None	Nova Lexington Real Estate JSC.	26/08/2019		Capital contribution
16	Van Phat Real Estate Investment and Development JSC.	Related company to the Chairman	None	Nova Riverside Real Estate Co., Ltd.	06/09/2019		Framework contract on investment cooperation
17	Novaland Agent Co., Ltd.	Related company to the Chief Accountant	None	Nova Princess Residence JSC.	27/09/2019		Deposit for real estate leasing
18	Novaland Agent Co., Ltd.	Related company to the Chief Accountant	None	Merufa-Nova Co., Ltd.	01/10/2019		Deposit service for real estate leasing

REPORT OF BOD INDEPENDENT MEMBERS

Since the GMS 2018 on April 26, 2018, the Group has maintained 2/5 independent members of the Board, which equals to 40% BOD membership, higher than as required by Decree 71/2017/ND-CP dated in June 6, 2017 guiding corporate governance of public companies. Independence and diversity in expertise, local and international exposure of the independent members deliver independent opinions within BOD's responsibilities.

2019 activities by independent BOD members

All independent BOD member have independently researched, reviewed and made objective decisions for the best interests of the Company as part of their obligations and responsibilities in accordance with Law on Enterprise, relevant legislations and Company Charter.

Independent BOD members supported the BOD in a number of activities relate to internal audit, development strategy and human resources development strategy by acting as Head or member of Internal Audit, Development Policy, Remuneration and Human Resources.

In 2019, independent BOD member have reviewed Company Charter and Code of CG. These documents are currently under revision in line with realistic conditions and current CG related regulations for submission to 2020 GMS.

BOD Performance Review

In 2019, the BOD had periodically meetings and issued a number of Resolutions and Decisions to implement business plans approved by the AGM while directing the Corporation to comply with the regulations in the Company Charter, Corporate Governance and current legal provisions.

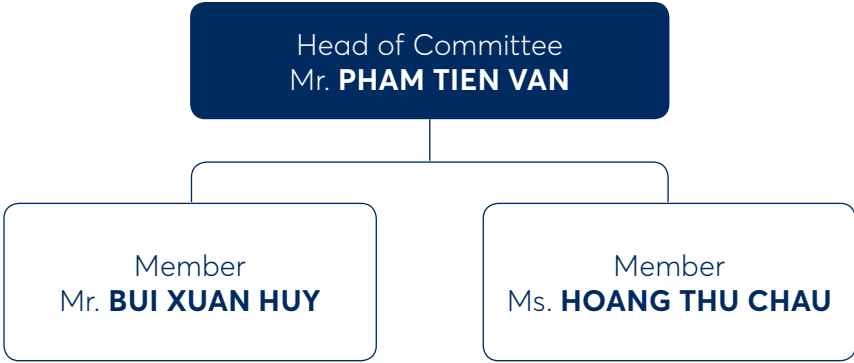
The BOD Resolutions and Decisions were issued under the authorities, orders and procedures according to the Law on Enterprises and Company Charter, in accordance with business practices, meeting management and business requirements, in line with the Group's strategy on hospitality property and satellite township development.



ACTIVITIES OF COMMITTEES UNDER THE BOARD OF DIRECTORS

PERFORMANCE OF THE DEVELOPMENT POLICY COMMITTEE

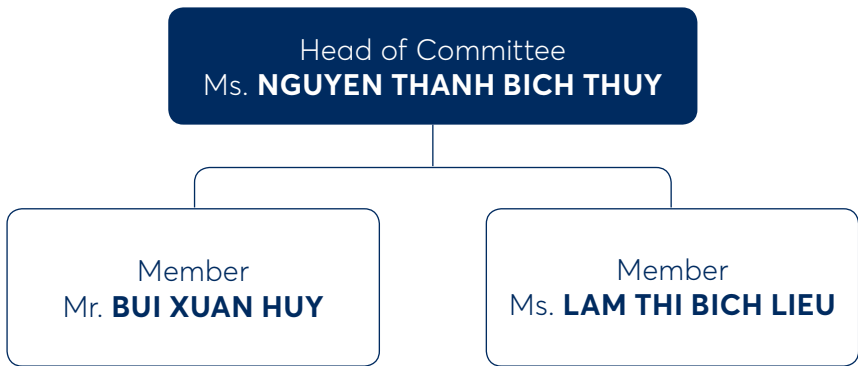
In 2019, the BOD approved changes to the personnel structure of the BOD's Development Policy Committee as follows:



ROLES AND RESPONSIBILITIES	ACTIVITIES OF THE COMMITTEE IN 2019	OPERATING ORIENTATIONS AFTER 2019
• Build up development strategies, objectives, plans as well as KPIs of the Company; • Identify the Company's operation priorities; • Evaluate the long-term efficiency of the Company's operations.	In 2019, the Committee held two meetings to discuss the orientations and review activities in 2019, thereby identifying core development directions of the Company. Specific activities identified are as follows: • Reviewed, evaluated and advised the BOD on the development strategy by development phases. • Elaborated and integrated sustainable development aspects in all activities and improve corporate social responsibility, based on transparency and accountability, advanced risk management and sustainable development orientations while engaging the participation of stakeholders. • Advised and supervised the development of product lines including satellite townships and hospitality real estate (second-home), phasing plan, ensuring sound and stable cash flows. • Evaluated the business performance of the product lines development strategy and sustainable development strategy • Advised the BOD on the Company Charter amendment regarding change in businesses	• Advise and propose development strategies in alignment with the Group's development strategy; • Identify and gather necessary resources to invest in driving forces that promote sustainable development and integrate it into our short, medium and long-term core business strategies. • Continue to monitor and evaluate the development of residential projects in HCMC, second home projects and integrated resorts projects, and satellite urban area.

PERFORMANCE OF THE HUMAN RESOURCES COMMITTEE

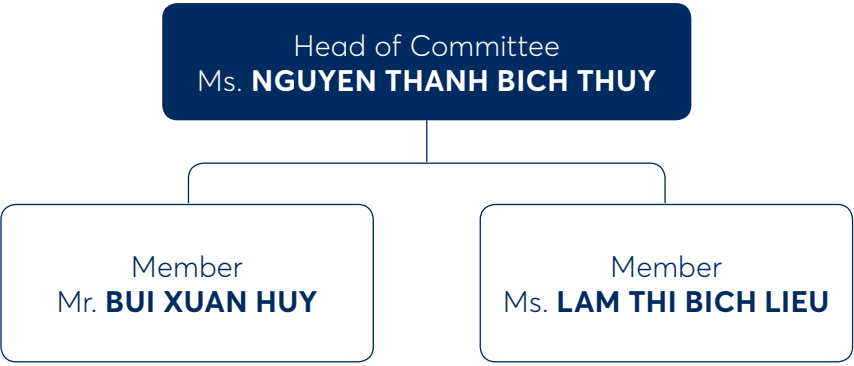
In 2019, the BOD approved changes to the personnel structure of the BOD's Human Resource Committee as follows:



ROLES AND RESPONSIBILITIES	ACTIVITIES OF THE COMMITTEE IN 2019	DEVELOPMENT ORIENTATIONS FOR 2020
• Develop processes, propose objective criteria to evaluate the performance of the BOD; • Build the independence criteria for non-executive/executive BOD Members; • Develop criteria of qualities and competencies for the BOD and BOM Members as well as managerial titles appointed by the BOD (Members of the management team); • Advise the BOD on planning the human resources development strategy, especially the senior human resources development strategy; • Develop sequence, procedures for nomination, candidacy, appointment, and dismissal of BOD members and managers; • Implement other HR works as directed by the BOD.	In 2019, the Human Resources Committee conducted two direct meetings with the following matters: • Planned the Group's human resources strategy; • Built inherited resources ready to receive business strategies and orientations of the Group; • Devised orientations of key staff training programs; • Proposed the development of the nomination, candidacy and appointment process applied to BOD members and managers.	• Align the organizational structure strategy in line with the Group's development strategy; • Attract talents to build a strong team to meet the industry development pace; • Continue to implement the plan of reviewing and improving processes for BOD performance review. • Develop Novaland's workplace into "A destination for Talents to shine and thrive".

PERFORMANCE OF THE REMUNERATION COMMITTEE

In 2019, the BOD approved changes to the organizational structure of the BOD's Remuneration Committee as follows:



ROLES AND RESPONSIBILITIES	ACTIVITIES OF THE COMMITTEE IN 2019	DEVELOPMENT ORIENTATIONS FOR 2020
• Advise the BOD on reviewing and approving/deciding on policies of remuneration, salary, bonuses and other material benefits for BOD members and managers appropriately from time to time; • Perform periodical assessment of the scale and structure of remuneration and other benefits for the BOD Members and Members of the management team as well as other necessary proposals and submit to the BOD for approval.	In 2019, the Remuneration Committee conducted two direct meetings with the following agenda: • Reviewed the effectiveness of the Group's remuneration policies in 2019. • Discuss and propose options for developing remuneration structure and compensation policies in line with the Group's development orientations for 2020.	In 2020, the Remuneration Committee will cooperate with the Human Resources Committee to assist the BOD in the development of senior human resources: • Continue to advise the BOD on reviewing and approving/deciding on policies of remuneration, salary, bonuses and other material benefits for BOD members and managers appropriately from time to time; • Continuously update the remuneration structure and new remuneration policies from the local and global market so as to reasonably apply them to the Group, support the Human Resources Committee in retaining talents and facilitating the implementation of the Group's senior human resources development strategy; • Establish health safety mechanisms for the Group's employees to accommodate growing team.

PERFORMANCE OF THE AUDIT COMMITTEE



Ms. **NGUYEN THANH BICH THUY**
Head of Committee

Date of first appointment as independent BOD member: 4/27/2017
Date of first appointment as the Head of Audit Committee 6/26/2017

Qualifications:

- Bachelor

Professional experience:

- Over 25 years of Strategic Planner and Senior Executive of international corporations
- Apr. 2017 - May 2017: Independent Board member - No Va Land Investment Group Corporation
- June 2017 to present: Head of Audit Committee and Independent Board member - No Va Land Investment Group Corporation

Number of BOD memberships at other companies (except for subsidiaries and parent companies): None

Ratio of voting rights at No Va Land Investment Group Corporation: 0 shares, accounting for 0%



Ms. **VO THI THU VAN**
Membe

Dote of first appointment as member of AC: 9/8/2017

Qualifications:

- Master of Degree in Commerce; Bachelor in Accounting

Professional experience:

- 2004 - 2007: Financial Planning Director, Deputy Financial Controlling Director - PepsiCo Vietnam
- 2011 - 2012: Senior Financial Planning Director - Pepsico Vietnam
- 2012 - 2013: Financial Controlling Director - Pepsico Vietnam
- 2013 - 2016: Financial Controlling Manager - Suntory Pepsico Vietnam
- 2016 - September 2017: Deputy CEO of No Va Land Investment Group Corporation
- September 2017 - present: Member of AC - No Va Land Investment Group Corporation

Number of BOD memberships at other companies (except for subsidiaries and parent companies): None

Ratio of voting rights at No Va Land Investment Group Corporation: 32,750 shares, accounting for 0.003%



Ms. **NGUYEN THI MINH THANH**
Member

Dote of first appointment as member of AC: 6/26/2017

Qualifications:

- Master of Business Administration
- Bachelor of Accounting and Audit
- Member of the Association of Chartered Certified Accountant (ACCA)
- Member of Vietnam Association of Certified Public Accountants (VACPA)

Professional experience:

- 2010 - 2012: Auditors Senior - KPMG LLP, USA; Audit Senior Manager - KPMG Vietnam
- 2013 - 2015: Compliance and Operation Manager - Vietnam Representative Office of Pfizer Thailand
- 2015 - June 2017: Internal Audit Director and Head of Supervisory Board - No Va Land Investment Group Corporation
- June 2017 - present: Internal Audit Director and Audit Committee Member - No Va Land Investment Group Corporation

Number of BOD memberships at other companies (except for subsidiaries and parent companies): None

Ratio of voting rights at No Va Land Investment Group Corporation: 11,239 shares, accounting for 0.001%

BOD INTERNAL AUDIT COMMITTEE

Roles of Internal Audit Committee

In converging the best international governance practices, since 2017, the Group established the Audit Committee to assist the BOD in overseeing the truthfulness and fairness of financial statements, compliance with laws and regulations, the performance and independence of independent auditors, the performance and effectiveness of internal auditors and the effectiveness of internal controls and risk management.



Activities of Audit Committee In 2019

In 2019, the AC held the following meetings:

No.	Date	Agenda	Attendants
1	18/01/2019	Discuss Committee's 2019 plan and member assignment	3/4
2	01/04/2019	Discuss and approve IA 2019 plan	3/4
3	10/07/2019	Discuss and approve revised IA charter	3/3
4	19/12/2019	Summary of the AC' activities in 2019	3/3

AUDIT COMMITTEE

The results of AC activities mainly as follows:

Crucial and Important Public Report

- Supervise FS by checking the controls in preparing and presenting FS and independent audit. In the past five years, the Firm's FS has been audited by PwC, and all FSs have received unqualified opinion from independent auditor.
- Revise AR before publishing to make sure all checked items have relevant documentation / receipts consistent with information that the Committee has.

Internal audit

- Approved the Annual audit plan of 2019 and important changes in the audit plan;
- Reviewed the effectiveness of Internal Audit activities compared to the approved plan;
- Discussed with the Internal Audit on the operating budget, audit activities and organizational structure of the Internal Audit Department;
- Reviewed all reports of the Internal Audit;
- Reviewed and monitored the Board of Management's feedback on the findings and recommendations of the Internal Audit;
- Review the performance of the internal audit and concur with the annual compensation and salary adjustment.

Internal audit and Risk management

- Supervise Internal Control and Risk Management through IA reports and direct encounters and interviews with the Group's Risk Management. Outcomes:
 - The Group has a dedicated Risk Management team since 2015.
 - Risk management policies are updated on a yearly basis to ensure risk management is implemented in accordance with the business strategy in each of the Group's development phases;
 - Risk is tracked on dedicated software;
 - Business processes were issued, updated and managed by the relevant departments and the process management team;
- Supervise disclosure for transactions with stakeholders.

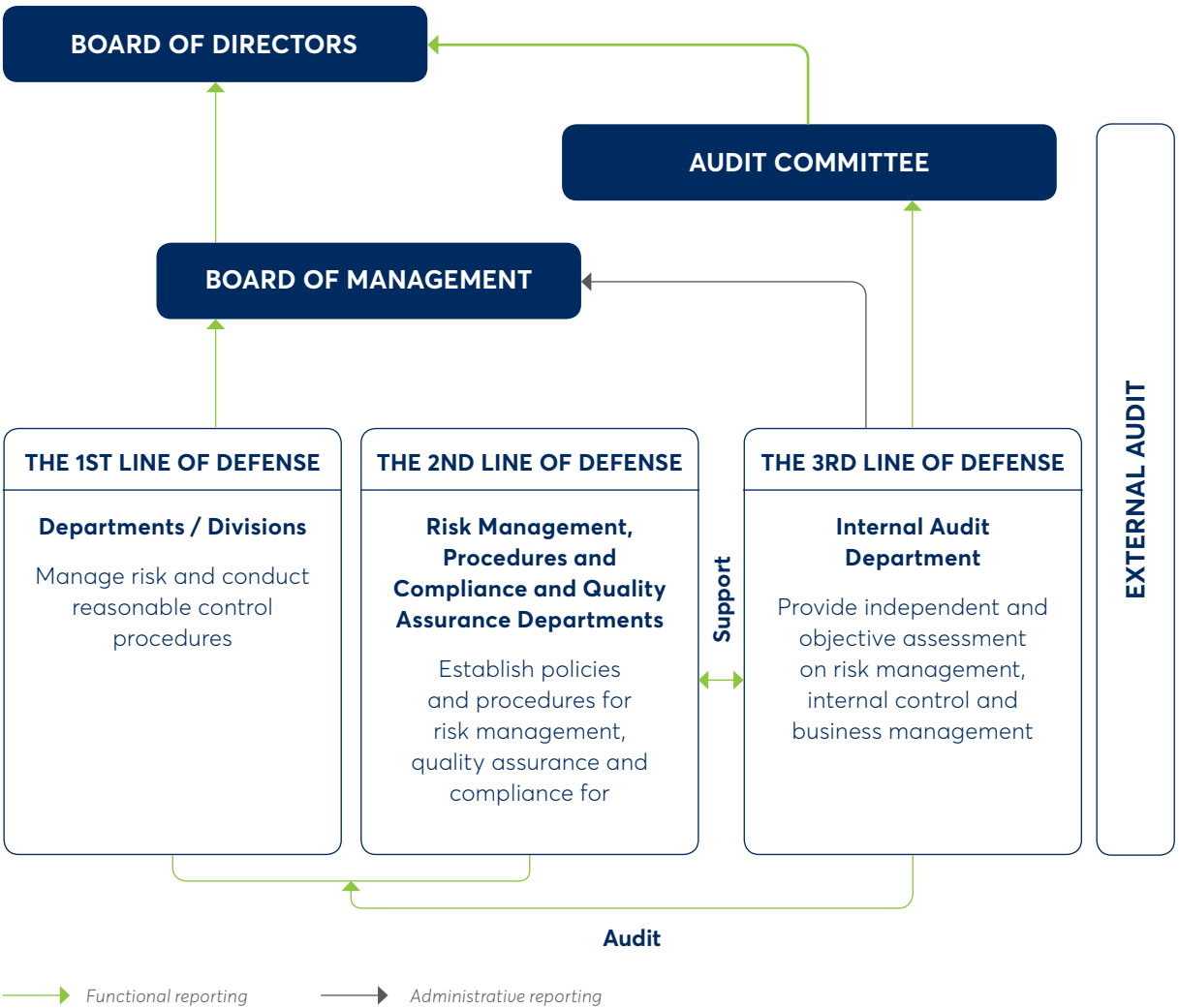


The IA Committee's plan for 2020

For 2020, IA Committee will maintain its supervisory role in: Financial Statement, Internal Control, Risk Management and Internal Audit. In addition, the IA Committee will finalize its guideline and improve working method to follow good practices

Internal audit department the audit committee

Since 2015, the BOD and BOM found that to ensure the efficiency of Risk Management framework, relevant functions should be established, including supervisory and assurance functions. Accordingly, the IA function should act as the third line of defense in the "three lines of defense" model.



Roles and responsibilities

IA reports functionally and independently to IA Committee. Internal audit provides independent, objective assurance and consultation to evaluate and improve the effectiveness of risk management, control, and governance processes.

Principles

Independence and objectivity are the two fundamental principles of Internal Audit. They ensure IA implements its function correctly and effectively. These are also the fundamental principles specified under Decree 05/2019/ND-CP on IA dated Jan. 22, 2019 by the Government. The Internal Audit Department of the Group is also aware of the importance of these two principles and adopted relevant rules from the start of its operations.

INDEPENDENT

- IA Director is designated and removed by BOD / Internal AC.
- IA reports directly to the Internal AC, which in turn reports to the BOD.
- Audit plan, budget and resources plan of IA Department shall be approved by BOD through AC.
- Internal auditors shall not participate in daily jobs or daily checking activities of other departments

OBJECTIVE

- The IA's Charter has clear provisions on the objectivity of the auditors.
- The objectivity of auditor is managed and supervised through training and designating audit personnel.
- Circulate role periodically through audits



Internal Audit activities in 2019

On top of annual audits for the Group's core activities and processes, IA Department audited project management reports in 2019, with integration of 360° surveillance camera.

IA also reviewed operating activities of the Group's hospitality projects with an aim to supervise the operating processes and existing IT system of the projects to:

- Audit the effectiveness and efficiency of internal controls related to audited activities.
- Monitor the compliance of related internal controls.
- Recommend the process improvements and efficiency.

As for IT activities, IA Department examined IT action plans to enhance control over IT activities, operations and information security. IA Department also used abnormal behavior supervisory system to supervise and protect information security for the Group. IA Department reviewed periodic patching for IT system.

To improve IA efforts and adopt advanced technology in IA in the era of technology 4.0, IA Department has planned and implemented IA software system. It will improve quality, efficiency and effectiveness of audit processes.

Internal Audit action plan for 2020

IA action plan for 2020 focuses on activities and processes relating to the Group's hospitality and satellite township projects which are under development.

IT auditing will focus on major risks in IT activities that will directly impact on the Group's operations. IA Department shall maintain the following activities for 2020:

- Examine IT action plans,
- Monitor and review information security action plans,
- Maintain abnormal behavior supervisory system, review periodically to fix IT system's errors.

For 2020, IA Department will check the efficiency of authorization, the compliance of operating process of all systems used within the Group and improve the information security.

RISK MANAGEMENT

ROLE OF RISK MANAGEMENT

RM is a scientific and systematic risk approach to track, identify, control, prevent and mitigate the losses or negative impacts to the Group's business activities. Risk is an ever-changing factor, therefore the anticipation, control and prevention measures should be updated constantly to promptly respond to such changes.

RM is a tool that allows the Group Management to make timely and sound decisions to improve safety in business activities, strengthen the Group's credibility and strategic position.



FUNCTIONS OF RISK MANAGEMENT

Implementing RM means establishing and adopting a systematic and principled process across the Group to identify events, assess and manage possible events that may affect business objectives to mitigate negative impacts and take opportunities.

Novaland's risk management function is consulted and supervised by the Risk Management with the following main functions:

- Monitor risk status against preset limits to identify and provide early warnings about the risk and limit violation.
- Coordinate with first line of defense to identify and track any risks that arise
- Develop and adopt risk assessment measures and models.
- Control and prevent risk and propose risk mitigation measures.
- Comply with periodic RM reporting process.
- Advise BOM with RM within approved extent of responsibilities.
- Maintain risk management models and policies; provide tools for risk management and training, and support on-site RM efforts.

RISK MANAGEMENT POLICY

RM policy regulates how RM is conducted in Novaland Group to enable smooth coordination between Risk Management units and relevant departments.

Risk management policy is reviewed and updated on annual or ad-hoc basis when there is change in business and legal environments, Group's business strategy, or other factors that may affect the Group's business.

RM policy must be continuous and feasible.



RISK REPORTS

Risk portfolio is one of the important reports that manage existing and potential risks. Risk portfolio allows identifying risk, assessing risk impact and providing response to control existing and residual risks. Through Risk Portfolio, individual risk reports, current risk measures, residual risk and required risk measures are periodically submitted to RM owners (departments), BOM and BOD to strengthen corporate risk management efforts.

These risks are managed through compliance check and internal control to maintain an efficient and effective control environment within the Group.



IMPLEMENTATION OF RISK MANAGEMENT IN 2019

In 2019, Risk Management units coordinated with other departments as follows:

- Advise and assist other departments in completing a portfolio of critical risks for the Group as well as risk portfolios for individual departments and projects.
- Conduct Risk Management Policy and Process training for departments to ensure their understanding and compliance.
- Develop risk identification and reporting channels on internal network, email and hotline to encourage employees to identify and report any risk that arises during the course of their work.

- Design internal communication scheme to establish risk management habit among employees and promote "risk culture" within the Group.
- Maintain quality assurance ISO 9001, occupational health and safety ISO 45001, information security management ISO 270001 through 3rd-party independent certified assessment.

More specifically in 2019, Novaland Group has implemented the following risk management measures to address the main risks in business activities:

**OCCUPATIONAL HEALTH AND SAFETY
AND ENVIRONMENTAL RISKS**

Novaland has made great efforts in managing construction environment for our projects, including noise reduction, environmental impact assessment, power, water and fuel resources economization. For 2019, the Group management expected to establish a safe working environment for the staff and stakeholders reporting to Novaland to demonstrate our commitment to sustainable development. This is evidenced by Novaland’s successful establishment of ISO 45001 for Occupational Health and Safety to:

- Reduce the risk of occupational hazard and disease that may lead to fine, prosecution and reduced insurance coverage;
- Comply with applicable laws;
- Assess operations and improve the management of occupational health and safety;
- Confidence of stakeholders



LEGAL RISKS

In tandem with managing legal risks through updating changes in legal system, the Legal Department improves Novaland’s regulatory compliance through establishing Anti-Money Laundering Policy and Anti-Money Laundering unit to strictly control the regulations.

The Group’s Anti-Money Laundering Policy complies with State Bank of Vietnam’s guides on anti money laundering, and specifies requirements on customer identification, where the Group’s individual and institutional clients must present certain financial information for customer identification. We strictly comply with the Anti-Money Laundering regulation to attest that our clients only take commit legal business transactions. The Anti-Money Laundering Policy plays an important role in establishing a strong and efficient RM model.

Apparently, the prolong legal assessment in Hochiminh City has significantly impacted the real estate industry, including Novaland. The results for this delay are the delay in legal completion and hand-over progress, leading to the delay in revenue recognition, several complaints from customers and diminishing the company reputation. To overcome this issue, Novaland has focused on resolving legal issues for a number of crucial projects, and especially

introduced to the market new product lines - the satellite urban area project in Dong Nai, the second home projects and integrated resorts in Ba Ria - Vung Tau, Binh Thuan and Can Tho. Therefore, the cash flow and profit remains stable as well as the investors’ legal interests are sufficiently met.

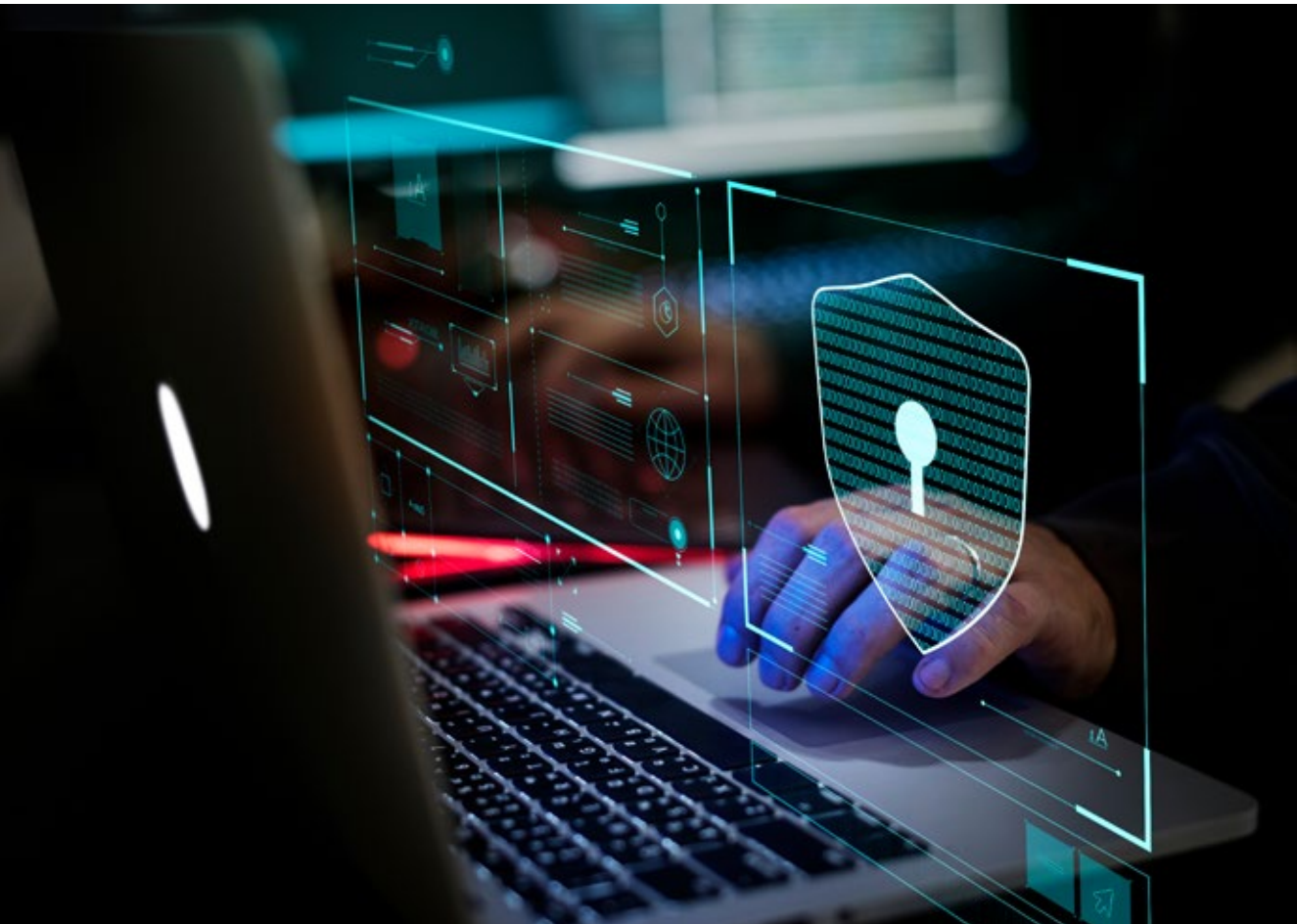


INFORMATION SECURITY RISKS

The loss or leakage of information can seriously harm information, financial and reputable resources of the Group. Cyber attacks, which are increasingly sophisticated and complex, can lead to the loss of information or even a complete collapse of the information system.

In 2019, the Information Security Board continued to monitor abnormal information/activities and monitor the periodic patch releases for security holes. Finalized IT system monitoring and management solution, user behavior analytics system (SIEM IBM Qradar) to prevent and detect any behavior or events.

For 2020, finalize Disaster Recovery (DR) solution for core management systems, e.g. SAP, Data warehouse. Design relevant scenarios for technology crisis, implement infrastructure supervision and security solutions to defend against any offense against Novaland’s business activities.





PROJECT RISK

In 2019 Quality Assurance Department (QA) updated business processes by applying stricter risk control. Items that fail construction quality were fixed, and most of safety issues were resolved by Contractor in accordance with the Group's standards.

In addition, QA is compiling a handbook that instructs prevention of construction errors. This handbook is the compilation of documents collected from project assessment, which can be used as guide for Project Management Units in onsite quality management, and mitigate repetitive quality and safety risks.

In addition to quality management and control, QA Department is responsible for reviewing fire protection maintenance, operation and safety for delivered projects. This is an annual task that is performed across 30 projects of Novaland Group. Through these reviews, errors are detected by experienced engineers' independent point of view, and promptly reported to Building Management Boards for fixing. This is extremely important in mitigating fire risks and minimize deterioration of a project's essential items.



2020 RISK MANAGEMENT TARGETS:

- Update Group Critical Risk Portfolio and Department Risk Portfolio.
- Establish anti-money laundering function in compliance with the law, establish anti-money laundering policy and measures, and instruct strict compliance from relevant departments.
- Establish an extension to RM to communicate efficiently and update promptly where necessary.
- Design Business Continuity Planning (BCP) to mitigate business discontinuity risk and protect reputation and brand, improve readiness and disaster recovery.
- Assess information technology disaster recovery capacity.
- Train and guide establishing Risk Portfolio for subsidiaries to ensure universal consistency of risk management.
- Promote internal communication campaign on monthly basis to promote "risk culture" across the Group, and establish risk management among employees.

REGULATORY COMPLIANCE

As a leading real estate developer in Vietnam, Novaland is aware that regulatory compliance is one of the prerequisites for sustainable and solid development. We abide to not only regulations on land and real estate, but also on corporate operating activities, e.g. Labor, tax, accounting, etc. and public companies.

With regard to public company governance, in 2019, Novaland reviewed and revised our Charter, Governance Guidelines to be aligned with actual developments. In addition, Novaland is working on internal authorization guideline to improve governance capability and strictly manage the authority at the management level of the Group. Novaland also comply with regulations on information disclosure.

Novaland constantly updates on real estate business and relevant activities regulations. In particular for apartment building management, as Ministry of Construction issued Circular No. 06/2019/TT-BXD regarding operation of

apartment building, Novaland prepared documentation for condominium meetings, residential cluster meetings, private residence meetings and sample documentation for management board taking effect from January 01, 2020 in line with the Circular. As for anti-money laundering, Novaland complied with the regulations issued by the State Bank of Vietnam, update our transaction process to ensure effective and appropriate anti-money laundering efforts while providing convenience for the customers.

During doing transactions with clients, Novaland always keep information of the project, project progress transparent and respond to any inquiries on ongoing project's legal issues to partners, investors, clients and the public.

These compliance efforts have established trust among clients, investors, business partners, and set premises for the Group's solid growth.



Công trình The Sun Avenue Residence (Q.2)

INVESTOR RELATIONS

Efficient Investor relations (IR) activities would bring enormous benefit to the company, especially the listed one. For Novaland, protecting the interests of shareholders and investors is the core value of an effective corporate governance. Therefore, the Group prioritizes improving quality of IR towards transparency, equality and interests of shareholders and investors.

ENSURE FULL TRANSPARENCY, EQUALITY AND RIGHTS OF SHAREHOLDERS, INVESTORS

Novaland's IR activities are based on Honesty - Timing - Transparency principles, in line with our core values: Efficiency - Integrity - Professionalism. All policies and activities related to Novaland shareholders are not limited to complying with the laws of Vietnam but also aim to meet higher international standards such as the OECD Principles of Corporate Governance and the ASEAN Corporate Governance Scorecards.

The Group commits to provide information equally among shareholders and investors to protect their interests. In which rights for voting, nominating Directors, approving annual financial statements and the next-year's business plan, accessing to Novaland's information, etc. are ensured with adequacy and transparency. In order to do so, the Group has continuously updated and standardized the process and procedures of information disclosure, convened meetings, voting, collecting shareholders' written ballots, and arranged meeting venues in the central area to facilitate shareholders' attendance to exercise their rights.

There were many highlights in IR activities as part of the Group's success in local and international capital mobilization. Notably, in 2019 Novaland Group was honored in top 3 listed companies with the best investor relations which was recognized by reputable financial institutions at the IR Awards 2019 organized by Vietstock and Finance and Life.



IR ACTIVITIES IMPLEMENTED IN 2019 TO IMPROVE TRANSPARENCY AND CREDIBILITY AMONG SHAREHOLDERS AND INVESTORS

PROACTIVE AND TRANSPARENT IN INFORMATION DISCLOSURE

- 1 Information disclosure in accordance with Circular 155/2015/TT-BTC and higher international standards.
- 2 Update and publish bilingual disclosure in English and Vietnamese languages.
- 3 Disclose information that is deemed influential to the interests of investors and shareholders.
- 4 Ensure to present the nature of corporate information and activities.

IMPROVE DATA CREDIBILITY

- 1 Review semi-annual financial statements and audit annual FS.
- 2 Comply with both VAS and IFRS standards in preparing FS.
- 3 AR is reviewed by AC before publication to ensure the information is thoroughly checked with sufficient supporting documents and unified with existing information.

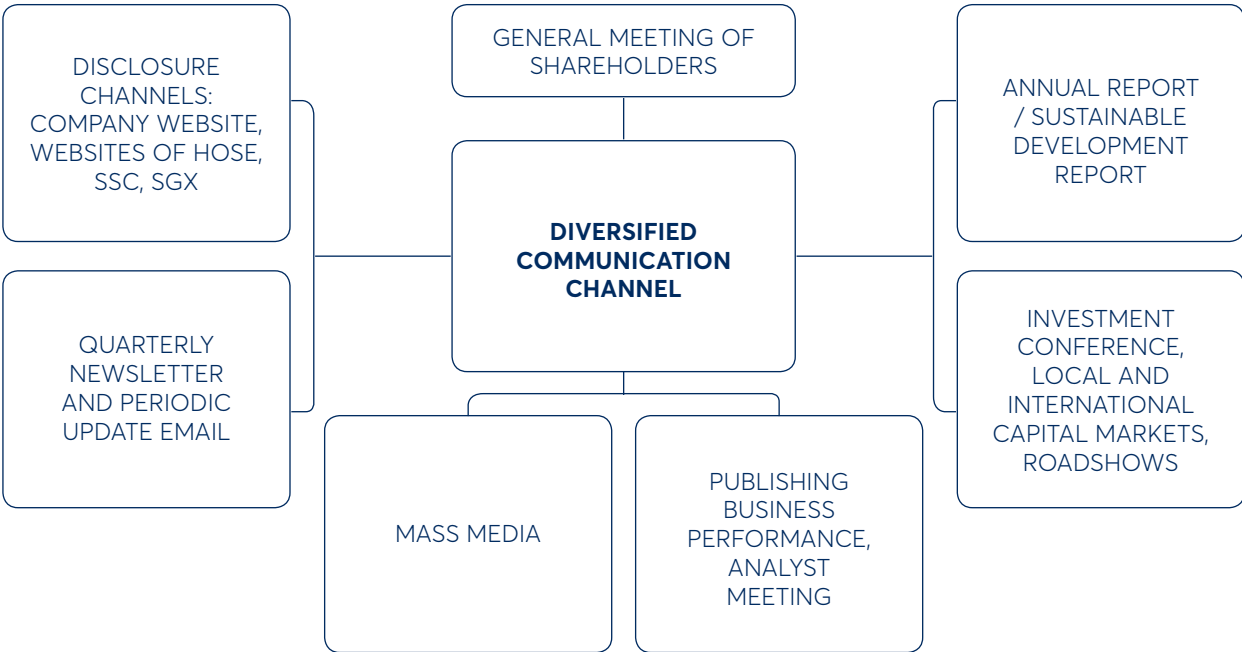
COMMUNICATE WITH INVESTORS

- 1 Engage and communicate pro-actively with investors.
- 2 Respond to investors' concerns.
- 3 Update shareholders, investors and financial analysts with highlights in Group activities via email on quarterly basis.
- 4 Hold conference with analysts, conference call with international investors on quarterly basis.
- 5 Participate in local and international capital market events held by credible financial institutions.
- 6 Hold meeting between Management and international investors and analysts.



Aqua City (Bien Hoa, Dong Nai)

DIVERSIFY COMMUNICATION CHANNEL FOR
INVESTORS AND SHARE HOLDERS



Novaland understands the importance of access to information to investor's decisions, and makes every effort to diversify and ensure diversity, accuracy and transparency of information quality on our communication channels, where shareholders, investors and partners are updated promptly about development direction, business performance and corporate governance, etc.

As part of periodic and ad-hoc communication, disclosure adheres to regulations on Novaland's company website and other channels: HOSE, SSC, SGX. In addition, quarter business performance summary, presentation for investors and updates on Group activities are published on Group Website and emailed on periodic basis to Novaland's investors, shareholders and partners. All disclosure documentation of Novaland is bilingual (Vietnamese and English languages), to make sure local and international investors and partners are updated sufficiently, equally and accurately.

INVESTOR AND PARTNER
RELATIONS DEVELOPMENT

Last year, Novaland made noteworthy efforts in strengthening relations with investors and stakeholders to promptly update business performance, development strategy, investment activities and collect feedback. These were conducted in many forms, including: quarterly meetings with analysts and investors, investment conferences and international capital markets, roadshows, direct and online communication. Group management and IR Department always take active role in communicating with investors and partners to strengthen their trust and Novaland's creditworthiness on local and international capital markets.

In addition, Novaland sent for representative to renowned local and international investment conferences, partnered in organizing roadshows, non-deal roadshow to seek existing and potential partnership opportunities in Vietnam, Singapore, Hongkong, Japan and Taiwan, etc.

In 2019, the leadership team of the Group and IR has performed the following activities:

Meet with over
300 partners

From more than
200 organizations
domestic and foreign organizations
(including investment funds, businesses,
securities companies, etc.)



Tập đoàn Novaland ký kết hợp tác cùng quỹ đầu tư DEG

EVENT HIGHLIGHTS IN 2019



ASIA FRONTIER MARKETS CONFERENCE

Time : October 25-26, 2019
Location: London, U.K

This is an annual business event to connect foreign investors and entrepreneurs in Asian emerging markets.



INVESTOR/ANALYST CONFERENCE

Time : Quarterly
Location: HCMC

Novaland Group organized analyst meeting and online conferences (Earnings Call) to present business performance, strategies, prospects of the real estate industry, and facilitate in-depth discussions with domestic and foreign investors/ experts/analysts.



VCSC – VIETNAM ACCESS DAY

Thời gian: 05- 07/03/2019
Địa điểm: TP.HCM

The Vietnam Access Day 2019 international investment conference organized by Ban Viet Securities Joint Stock Company (VCSC) has attracted over 400 investors, most of whom are domestic and foreign institutional investors, to explore the market and potential investment opportunities in Vietnam.



JP MORGAN VIETNAM TELEPRESENCE FORUM

Time : 3/22/2019
Location: HCMC

The JP Morgan Vietnam Telepresence Forum is an international event to facilitate dialogue between Vietnamese businesses and major investment institutions from JP Morgan's representative offices in Tokyo, Hong Kong, and Singapore.



2019 AGM

Time : 4/26/2019
Location: HCMC

Novaland's 2019 AGM was held on April 26, 2019. Accordingly, all proposals submitted at the meeting were approved by the General Meeting of Shareholders.



DEUTSCHE BANK ACCESS ASIA CONFERENCE 2019 (SINGAPORE)

Time : 5/21/2019
Location: Singapore

Deutsche Bank Access Asia Conference, one of the leading events in Asia organized, was held by Deutsche Bank with more than 250 leading listed and private companies in Asia.



CITI-SSI C-SUITE CORPORATE DAY 2019

Time : 05/28-29/2019
Location: HCMC

The Citi-SSI C-Suite Corporate Day 2019 was held by Saigon Securities Joint Stock Company (SSI) with the participation of hundreds of international investors in HCMC to discuss with 20 leading businesses in Vietnam.



DAIWA INVESTMENT CONFERENCE 2019

Time : 05/28-29/2019
Location: New York

The 13th Daiwa Investment Conference New York is one of the largest annual events in Asia Pacific held in the U.S. The event attracted more than 40 leading companies in Asia Pacific and hundreds of institutional investors.



HSC EMERGING VIETNAM 2019 CONFERENCE 2019

Time : 6/12/2019
Location: HCMC

Emerging Vietnam Conference is an annual event organized by HSC with the goal of bridging leading companies in Vietnam to the international investment community. The event attracted the participation of 60 businesses, nearly 500 domestic and international investors from the United States, Europe, Japan, Singapore, Hong Kong, South Korea and Thailand.



M&A VIETNAM FORUM

Time : 8/6/2019
Location: HCMC

The M&A Vietnam Forum is an annual event for the business community, Vietnamese and international investors. Jointly organized by the Vietnam Investment Review and AVN Vietnam, under the auspices of the Ministry of Planning and Investment.



HOSE – DAIWA VIETNAM CORPORATE DAY 2019

Time : Tokyo: 8/9/2019
HongKong: 09/26-27/2019
Location: Tokyo & HongKong

The event is held annually with the participation of leaders of HOSE, top listed companies in Vietnam and investors in Japan and Hongkong market.



GOLDMAN SACHS & SSI VIETNAM CORPORATE DAY

Time : 11/18-19/2019
Location: Singapore

Goldman Sachs & SSI Vietnam Corporate Day is an annual event to connect international investors with leading businesses in Vietnam. This year's event has attracted leading listed companies and startups in Vietnam along with institutional investors from Singapore, Japan, Hong Kong, among others.

NOVALAND GROUP HONOURED BEST
INVESTOR RELATIONS AWARD



At the “IR Awards 2019” ceremony organized by Vietstock Finance and Life (FiLi.vn), Novaland Group ranked top 3 listed companies with the best investor relations, as voted on by reputable financial institutions.

Novaland was among the 259 listed companies that passed the strict criteria on disclosure for 2019, then successfully passed following rounds to be voted among top 3 listed companies with the best investor relations by reputable financial institutions. It is a great honor for Novaland to be named at IR Awards 2019. The award was recognition for our efforts in sustainable development strategy that Novaland pursues. We will promote connecting with financial partners and investors, and this is an integral part of Novaland’s development.

CORPORATE GOVERNANCE ANALYSIS
AGAINST THE ASEAN CORPORATE
GOVERNANCE SCORECARDS



Novaland was officially listed on HCMC Stock Exchange (HOSE) in late 2016. Ever since, the Group’s corporate governance has been greatly improved to become the prerequisite to promote not only business activities but also our control and internal governance systems to achieve medium-to-long-term sustainable development strategy. Novaland upholds compliance with Corporate Governance regulations and further, international standards.

The ASEAN Regional CG Scorecard is based on OECD Principles of Corporate Governance and best corporate governance practices of countries in the region such as Malaysia, Singapore, Thailand, Indonesia, Philippines and Vietnam.

There are two levels to the ASEAN Corporate Governance Scorecards:

LEVEL 1

146
Criteria

Basic requirements regarding 5 main principles, including Right of Shareholders, Equitable Treatment, Role of Stakeholders, Disclosure & Transparency, Responsibilities of the Board.

LEVEL 2

38
Criteria

Including 13 bonus criteria and 25 penalty criteria.

OVERALL ASSESSMENT OF NOVALAND GROUP'S GOVERNANCE PRACTICES IN 2019 IS AS FOLLOWS:

In 2019, the Group successfully met 154 out of 184 assessed criteria, partially met 17 criteria, and did not meet 13 criteria. In 2019, Novaland Group continued our remarkable efforts in strengthening and improving the efficiency of corporate governance, contributing to the growth of investment and sustainable development.

Highlights to Novaland's CG practices in 2019:

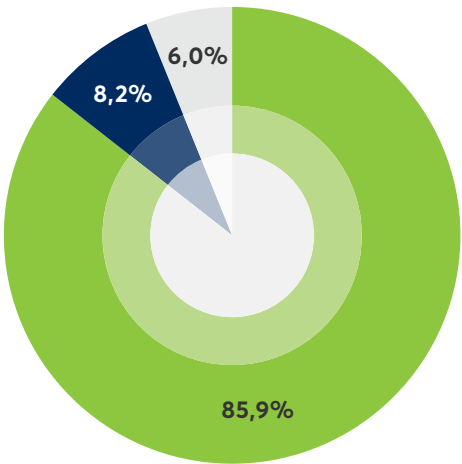
CORPORATE GOVERNANCE

- 1
- Promote the activities of BOD committees: The committees had more meetings in 2019 to improve Group governance. In parallel, BOD committee structure was modified in line with Corporate Governance standards: Committee Heads are assumed by independent BOD members.
- 2
- Continued to strengthen and improve information disclosure activities to safeguard the rights of shareholders, partners and stakeholders, including publishing documents in both Vietnamese and English on the websites of Novaland, HOSE, SSC and SGX. Information to be published includes: Annual General Meeting of Shareholders, resolutions of the BOD, Financial Statements, Annual Report, Notes to the Financial Statements, Introduction of the Company, updates of business results and projects progress, etc.

COMPLIANCE AND RISK MANAGEMENT

- 1
- Internal Governance, risk management and compliance are prioritized, reviewed and updated periodically by Novaland to improve the Group governance
- 2
- Promote training in risk identification and management for management and employees.

ĐÁNH GIÁ QTCT CỦA NOVALAND THEO THẺ ĐIỂM QTCT ASEAN



- Thực hiện tốt thông lệ (≥70% tuân thủ)
- Thực hiện một phần nhưng chưa đầy đủ theo thông lệ (31%-69% tuân thủ)
- Chưa đáp ứng được thông lệ (≤ 30% tuân thủ)

DETAILED ASSESSMENT OF NOVALAND GROUP'S CORPORATE GOVERNANCE PRACTICE AGAINST ASEAN CORPORATE GOVERNANCE SCORECARDS

Notes:

Full compliance (≥70% compliance)

Partial compliance (31%-69% compliance)

Non-compliance (≤ 30% compliance)

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
A	RIGHTS OF SHAREHOLDERS		
A.1	Basic Shareholder Rights		
A.1.1	Does the company pay (interim and final/ annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends.? In case the company has offered Scrip dividend, did the company paid the dividend within 60 days?		Novaland has not paid dividends for ordinary shares because it is now the time for reinvesting in project development and land bank accumulation for long-term development strategy.
A.2	Right to participate in decisions concerning fundamental corporate changes		
	Shareholders have the right to participate in decisions related to:		
A.2.1	Amendments to the company's constitution?		This is stipulated in Article 23 and Article 61 of the current Company's Charter
A.2.2	The issuance of additional shares?		This is stipulated in Article 12 of the current Company's Charter
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?		This is stipulated in Article 23, Article 29 and Article 32 of the current Company's Charter
A.3	Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.		
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?		All annual AGM agendas contain this content
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		This is stipulated in Article 20 and Article 34 of the current Company's Charter
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		This is stipulated in Article 23 of the current Company's Charter and the Ground Rules of discussing and voting at 2019 AGM
A.3.4	Does the company disclose the voting procedures used before the start of meeting?		Ground Rules of discussing and voting at 2019 AGM are made available to all shareholders prior to the AGM date.

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
A.3.5	Does the latest minutes of the General Meeting of Shareholders reflect that shareholders have the opportunity to ask questions? Are the questions posed by shareholders and the answers recorded?	●	Novaland recorded and published the questions and answers at 2019 AGM in the Minutes.
A.3.6	Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent AGM?	●	This is fully published in the Minutes of 2019 AGM and disclosure documents about the results of shareholders' written opinions in 2019
A.3.7	Does the company disclose the list of board members who attended the most recent AGM?	●	This is shown in the Minutes of 2019 AGM
A.3.8	Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?	●	This is shown in the Minutes of 2019 AGM
A.3.9	Does the company allow voting in absentia?	●	This is stipulated in Article 24 of the current Company's Charter and the Ground Rules of discussing and voting at 2019 AGM
A.3.10	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	●	This is stipulated in Article 23 of the Company's Ground Rules of discussing and voting at 2019 AGM
A.3.11	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?	●	This is shown in the Minutes of 2019 AGM
A.3.12	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM/ EGM for all resolutions?	●	Minutes of 2019 AGM
A.3.13	Does the company provide at least 21 days notice for all AGMs and EGMs?	●	Disclose information related to the documents on shareholders' written opinions counting results in 2019
A.3.14	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?	●	Novaland has provided over 21 days notice for 2019 AGM (specifically on March 6, 2019, Novaland gave notice about 2019 AGM which took place on April 26, 2019)
A.3.15	Does the company give the opportunity for shareholder to place item/s on the agenda of AGM?	●	Documents prepared for the 2019 AGM provide sufficient information and background on issues submitted to the AGM for approval in two languages.
A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner			
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the board of directors/commissioners of the company appoint an independent party to evaluate the fairness of the transaction price?	●	Company's current Charter
A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated			
A.5.1	Does the company disclose its practices to encourage shareholders to engage with the company beyond AGM?	●	Novaland has always been active in activities to encourage the participation of shareholders, through diverse activities. See dor details in Investor Relations section.

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
B	EQUITABLE TREATMENT OF SHAREHOLDERS		
B.1	Shares and voting rights		
B.1.1	Does the company's ordinary or common shares have one vote for one share?	●	This is stipulated in Article 15 of the Company's Ground Rules of discussing and voting at 2019 AGM
B.1.2	Where the company has more than one class of shares, does the company publicize the voting rights attached to each class of shares (e.g. through the company website/reports/the stock exchange/the regulator's website)?	●	This is stipulated in Article 30 of the current Company's Charter, the Company shall carry out the information disclosure with respect to the number of votes attached to each class of shares in the Notice of the final registration date for collecting shareholders' written opinions.
B.2	Notice of AGM		
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	●	Novaland has fully complied with this practice. See more at 2019 AGM documents
B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	●	Novaland has fully disclosed information in two languages. See more at 2019 AGM documents
	Does the Notice of AGM include the following details:		
B.2.3	Are the profiles of directors/commissioners in seeking election/re-election included (at least including age, academic qualification, date of appointment, experience, and directorships in other listed companies)?	●	Novaland has provided profiles of candidates. Refer to the BOD Resolution approving the list of Independent BOD member candidates in 2019
B.2.4	Are the auditors/auditing firms seeking appointment/re-appointment clearly identified?	●	Novaland has fully complied with this practice. Refer to Proposal for Selection of Independent Auditor for 2019 Financial Statements
B.2.5	Were the proxy documents made easily available?	●	Novaland has fully complied with this practice. Proxy documents for 2019 AGM (bilingual) are posted on the Company's website
B.3	Insider trading and abusive self-dealing should be prohibited		
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	●	This is reflected in Chapter VIII of the current Company's Charter and Article 7 of the Code of Conduct
B.3.2	Are the directors/commissioners required to report their dealings in company shares within 3 business days?	●	Novaland has complied with this requirement as specified under Circular 155/2015/TT-BTC, which is reflected in the Internal regulations and procedures of information disclosure.
B.4	Related party transactions by directors and key executives		
B.4.1	Does the company have a policy requiring directors to disclose their interest in transactions and any other conflicts of Interest?	●	This is stipulated in Article 44 of the current Company's Charter and Article 20 of the Corporate Governance Regulation
B.4.2	Does the company have a policy requiring a committee of independent BOD member/ commissioners to review material RPTs to determine whether they are in the best interests of the company and shareholders?	●	The Internal Control Committee shall supervise disclosure for transactions with related parties.
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating In the board discussion on a particular agenda when they are conflicted?	●	This is stipulated in Article 37 of the current Company's Charter and Article 20 of the Corporate Governance Regulation

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?	●	This is stipulated in Article 44 of the current Company's Charter and Article 20 of the Corporate Governance Regulation
B.5	Protecting minority shareholders from abusive actions		
B.5.1	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	●	This is stipulated in Article 32 of the current Company's Charter and Chapter V of the Corporate Governance Regulation
B.5.2	In case of related party transactions requiring shareholders' approval, is the decision made by disinterested shareholders?	●	This is stipulated in Article 32 of the current Company's Charter and Chapter V of the Corporate Governance Regulation
C	ROLE OF STAKEHOLDERS		
C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected		
	The company has published policies and practices that reflect:		
C.1.1	The existence and scope of the company's efforts to address customers' welfare?	●	Novaland is committed to safeguarding customers' rights as reflected in the Code of Conduct, Sustainable Development Report, and Annual Report
C.1.2	Supplier/contractor selection procedures?	●	The working policies with suppliers/contractors are specified in the Internal Procedures and the Code of Conduct
C.1.3	The company's efforts to ensure that its value chain is environment friendly or is consistent with promoting sustainable development?	●	This is stipulated in Article 22 of the Corporate Governance Regulation and reflected in the Sustainable Development Report and Annual Annual Report
C.1.4	The company's efforts to interact with the communities in which they operate?	●	Novaland always assures social and community responsibility as shown in out Sustainable Development Report, Annual Report, and Website
C.1.5	The company's anti-corruption programmes and procedures?	●	This is shown in the Internal Procedures and Code of Conduct
C.1.6	How creditors' rights are safeguarded?	●	Loan agreements
C.1.7	Does the company have a separate report/section that discusses its efforts on environment/economy and social issues?	●	Facilitate creditors/investors' access to information of the Group: Financial Statements, Notes to the Financial Statements, Introduction of the Company, updates of business results and projects progress on the Website
C.2	Benefits of interested parties are protected by law, stakeholders have the opportunity to express opinions if their rights are violated		
C.2.1	Does the company provide contact details via the company's website or Annual Report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?	●	Novaland made contact information publicly available on the Website and Annual Report
C.3	Mechanisms for employee participation should be permitted to develop		
C.3.1	Does the company explicitly disclose the policies and practices on health, safety and welfare for its employees?	●	This is reflected in the Employment Policies for employees, Sustainable Development Report, and Annual Report
C.3.2	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?	●	This is reflected in the Employment Policies for employees, Sustainable Development Report, and Annual Report

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
C.3.3	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?	●	In 2019, Novaland has issued shares for employees under ESOP
C.4	Stakeholders including individual employee and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this		
C.4.1	Does the company have a whistle blowing policy which includes procedures for complaints by employees and other stakeholders concerning alleged illegal and unethical behavior and provide contact details via the company's website or annual report	●	This is shown in the Company's Code of Conduct and Website
C.4.2	Does the company have a policy or procedures to protect an employee/person who reveals alleged illegal/unethical behavior from retaliation?	●	This is expressed in the Code of Conduct and Employment Policies for employees
D	INFORMATION DISCLOSURE AND TRANSPARENCY		
D.1	Transparent ownership structure		
D.1.1	Disclose information about the identity of shareholders owning 5% of shares or more	●	Novaland has fully disclosed information in the Annual Report, Semi-Annual and Annual Corporate Governance Report, Website as per regulations.
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	●	Novaland has fully disclosed information in the Annual Report, Semi-Annual and Annual Corporate Governance Report, Website as per regulations.
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?	●	Novaland has fully disclosed information in the Annual Report, Semi-Annual and Annual Corporate Governance Report, Website as per regulations.
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?	●	Novaland has fully disclosed information in the Annual Report, Semi-Annual and Annual Corporate Governance Report, Website as per regulations.
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	●	Novaland has fully disclosed information in the Annual Report and Financial Statements
D.2	Quality of Annual Report		
	Does the Annual Report state		
D.2.1	Corporate objectives	●	This is fully shown in the 2019 Annual Report (Development Strategy 2018 - 2025 section)
D.2.2	Financial performance indicators	●	This is fully shown in the 2019 Annual Report (Development Operation section)
D.2.3	Non-financial performance indicators	●	This is fully shown in the 2019 Annual Report (Stock Information, Capital Market Activities, and Sustainable Development sections)
D.2.4	Dividend policy	●	This is fully shown in the 2019 Annual Report (Corporate Governance section)
D.2.5	Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of all directors/commissioners	●	This is fully shown in the 2019 Annual Report (Introduction of the BOD section)

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
D.2.6	Attendance details of each director in all BoD meetings held during the year	●	This is fully shown in the 2019 Annual Report (Report of the BOD section)
D.2.7	Total remuneration of each member of the board of directors	●	This is fully shown in the 2019 Annual Report (Report of the BOD section)
Corporate Governance Confirmation Statement			
D.2.8	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	●	This is fully shown in the 2019 Annual Report (Accuracy and Integrity of the 2019 Annual Report section)
D.3	Disclosure of related party transactions (RPT)		
D.3.1	Does the company disclose its policy covering the review and approval of material RPTs?	●	This is shown in Article 32 of the current Company's Charter, Article 21 of the Corporate Governance Regulation, and the Annual Report 2019 (Corporate Governance section)
D.3.2	Does the company disclose the name, relationship, nature and value for each material RPTs?	●	Novaland has fully published information on the Website, Semi-Annual/Annual Corporate Governance Reports, and the 2019 Annual Report (Corporate Governance section)
D.4	Directors and dealings in shares of the company		
D.4.1	Does the company disclose trading in the company's shares by Insiders?	●	Novaland has fully published information on the Website and the Semi-Annual, Annual Corporate Governance Reports
D.5	External auditor and Auditor Report		
Where the same audit firm is engaged for both audit and non-audit services:			
D.5.1	Are the audit and non-audit fees disclosed?	●	The Company's audit fee for 2019: 3,620,000,000 VND The Company's non audit fee for 2019 (including consultancy, training,...): 631,876,000 VND
D.5.2	Does the non-audit fee exceed the audit fees?	●	The audit fee of the Group is higher than non audit fee.
D.6	Medium of communications		
Does the company use the following modes of communication:			
D.6.1	Quarterly reporting	●	Novaland updates quarterly business performance reports both in Vietnamese and English. This includes: Quarterly newsletters, business performance updates, financial statements and notes to the financial statements, etc.
D.6.2	Company website	●	Novaland has fully updated information both in Vietnamese and English
D.6.3	Analyst's briefing	●	Novaland is always proactive in engaging analysts through quarterly analyst conferences and meetings, etc.
D.6.4	Media briefings/press conferences	●	Novaland always actively organizes periodic press conferences, press releases and promotes its activities on the mass media.
D.7	Timely filing/release of annual/financial reports		
D.7.1	Are the audited annual financial report / statement released within 120 days from the financial year end?	●	Novaland remains compliant with the regulations on timely disclosure of financial statements
D.7.2	Is the annual report released within 120 days from the financial year end?	●	Novaland remains compliant with the regulations on timely disclosure of financial statements

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors and/or the relevant officers of the company?		The Board of Directors affirm about the true and fair presentation of the annual financial statements
D.8	Company website		
	Does the company have a website disclosing up-to-date information on the following:		
D.8.1	Financial statements (last updated quarter)		Information is updated fully on a regular basis on the Website.
D.8.2	Materials provided in briefings to analysts and media		Investor relations - Information disclosure - Financial statements
D.8.3	Downloadable Annual Report		Information is updated fully on a regular basis on the Website.
D.8.4	Notice of AGM and/or EGM		Investor Relations - Novaland Group Information - Company Information
D.8.5	Notice of AGM and/or EGM		Investor relations - Information disclosure
D.8.6	Downloadable Company's constitution (company's by-laws, Charter and articles of association)		Investor relations - AGM/EGM;
D.9	Investor relations		
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?		Information is updated fully on a regular basis on the Website.
E	RESPONSIBILITIES OF THE BOARD		
	Clearly defined board responsibilities and corporate governance policy		
E.1	Responsibilities of the Board		
E.1.1	Does the company disclose its corporate governance policy/Board charter?		Novaland publishes the Corporate Governance Regulation on our website both in Vietnamese and English.
E.1.2	Are the types of decisions requiring board of directors' approval disclosed ?		The resolution of the Board of Directors is made public in accordance with the law and included in the regular Corporate Governance Reports and Annual Reports.
E.1.3	Are the roles and responsibilities of the board of directors clearly stated?		This is shown in the current Company's Charter, Corporate Governance Regulation, and Annual Reports
	Vision/mission of the company		
E.1.4	Does the company have an updated vision and mission statement?		Novaland has fully published on our Website and Annual Reports
E.1.5	Does the board of directors play a leading role in the process of developing and reviewing the company's strategy at least annually?		The Group's Board of Directors conducts annual reviews and presents in the Annual Reports
E.1.6	Does the board of directors have a process to review, monitor and oversee the implementation of the corporate strategy?		Novaland's Board of Directors maintains close oversight of the strategy formulation and implementation as well as review regularly at the Board meetings.
E.2	BOARD STRUCTURE		
	Code of Ethics or Conduct		
E.2.1	Are the details of the code of ethics or conduct disclosed?		Novaland's Code of Conduct is published on the website both in Vietnamese and English.

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
E.2.2	Are all directors/commissioners, senior management and employees required to comply with the code/s?	●	This is shown in Novaland's Code of Conduct
E.2.3	Does the company have a process to implement and monitor compliance with the code/s of ethics or conduct?	●	This is shown in Novaland's Code of Conduct
E.2.4	Do independent BOD member/ commissioners make up at least 50% of the board of directors/commissioners?	●	
E.2.5	Does the company have a term limit of nine years or less or 2 terms of five years each for its independent BOD members?	●	
E.2.6	Has the company set a limit of five board seats that an individual independent/non-executive director/ commissioner may hold simultaneously?	●	This is shown in Article 2 of the Corporate Governance Regulation
E.2.7	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?	●	This case is not applicable to Novaland
HUMAN RESOURCES COMMITTEE			
E.2.8	Does the company have a Human Resource Committee?	●	Novaland's Human Resource Committee was established in 2017
E.2.9	Is the Human Resource Committee comprised of a majority of independent BOD members?	●	1/3 of Board members are independent members
E.2.10	Is the Head of the Human Resource Committee an independent BOD member?	●	Head of HR Committee is independent BOD member
E.2.11	Does the company disclose the terms of reference/ governance structure/charter of the Human Resource Committee?	●	This is shown in the 2019 Annual Report
E.2.12	Is the meeting attendance of the Human Resource Committee disclosed and if so, did the Human Resource Committee meet at least twice during the year?	●	The Human Resource Committee conducts 02 meetings during the year as presented in the 2019 Annual Report
Remuneration Committee/Compensation Committee			
E.2.13	Does the company have a Remuneration Committee?	●	Novaland's Remuneration Committee was established in 2017
E.2.14	Is the Remuneration Committee comprised of a majority of independent BOD member?	●	1/3 of Board members are independent members
E.2.15	Is the Head of the Remuneration Committee an independent director?	●	Head of Remuneration Committee is independent BOD member
E.2.16	Does the company disclose the terms of reference/governance structure/charter of the Remuneration Committee?	●	This is shown in the 2019 Annual Report
E.2.17	Is the meeting attendance of the Remuneration Committee disclosed and, if so, did the Remuneration Committee meet at least twice during the year?	●	The Compensation Committee conducts 02 meetings during the year as presented in the 2019 Annual Report
Audit Committee			
E.2.18	Does the company have an Audit Committee?	●	Novaland's Audit Committee was established in 2017

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
E.2.19	Is the Audit Committee comprised entirely of non-executive directors with a majority of independent BOD member?	●	1/3 of Board members are independent members
E.2.20	Is the chairman of the Audit Committee an independent BOD member?	●	The head of AC is independent BOD member
E.2.21	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?	●	This is shown in the 2019 Annual Report (Audit Committee section)
E.2.22	Does at least one of the independent BOD member of the committee have accounting expertise (accounting qualification or experience)?	●	
E.2.23	Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least four times during the year?	●	The Audit Committee conducts 04 meetings during the year as presented in the 2019 Annual Report
E.2.24	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	●	
E.3 Board meetings and attendance			
Board meetings and attendance			
E.3.1	Are the board of directors meetings scheduled before the start of financial year?	●	The board of directors meetings scheduled before the start of financial year. This is shown in Article 14 of the Corporate Governance Regulation
E.3.2	Does the board of directors meet at least six times during the year?	●	The BOD held 60 meetings in 2019. This is shown in the Annual Report
E.3.3	Has each of the directors attended at least 75% of all the board meetings held during the year?	●	Code of Corporate Governance A member loses his / her membership in the BOD when he/ she does not participate in BOD meetings for 6 consecutive months without approval of the Board
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	●	This is shown in Article 37 of the current Company's Charter
E.3.5	Did the non-executive directors of the company meet separately at least once during the year without any executives present?	●	
Access to information			
E.3.6	Are board papers for board of directors meetings provided to the board at least five business days in advance of the board meeting?	●	This is shown in Article 37 of the current Company's Charter At least 3 working days before a BOD meeting
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	●	This is shown in Article 42 of the current Company's Charter and Annual Report
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast on relevant developments?	●	This is shown in Article 42 of the current Company's Charter and Annual Report
Board Appointments and Re-Election			
E.3.9	Does the company disclose the criteria used In selecting new directors/commissioners?	●	Novaland fully discloses the criteria through the Notice of the BOD on election of new Board Members at AGMs
E.3.10	Did the company describe the process followed in appointing new directors/ commissioners?	●	This is shown in the Company's Ground Rules of discussing and voting at AGMs as posted on the website

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
E.3.11	Are all directors/commissioners subject to re-election every 3 years; or 5 years for listed companies in countries whose legislation prescribes a term of 5 years2 each?		This is shown in Article 34 of the current Company's Charter The term of BOD is 5 years
Remuneration issues			
E.3.12	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?		This is shown in the 2019 Annual Report
E.3.13	Is there any disclosure of the structure fee for non-executive tax/commissioners?		This is shown in the 2019 Annual Report
E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?		Approved by the AGM and the BOD, depending on the circumstance
E.3.15	Does the company have measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interests of the company, such as claw back provision and deferred bonuses?		The AGM approved ESOP policy
Internal audit			
E.3.16	Does the company have a separate internal audit function?		Internal Audit Department
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?		The Director of Internal Audit is a full-time employee at the Company
E.3.18	Does the appointment and removal of the internal auditor require the approval of the AC?		This is shown in the 2019 Annual Report
Risk oversight			
E.3.19	Does the company establish a sound internal control procedures/risk management framework and periodically review the effectiveness of that framework?		Novaland has Audit Committee and Risk Management Committee
E.3.20	Does the Annual Report/Annual CG Report disclose that the board of directors/ commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?		This is shown in the 2019 Annual Report
E.3.21	Does the company disclose the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic)?		This is shown in the 2019 Annual Report
E.3.22	Does the Annual Report/Annual CG Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's Internal controls/risk management systems?		This is shown in the 2019 Annual Report

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
E.4	People on the Board		
	Chairman		
E.4.1	Do different persons assume the roles of chairman and CEO?		Two positions are handled by two different people.
E.4.2	Is the chairman an independent BOD member/commissioner?		
E.4.3	Is any of the directors a former CEO of the company in the past 2 years?		
E.4.4	Are the roles and responsibilities of the chairman disclosed?		This is shown in Article 36 of the Company's Charter
	Independent BOD member		
E.4.5	If the Chairman is not independent, has the Board appointed a Lead/Senior Independent BOD member and has his/her role been defined?		
	Skills and competencies		
E.4.6	Does at least one non-executive director/ commissioner have prior working experience in the major sector that the company is operating in?		Non-executive member with experience in real estate: including 1 independent BOD member
E.5	Board Performance		
	Directors development		
E.5.1	Does the company have orientation programmes for new directors/ commissioners?		Novaland offers Group introduction programmes for the Directors
E.5.2	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?		Novaland always encourages Directors to attend training courses to improve their expertise. This is shown in the 2019 Annual Report (Report of the BOD section)
E.5.3	Does the company disclose the process on how the board of directors/commissioners plans for the succession of the CEO/ Managing Director/President and key management?		Succession policy
E.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/ President?		Novaland conducts CEO's annual performance review
E.5.5	Did the company conduct an annual performance assessment of the board of directors/commissioners and disclose the criteria and process followed for the assessment?		Novaland conducts annual performance review
E.5.6	Did the company conduct an annual performance assessment of the individual directors/commissioners and disclose the criteria and process followed for the assessment?		Novaland conducts annual performance review
E.5.7	Did the company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?		The performance of the BOD Committees is assessed at the request of the Board of Directors

BONUS QUESTIONS

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
(B) A	RIGHTS OF SHAREHOLDERS		
(B) A.1	Basic Shareholder Rights		
(B) A.1.1	Does the company practice secure electronic voting in absentia at the general meetings of shareholders?	●	Shareholders are entitled to vote in absentia.
(B) B	Equitable Treatment of Shareholders		
(B) B.1	Notice of AGM		
(B) B.1.1	Does the company release its notice of AGM {with detailed (B) B.1.1 agendas and explanatory circulars}, as announced to the Exchange, at least 28 days before the date of the meeting?	●	28 days before the 2019 AGM
(B) C	ROLE OF STAKEHOLDERS		
(B) C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected		
(B) C.1.1	Does the company adopt an internationally recognized reporting framework for sustainability	●	(i.e. GRI, Integrated Reporting, SASB)?
(B) D	INFORMATION DISCLOSURE AND TRANSPARENCY		
(B) D.1	Quality of Annual Report		
(B) D.1.1	Are the audited annual financial report/statement released within 60 days from the financial year end?	●	2019 audited financial statements, which was published within 56 days
(B) D.1.2	Does the company disclose details of remuneration of the CEO?	●	Annual reports: Corporate governance activities, Financial statements
(B) E	RESPONSIBILITIES OF THE BOARD		
(B) E.1	Board Competencies and Diversity		
(B) E.1.1	Does the company have at least one female independent BOD member/commissioner?	●	1 female independent BOD member
(B) E.1.2	Does the company have a policy and disclose measurable objectives for implementing its board diversity and report on progress in achieving its objectives?	●	This is shown in 2019 Annual Report and the Corporate Governance Regulation
(B) E.2	BOARD STRUCTURE		
(B) E.2.1	Is the Nominating Committee comprise entirely of independent BOD member/commissioners?	●	01 Board member is independent member
(B) E.2.2	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?	●	
(B) E.3	Board Appointments and Re-election		
(B) E.3.1	Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners?	●	
(B) E.4	Board Structure & Composition		
(B) E.4.1	Do independent non-executive directors/ commissioners make up more than 50% of the board of directors/commissioners for a company with independent chairman?	●	40% are independent non-executive BOD members; Chairman is a non-executive BOD member

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
(B) E.5	Risk Oversight		
(B) E.5.1	Does the board describe its governance process around IT issues including disruption, cyber security, disaster recovery, to ensure that all key risks are identified, managed and reported to the board?	●	This is shown in 2019 Annual Report (Risk Management section)
(B) E.6	Board Performance		
(B) E.6.1	Does the company have a separate board level Risk Committee?	●	Audit Committee is in charge of risk management

PENALTY QUESTIONS

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
(P) A	RIGHTS OF SHAREHOLDERS		
(P) A.1	Basic Shareholder Rights		
(P) A.1.1	Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?		No case of non-compliance. Code of Corporate Governance The Company explicitly implements the acquisition of shares upon request of Shareholders
(P) A.2	Right to participate in decisions concerning fundamental corporate changes		
(P) A.2.1	Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?		Absolutely no. Charter and Regulations: Shareholders' rights are clearly and specifically defined
(P) A.3	Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting		
(P) A.3.1	Did the company Include any additional and unannounced agenda item into the notice of AGM/ EGM?		Every adding of information to the agenda is informed to shareholders in advance
(P) A.3.2	Did the Chairman of the Board, Head of Audit Committee and CEO attend the most recent AGM?		Full attendance
(P)A.4	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed		
(P) A.4.1	Does the company disclose shareholders agreement?		This agreement does not exist Charter and Regulations
(P) A.4.2	Does the company disclose voting cap?		Company Charter, Corporate Governance Regulations, and Voting regulations of 2019 AGM
(P) A.4.3	Does the company disclose multiple voting rights?		There is no share of multiple voting rights
(P) A.5	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed		
(P) A.5.1	Is a pyramid ownership structure and/or cross holding structure apparent?		
(P) B	EQUITABLE TREATMENT OF SHAREHOLDERS		
(P) B.1	Insider trading and abusive self-dealing should be prohibited		

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
(P) B.1.1	Has there been any conviction of Insider trading involving directors/commissioners, management and employees in the past three years?	●	Insider trading and taking advantage of the business for personal gain are strictly prohibited at the Company
(P) B.2	Protecting minority shareholders from abusive actions		
(P) B.2.1	Has there been any cases of non compliance with the laws, rules and regulations pertaining to material related party transactions in the past three years?	●	No case of non-compliance
(P) B.2.2	Were there any RPTs that can be classified as financial assistance (i.e not conducted at arms length) to entities other than wholly-owned subsidiary companies?	●	Code of Corporate Governance Taking advantage of the business for personal gain are strictly prohibited at the Company
(P) C	ROLE OF STAKEHOLDERS		
(P) C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected		
(P) C.1.1	Have there been any violations of any lows pertaining to labor/employment/consumer/insolvency/ commercial/competition or environmental issues?	●	No case of non-compliance
(P) C.2	Benefits of interested parties are protected by law, stakeholders have the opportunity to express opinions if their rights are violated		
(P)C.2.1	Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?	●	Full compliance
(P) D	INFORMATION DISCLOSURE AND TRANSPARENCY		
(P) D.1	Sanctions from regulator on financial statements		
(P) D.1.1	Did the company receive a 'qualified opinion" in its external audit report?	●	Unqualified opinion by auditors
(P) D.1.2	Did the company receive an "adverse opinion" in its external audit report?	●	Unqualified opinion by auditors
(P) D.1.3	Did the company receive a "disclaimer opinion" in its external audit report?	●	Unqualified opinion by auditors
(P) D.1.4	Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?	●	No modifications
E	RESPONSIBILITIES OF THE BOARD		
(P) E.1	Compliance with listing rules, regulations and applicable laws		
(P) E.1.1	Is there any evidence that the company has not complied with any listing rules and regulations over the past year apart from disclosure rules?	●	Full compliance
(P) E.1.2	Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?	●	No problem has been reported
(P) E.2	BOARD STRUCTURE		
(P) E.2.1	Does the Company have any independent BOD member/commissioners who have served for more than nine years or two terms of five years each (which ever is higher) in the same capacity?	●	None

No.	Criterion	Level of compliance at NVL	Assessment rationale for 2019
		2019	
(P) E.2.2	Did the company fail to identify who are the Independent BOD member(s)/commissioner(s)?	●	Clearly defined
(P) E.2.3	Does the company have any independent BOD member/non-executive/commissioners who serve on a total of more than five boards of publicly-listed companies?	●	None
(P) E.3	External Audit		
(P) E.3.1	Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?	●	Not being related to independent auditor
(P) E.4	Board structure and composition		
(P) E.4.1	Has the chairman been the company CEO in the last three years?	●	Chairman and CEO from 2015 and earlier
(P) E.4.2	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	●	Not applicable for non-executive independent BOD members



Victoria Village (D.2, HCMC)

04 BUSINESS ACTIVITIES



BOARD OF MANAGEMENT 2020 BUSINESS PERFORMANCE REPORT

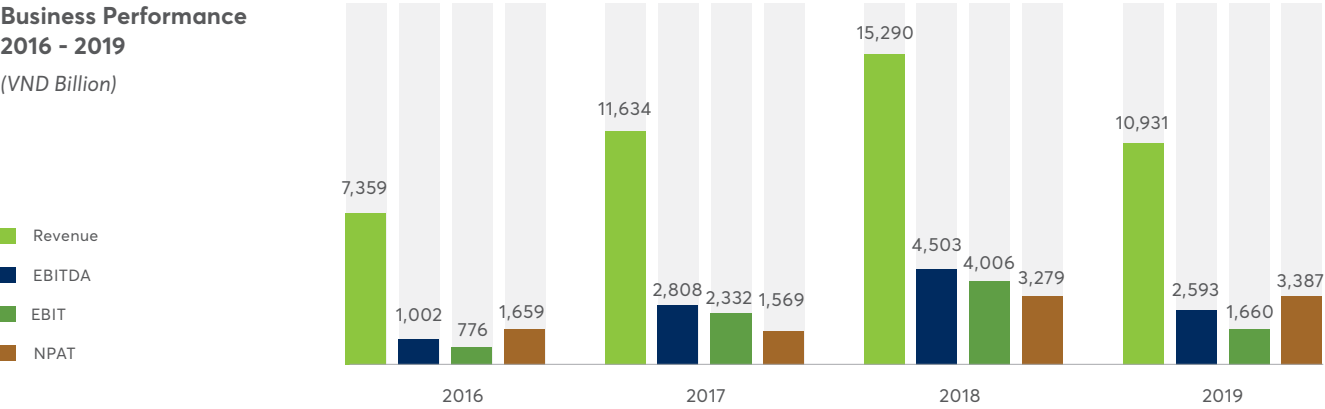
1. 2019 BUSINESS PERFORMANCE

Given the pressure of the legal approval bottleneck that most of real estate developers are facing with, Novaland's 2019 business performance still achieved a positive result. Net revenues and profits after tax reached **VND 10,931 billion** and **VND3,387 billion** respectively, met the target profit which was approved by 2019 AGM and slightly increased by 3% compared to that of 2018. Sale of real estate gained VND10,036 billion accounted for 92% of total revenue and remained as a core business. Net revenue from Rendering of services for corporate management, project development and sales consultancy increased by 2.5 times y.o.y, reported at VND687 billion.

Earnings before interest, taxes, depreciation, and amortization (EBITDA) was VND2,593 billion and Earnings before interest and taxes (EBIT) was VND1,660 billion, dropped by 42% and 59% from 2018, respectively, mainly due to a decrease of 39% in Gross profit caused by lower profit margin of transferring completed units in 2019 (including land and construction) than the margin of transferring entire project in 2018. In addition, total cost of goods sold and management expense increased by 30% from previous year as a result of a sharpen growth in number of employees (which was double compared to 2018).

Compound annual growth rate (CAGR) in business performance remained positive. In the period of 2016 - 2019, net revenue, EBITDA, EBIT and profit after tax maintained double-digit CAGR, at 14.1%, 37.3%, 28.9% and 26.9% respectively.

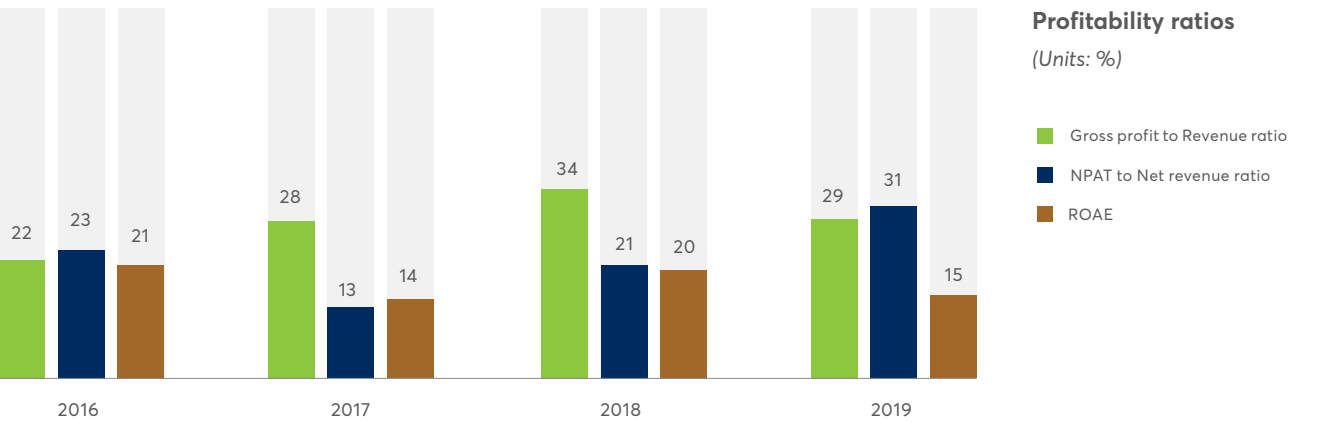
Business Performance
2016 - 2019
(VND Billion)



Source: Novaland Group

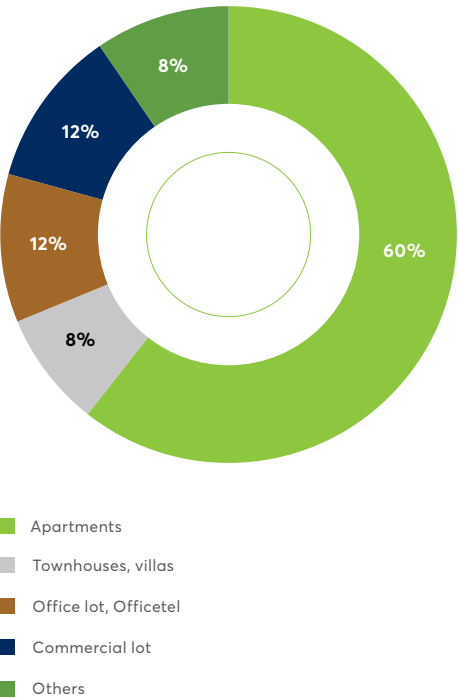


As at December 31, 2019, all profitability indicators were optimistic. Net profit margin increased by 10 percentage points, from 21% in 2018 to 31% in 2019, mainly attributable to required revaluation of investment in subsidiaries acquired in 2019. Gross profit margin remained high at 29%, higher than it was in 2016-2017 despite the decline from 2018. Owners' equity increased sharply to VND 24,461 billion, thanks to major contribution from undistributed profits after tax. Return on equity remained double digit at 15%.



Source: Novaland Group

Revenue structure by product types



NovaWorld Ho Tram (Ba Ria - Vung Tau)

In 2019, Novaland launched a series of hospitality real estate projects, which will be handed over in coming years. Main contributor to 2019 revenue was from handover of apartments, offices, commercial properties, townhouses, and villas in HCMC. Apartment was still the biggest contributor, accounted for 60% of Total revenue.

Since Novaland's products are mostly offered to domestic market, the impacts of exchange rate risk on the Group's selling prices and revenues are minor. However, selling price may be susceptible as currency devaluation boosts inflation. Selling prices are normally more subject to supply – demand factors than to exchange rate. Fluctuation of exchange rate may influence more on foreign currency denominated loans. The Group, however, proactively entered into fixed exchange rate future contracts to hedge against exchange rate volatility.



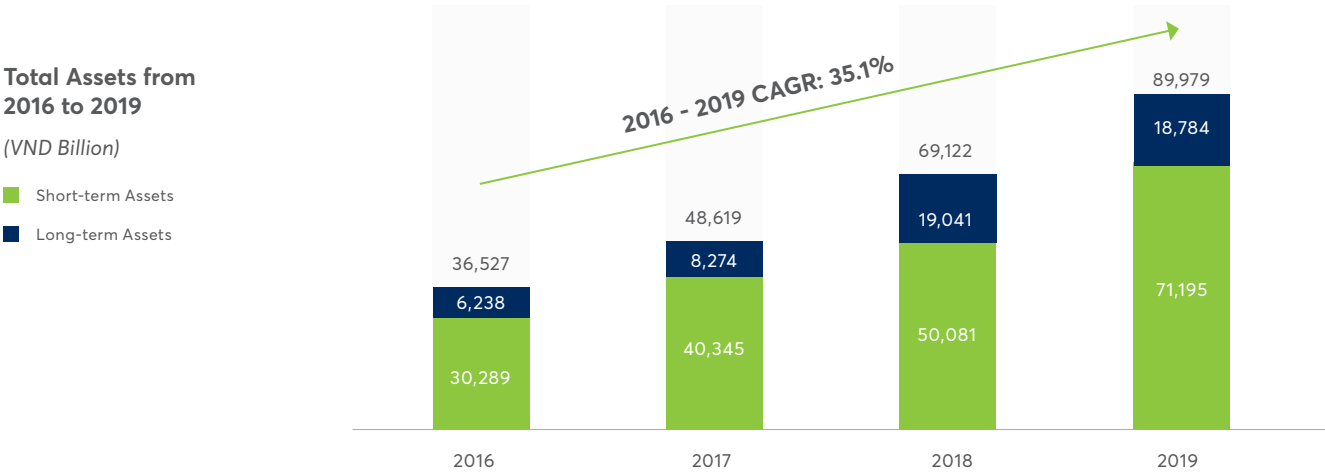
Victoria Village (D.2, HCMC)

In 2019, legal development in HCMC real estate market was slow. In 2019, Novaland managed to hand over 3,468 units, mainly from existing projects, i.e. The Sun Avenue, Sunrise Riverside, Richstar, Saigon Royal, Newton Residence, Orchard Parkview, and others.

Victoria Village (District 2), among others, was another project where villas were started handing over in 2019, the remaining products will be continued to be delivered in coming years. In 2019, Novaland will continue Phase 2 of its strategy roadmap. Many new projects have been introduced and are well received by clients. In the second quarter of 2019, NovaWorld Phan Thiet and NovaWorld Ho Tram were launched as second home projects & integrated resorts resort, offering hospitality villas, townhouses (second-home) as well as luxury recreation centers. The first eco city ever launched – Aqua City (Dong Nai province) piqued major interest from clients with its outstanding assets of an elite eco project and good connectivity to central HCMC.

2. ANALYSIS OF ASSETS

Total assets of Novaland was on up trend during 2016 – 2019. At the end of 2019, it increased by 30% from 2018, reaching VND89,979 billion. This indicates a solid trend in the Group's development through asset expansion activities. Short-term assets had 42% higher compared to as at in December 31, 2018 with value of VND71,195 billion, accounting for 79% of Total assets. As Total assets surged, Return on assets (ROA) fell slightly compared to last three years, at 4% in 2019.



Source: Novaland Group

Short-term assets increased sharply compared to 2018, mainly from inventory. Inventory jumped by 84% from 2018, to VND57,198 billion. Properties in construction progress accounted for 90%, including newly acquired projects: NovaWorld Phan Thiet, NovaWorld Ho Tram, NovaHills Mui Ne, NovaBeach Cam Ranh, Aqua City, The Grand Manhattan, Palm Marina, and others in Binh Thuan Province.

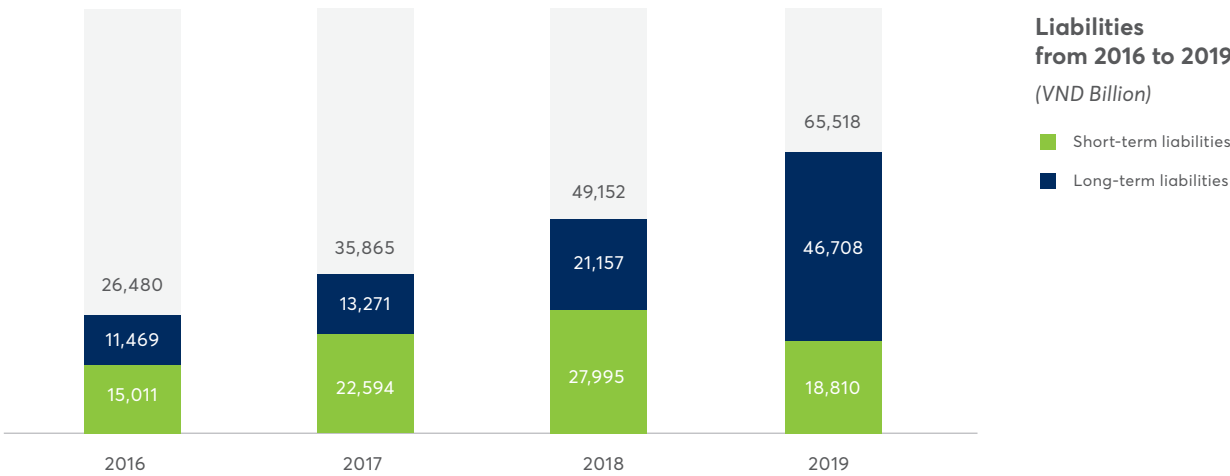
Long-term assets as at December 31, 2019 was VND18,784 billion, a slight decrease of 1.3% compared to as at December 31, 2018. This decline was mainly attributable to reduction in investment in joint ventures and affiliates by acquiring companies related to The Grand Manhattan project.

In 2019, Novaland Group has successfully raised offshore capital

Arranged by a reputable financial institution - Credit Suisse



Total liabilities as at December 31, 2019, was VND65,518 billion, an increase of 33% compared to as at December 31, 2018 mainly due to an increase in long-term liabilities. Debt structure shifted positively: short-term liabilities dropped by 33% to VND18,810 billion from VND27,955 billion as at December 31, 2018, accounting for 29% of total liabilities, mainly attributable to reduction in due debts and short-term advances from customers caused by revenue recognition after handing over finished products to customers. Long-term liabilities increased to VND46,708 billion, mainly from new loans and payables which is the capital contribution for project development and investment cooperation from third parties. In the fourth quarter of 2019, Novaland has successfully raised offshore capital with a credit limit of US\$600 million, arranged by a reputable financial institution, Credit Suisse, of which US\$309 million was disbursed in 2019. The remaining US\$291 million will be available for the Group's operations in 2020.



Source: Novaland Group

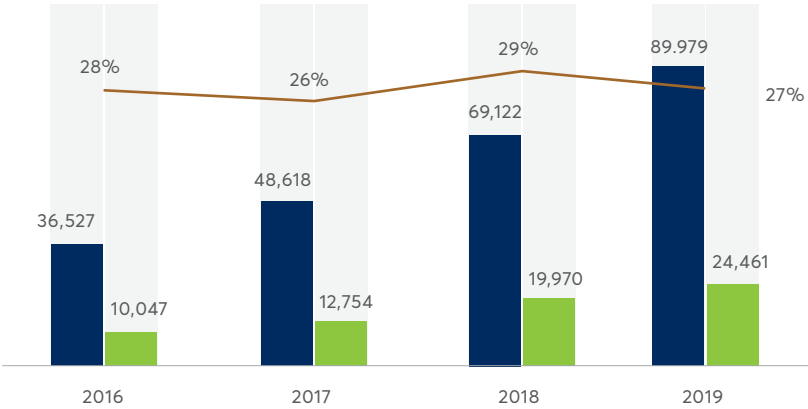
Taxes and other payables to the State were VND1,459 billion in 2019, a decrease of VND205 billion compared to VND1,664 billion paid in 2018. Value added and corporate income taxes accounted for 77% total payments in 2019.

Owner's equity at the end of 2019 was VND24,461 billion, 22% higher than it was as at December 31, 2018. Charter capital was VND9,695 billion, up by 3% after the issuance of ESOP and conversion of preferred shares. Undistributed profits after tax was VND8,723 billion, up by 55% compared to as at December 31, 2018.

The equity / asset ratio was stable from 26% to 29% for the period of 2016-2019 and was 27% as at December 31, 2019. Borrowing and finance lease liabilities to Total assets and Borrowing and finance lease liabilities to Owner's Equity ratios remained constant at 1.15 and 0.38 respectively.

Total Assets and Owner's Equity from 2016 to 2019
(VND Billion)

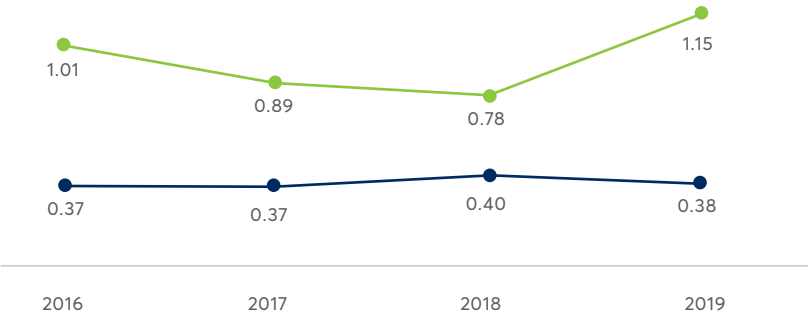
■ Total Assets
■ Owner's Equity
— Owner's Equity to Total Assets ratio



Source: Novaland Group

Liquidity ratios from 2016 to 2019
(Unit: Times)

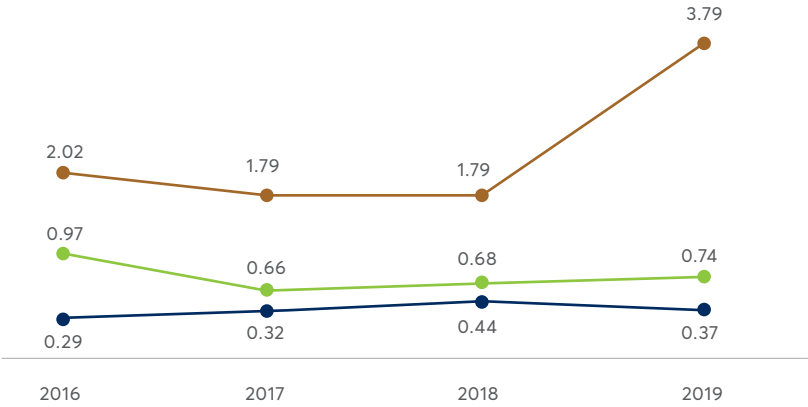
— Borrowing and finance lease liabilities to Total assets ratio
— Borrowing and finance lease liabilities to Owner's Equity ratio



Source: Novaland Group

Liquidity ratios
(Unit: Times)

— Current ratio
— Quick ratio
— Cash ratio



Source: Novaland Group

3. IMPROVEMENTS ON ORGANIZATIONAL STRUCTURE AND MANAGEMENT POLICY

In the past year, the Board of Management continued to focus on developing high-quality human resources, while implementing remuneration policies with specific visions in stages: short - medium and long term. In particular, the employee compensation and welfare policy has been focused by the Board of Directors to ensure competition, attract talents and create cohesion with existing staffs towards high efficiency.

In addition, current processes are reviewed and proposed for improvement, in order to increase controlling to identify and prevent potential risks, maintain system efficiency and apply advanced technology management monitoring system of the business.

4. THE GROUP'S CORPORATE SOCIAL RESPONSIBILITY

The Group has been always consistent with the strategy and goals, integrating sustainable development aspects in the overall operation and ensuring enhanced corporate social responsibility. The Group is committed to continued investment and continuous efforts to create and share sustainable values, contributing to the overall development and growth of the country.

In 2019, Novaland Group continued to contribute nearly VND 78 billion to the community, for programs that have a long-term impact on the country's development, implementing many social security programs, supporting hunger eradication and poverty reduction and sustainable activities that have a long-term impact on local development, such as on-the-job human resource training, local tourism and investment promotion activities, and cultural - artistic activities to maintain and promote the national identity. Regarding environmental responsibility, the Group has been strengthening its management to control the impacts on the environment, ensuring the efficient use of resources, researching and deploying public products, intelligent process, application of new technologies in construction activities suitable to each project to provide solutions for using energy efficiently, contributing to reducing greenhouse gas emissions.



(For further details about employee, corporate liabilities and environmental indicators, please see Chapter 5 - Sustainable Development)



Aqua City (Bien Hoa, Dong Nai)

5. Business plan for 2020

In 2020, Novaland will continue Phase 2 of development strategy by prioritizing mid-to-high-end properties, focusing on 03 core product lines, including: Central real estate in Ho Chi Minh City, Satellite townships in provinces closed by Ho Chi Minh City, and Residential projects & integrated resort in major tourism cities, including: Can Tho, Ba Ria - Vung Tau, Phan Thiet - Binh Thuan, Cam Ranh - Khanh Hoa, etc. The Group's on-going projects are well located and well connected to major transportations. A series of on-going and future infrastructure will boost tourism potential. Novaland sets out to launch much higher quantities of new products than 2019, with thousands of second home units (townhouses, villas, shophouses), and increase quantity of handover to achieve business target for 2020 which will be approved in the upcoming AGM 2020.

Other than that, in 2020, the Group will be more proactive on local and international capital market in capital arrangement, approaching potential investors to facilitate funding for further expansion of business activities, particularly through partnership with major international financial institutions to strengthen credibility.

Novaland will continue to enhance and further develop resources such as: Improvement of human resources quality through intensive training, talent hunting; intensive and extensive application of information technology to catch up with the trend of technological advancement as well as the Group's development for the next period.

NEW PROJECTS



1. THE GRAND MANHATTAN & SOHO RESIDENCE

The Grand Manhattan apartment and commercial service complex is located in central area of District 1, facing Co Giang – Co Bac streets, towards the City’s iconic landmarks.

Inspired by modern and bustling lifestyle of Manhattan borough, New York City, The Grand Manhattan fascinate the affluent class with exquisite design, high-end internal convenience, and most particularly, a 4,200 m2 green space, one deemed “limited” in the very district where land is worth one’s weight in gold.

The project won 3 esteemed awards: Best Luxury Mix-used Development Vietnam by Dot Property Vietnam Awards; Condo Design of the Year by Robb Report, and Green and Smart Project by Vietnam Investment Review readers.

In 2019, Parkview and Riverview towers were launched and attracted major attention among clients.

PROJECT DETAILS

Location	100 Co Giang - Co Bac, Co Giang Ward, District 1, HCMC
Form of investment	apartments, shophouses
Area	1,4 ha
Expected handover	From 2020





2. AQUA CITY ECO SMART CITY

Officially launched to the market in June 2019, Aqua City is the first Eco city model in Novaland’s satellite township projects.

Aqua City is located in Long Hung commune, Bien Hoa, Dong Nai - a strategic location for trade – connection so it is accessible to inter-regional arterial roads and well-linked with major economic hubs, all helping to bridge multi-dimensional trade. The project aims to create a sustainable eco smart city, meet the green living needs of modern residents.

In 2019, Aqua City has launched new subzones, namely The Suite, The Grand Villas, The Elite, and The Stella.

PROJECT INFORMATION

Location	Long Hung Commune, Bien Hoa, Dong Nai
Form of investment	Townhouses, Shophouse, Detached Villas, Duplexed Villas, Large Villas
Area	Over 186 ha
Expected handover	From 2022



3. PALM MARINA

Palm Marina is located on the Sai Gon River bank with three sides facing the river. It is situated at the junction of major transport routes, including Long Thanh – Dau Giay, Song Hanh, Ring road 3; it is only 20 minutes from District 1, and half an hour to Tan Son Nhat and Long Thanh international airports.

Enjoying the beauty of nature and being designed with extra green space and resort-standards, Palm Marina is a serene oasis at the core of a busy metropolitan, offering an exclusive lifestyle for every moment with family.

In 2019, Phase 1 was launched with the site area was 9.0 ha.

PROJECT INFORMATION

Location	Long Truong Ward, District 9, Ho Chi Minh City
Form of investment	Villas, Shophouses
Area	9.0 ha
Expected handover	From 2022



Palm Marina Project - Phase 1 (D.9, HCMC)



4. NOVAHILLS MUI NE RESORT & VILLAS

Launched in late 2018, NovaHills Mui Ne Resort & Villas composes of 600 detached villas leaning against the mountain and overlooking the sea with Spanish style design and high class internal facilities, including: multi-level swimming pool, huge flower hill and park, water sport and health care club, international shopping mall and food court, 100m altitude observatory, etc.

The project is suitable for hospitality and long-term profitable investment for both local and international clients.

PROJECT INFORMATION

Location	Huynh Thuc Khang Street Phan Thiet City, Binh Thuan
Form of investment	Detached Villas
Area	39.9 ha
Expected handover	From 2021



NovaHills Mui Ne (Phan Thiet, Binh Thuan)



Villas in NovaHills Mui Ne (Phan Thiet, Binh Thuan)



NovaWorld Phan Thiet (Phan Thiet, Binh Thuan)



5. NOVAWORLD PHAN THIET SECOND HOME PROJECTS & INTEGRATED RESORT

Launched in March 2019, NovaWorld Phan Thiet Tourism, Hospitality, and Recreation Complex has a scale of 1,000 hectares, spanning 7km along the coastline. It converges world-class facilities which is first introduced in Phan Thiet, including: world-standard 36-hole golf course; etc.

The project offers superior investment opportunities – second home (townhouse, villa, shophouse, etc.) with beach view.

PROJECT INFORMATION

Location	Lac Long Quan Street Phan Thiet City, Binh Thuan
Form of investment	Hospitality Villas, Hospitality Townhouses, Shophouses
Area	986.3 ha
Expected handover	From 2021



Villas in NovaWorld Phan Thiet (Phan Thiet, Binh Thuan)



6. NOVAWORLD HO TRAM SECOND HOME PROJECTS & INTEGRATED RESORT

Only a 90-minute driving from HCMC, and well connected to Long Thanh airport, NovaWorld Ho Tram spreads over thousands of hectares, and is divided into 10 phases. In 2019, Phase 1 - The Tropicana was launched across 100 ha in modern liberal tropical style.

PROJECT INFORMATION

Location	Ho Tram coastal road, Xuyen Moc District, Ba Ria - Vung Tau City
Form of investment	Villas, Townhouses, Shophouses
Area	99.9 ha (The Tropicana)
Expected handover	From 2022



NovaWorld Ho Tram - The Tropicana (Ba Ria-Vung Tau)



Townhouse in NovaWorld Ho Tram (Ba Ria - Vung Tau)



Townhouse in NovaWorld Ho Tram (Ba Ria - Vung Tau)



7. NOVABEACH CAM RANH RESORT & VILLAS

Situated at Bai Dai - Cam Ranh, NovaBeach Cam Ranh Resort & Villas is inspired by Mediterranean style - liberal and nature-immersible. It spreads across 22 ha, consisting of hospitality villa, bungalow, hotel and apartments, along with one-of-a-kind facilities include mall, Sangria Bar, Flamenco Night Street, etc. All combine and paint a vivid, charming picture of the Mediterranean dance.

PROJECT INFORMATION

Location	Bai Dai - Cam Ranh, Khanh Hoa
Form of investment	Villas, Condotel
Area	22,6 ha
Expected handover	From 2021



NovaBeach Cam Ranh (Khanh Hoa)



Villas in NovaBeach Cam Ranh (Khanh Hoa)



Villas in NovaBeach Cam Ranh (Khanh Hoa)

LANDBANK DEVELOPMENT STRATEGY

ACCUMULATE RESIDENTIAL LAND BANK TO POWER UP POTENTIAL

1. M&A in 2019: Every solid step

2019 was a busy year for M&A activities with major transactions in real estate market, including Berjaya from Malaysia sold 75% share of Intercontinental Hanoi Westlake in Hanoi, Nam Long Group acquired Waterfront City project in Dong Nai, Warburg Pincus Fund partnered with Vina Capital to acquire The Grand Ho Tram Strip in Vung Tau, etc. Not being left out from these developments, Novaland promoted M&A as planned in line with the Group's strategy. We always stick to strict and consistent M&A principles, including favorable location, transparent in legal procedures; to identify perfect timing for construction, development and launching promising and competitive products to maximize the benefits for investors and clients.

Novaland demonstrated a standing as a leading real estate developer by expanding land bank exponentially through M&A activities. Specifically, in 2019, Novaland added 762 ha into land bank through M&A transactions. By the end of 2019, the land bank for development in CBD HCMC and satellite townships was 1,394 ha.

2019 was a quiet year for HCMC's residential market. According to CBRE's market research report, successful transaction dropped 5% from 2018 for apartment segment, and 68% for land segment. However, this was not detrimental to the busy M&A market stirred up by Novaland, with many transactions executed.

By January 08, 2019, Novaland finalized our control over 99.67% share of Dat Viet Development JSC – investor of The Grand Manhattan. This resident house project agitated HCMC real estate market in 2019. Earlier, by the end of 2018, Novaland already owned 49.5% share of Dat Viet Development JSC.

2019 also signaled solid achievements in Novaland's "Developing community-Creating destination - Building Happiness" missions through developing predefined satellite township. Given our resources accumulated over the years, Novaland targeted to develop in satellite urban areas, particularly in Dong Nai province.

By May 28, 2019, Novaland completed the acquisition of 69.87% owner's equity of Aqua City Co., Ltd., the developer of Aqua City project. Aqua City set the trend for inclusive combined with eco - smart real estate project. It offers diversified and full-fledged modern facilities to accommodate the needs of arising middle-class and affluent consumers in Vietnam. They are financially capable and are meticulous about quality of life, especially the "green" lifestyle.

This has also become a driver for Novaland's land bank expansion strategy for 2020.



2. M&A orientation for 2020: Power up new potential

Given our existing advantages, Novaland sets targets to support the local capacity to boost potentials, and M&A still will be our primary method for land bank expansion in 2020 and the years to come.



With competent and experienced staffs, Novaland is seeking and prioritizing good projects with clean legal approval to retain our leading position in real estate and finance, tourism destination and infrastructure development. Besides focusing on M&A of well-located and strong legality residential projects in HCMC, Novaland also promoted M&A of eco - smart projects in satellite townships, especially in Dong Nai province.

Given its convenient location (a gateway to HCMC) and strong infrastructure with airport and highway, Dong Nai is attracting great attention in real estate market. In parallel with Novaland's residential projects in HCMC, Dong Nai is gaining spotlight to stirrup Southern real estate market in near future.

LANDBANK DEVELOPMENT STRATEGY

HIGHLIGHTS IN HOSPITALITY REAL ESTATE M&A

2019 was an eventful year for Novaland's M&A in Vietnam property market. In particular, land bank for hospitality projects had an extra of 1,500 ha, increasing the land bank of this segment to over 3,500 ha, making Novaland become one of real estate developers who own the most diversified landbank in Vietnamese hospitality market.



NovaWorld Phan Thiet (Binh Thuan)

Shouldering the "Developing community - Creating destination - Building happiness", Novaland prides itself in expanding new markets, as well as leveraging existing local tourism potential. Notably, in 2019, as a developer with sense of corporate pioneer, Novaland held number of investment promotion working sessions with central and local government agencies to execute specific actions for sustainable ecotourism development.

By the end of 2019, hospitality real estate market was hit, especially for condotel products due to legal and profitable concerns. This, anyhow, impacted liquidity and became challenges to developers. However, as Novaland's target on transparent and well-located projects for M&A, we have made these challenges new opportunities and affirmed our position on local and international hospitality real estate markets.

M&A orientation for 2020

For 2020, in addition to existing markets in Ba Ria - Vung Tau, Binh Thuan, Can Tho, Novaland Group will keep seeking and expanding land bank in new potential markets.

Meanwhile, the Group will focus on developing an ecosystem, promote M&A of second home projects & integrated resorts, establish recreation complexes including water park, safari, golf course, etc. At the same time, the Group will keep exploring other regions, such as Lam Dong, with bountiful and diversified natural resources, temperate climate, and good connectivity to major urban centers. Wherever we set foot, Novaland joins hands with local government to introduce inspiring solutions, leveraging the location and potential in line with local tourism strategy. Novaland appreciates local values and will accompany the local community to maintain cultural values and sustainable tourism.

Our primary target for 2020 is to promote M&A of well-located, promising and transparent projects. In addition, we will continue to study good practices from world-class models and develop new products to accommodate different customer segments. This has solidified phase 2 (2018 - 2025) strategy.



Azerai Can Tho Resort (Can Tho)



Anantara Mui Ne Resort (Phan Thiet)

STOCK INFORMATION AND
CAPITAL MARKET ACTIVITIES

STOCK DATA



Ticker symbol **NVL**

Number of outstanding shares as at December 31, 2019	969.54 million shares
Stock price as at December 31, 2019	VND59,500 per share
52-week high	VND64,500 per share
Market capitalization as at December 31, 2019	VND57,688 billion

NVL STOCK PRICE HIGHLIGHTS IN 2019

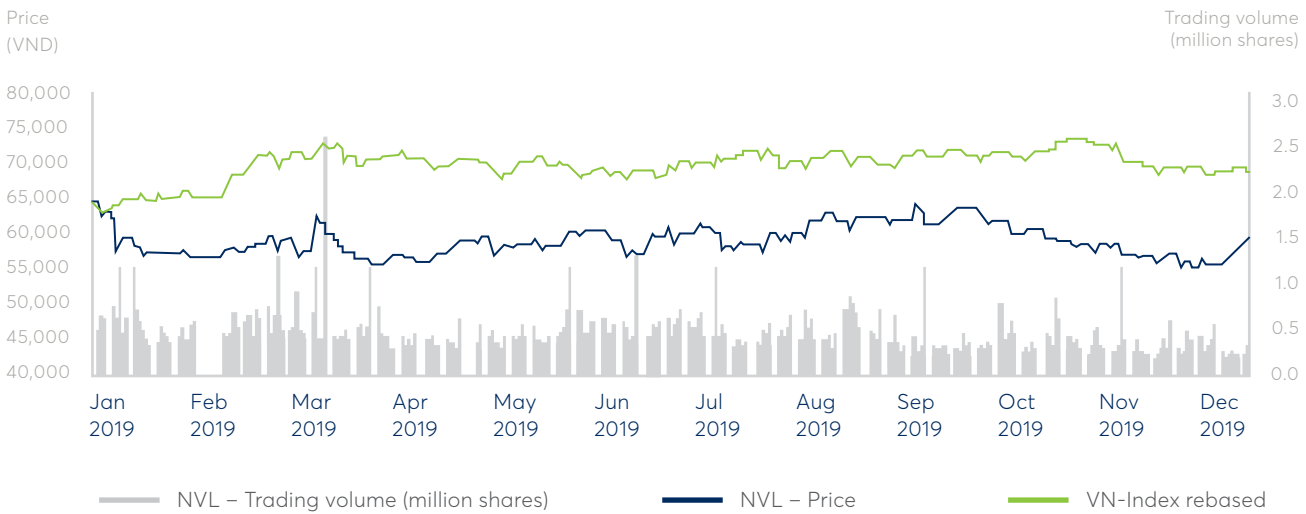
In 2019, Vietnam’s stock market was subject to multiple complications given local and international economic outlook. Despite major ups and downs, VN-Index gained 68.45 points, i.e. 7.7% for the whole year, closing at 960.99 on December 31, 2019. This year, the growth of stock market was driven by: balanced macroeconomic factors, stable fiscal policy, and easing monetary policy.

As a listed company of VN30, NVL’s share maintained a constant growth and stability. The average transaction volume of 1.17 million shares per trading session, corresponding to an average transaction value of VND69 billion per session.

In terms of market capitalization, as at December 31, 2019, NVL ranked as the 15th on HOSE with value of VND58,000 billion, which made Novaland the 2nd largest residential developer on the stock market, 4 times greater than the runner-up.

Stock price as at December 31, 2019 (VND per share)	59,500
52-week high (VND per share)	64,500
52-week low (VND per share)	55,000
52-week average (VND per share)	59,037
52-week average transaction volume (million shares)	1.17
Number of outstanding shares (million shares)	969.54
Market cap as at December 31, 2019 (VND billion)	57,688
EPS (VND)	3,567
P/E (times)	16.62
P/B	2.51

Source: Vietstock



Source: Bloomberg

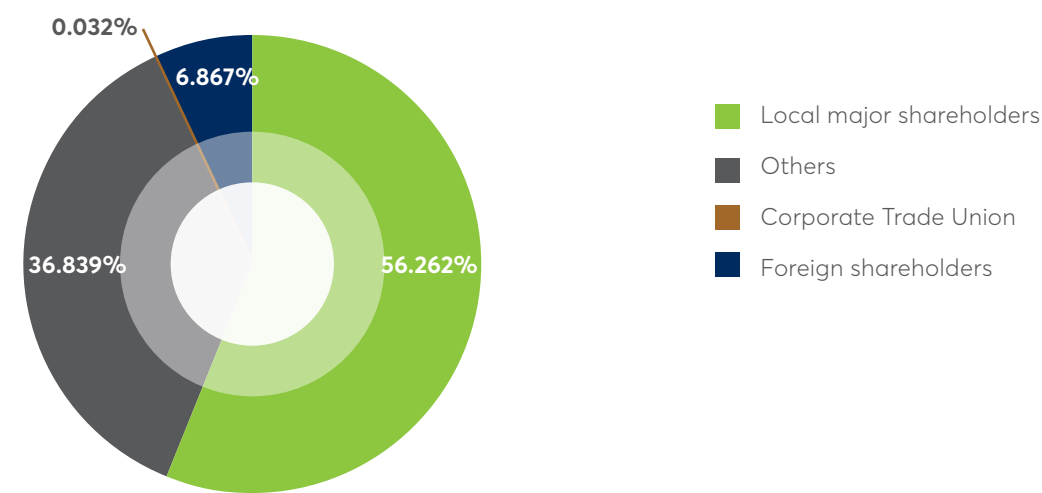
NOVALAND' SHAREHOLDERS STRUCTURE

(Based on the updated List of shareholders on December 31, 2019)

No.	Type of shareholder	Number of shares	Ownership ratio (%)	Number of shareholders	Shareholder structure	
					Institutional	Individual
1	State shareholder	0	0	0	0	0
2	Founding shareholder/FDI shareholder	0	0	0	0	0
	- Domestic	0	0	0	0	0
	- Foreign	0	0	0	0	0
3	Major shareholder (hold 5% of total equity or more)	545,482,200	56.262	4	2	2
	- Domestic	545,482,200	56.262	4	2	2
	- Foreign	0	0	0	0	0
4	Trade Union	313,375	0.032	1	1	0
	- Domestic	313,375	0.032	1	1	0
	- Foreign	0	0	0	0	0
5	Treasury stocks	0	0	0	0	0
6	Other shareholders	423,745,222	43.706	2,659	93	2,566
	- Domestic	357,169,776	36.839	2,447	36	2,411
	- Foreign	66,575,446	6.867	212	57	155
TOTAL		969,540,797	100	2,664	96	2,568
	- Domestic	902,965,351	93.133	2,452	39	2,413
	- Foreign	66,575,446	6.867	212	57	155

Source: Novaland Group

SHAREHOLDERS STRUCTURED BY TYPE



Source: Novaland Group

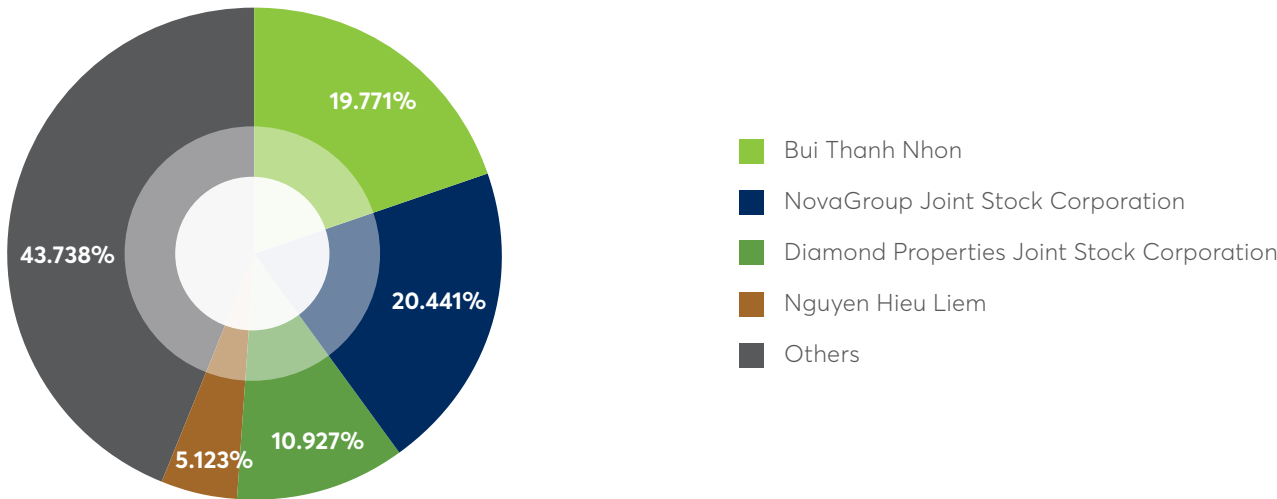
OWNERSHIP RATIO OF MAJOR SHAREHOLDERS

No.	Shareholder	Address	Number of shares	Percentage	Status
1	Bui Thanh Nhon	315 Nam Ky Khoi Nghia, Ward 7, District 3, Ho Chi Minh City	191,687,507	19.771	Major shareholders
2	Novagroup JSC.	315 Nam Ky Khoi Nghia, Ward 7, District 3, Ho Chi Minh City	198,186,040	20.441	Major shareholders
3	Diamond Properties JSC.	Zone I, Commercial - Services - Office Zone, 2nd Floor - Office Zone, No. 2.01, The Prince Residence Office - Commercial - Service - Apartment Tower, No. 17-19-21 Nguyen Van Troi, Ward 12, Phu Nhuan District, HCMC	105,940,072	10.927	Major shareholders
4	Nguyen Hieu Liem	6A/11 Nguyen Canh Chan, Nguyen Cu Trinh Ward, District 1, Ho Chi Minh City	49,668,581	5.123	Major shareholders
Total			545,482,200	56.262	

Source: Novaland Group



STRUCTURE OF MAJOR SHAREHOLDERS



Source: Novaland Group

TRANSACTIONS BY INSIDERS AND RELATED PERSONS FOR NVL
STOCKS IN THE PERIOD FROM JANUARY 1, 2019 - DECEMBER 31, 2019

No.	Person conducting the transaction	Relationship with internal person	Opening balance of shares held		Closing balance of shares held		Reason for increase or decrease
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	
1	Bui Thanh Nhon	Chairman	190,887,507	20.366	191,687,507	19.771	Purchased additional 800,000 shares under ESOP 2019.
2	Cao Thi Ngoc Suong	Board Chairman's wife	0	0	29,615,685	3.055	Purchased shares in July 2019: 2,200,335 shares Purchased additional 13,225,350 shares in October 2019.
3	Bui Cao Nhat Quan	Board Chairman's son	41,049,536	4.380	42,376,606	4.371	Purchased additional 1,327,070 shares in April 2019.
4	Bui Dat Chuong	Board Chairman's brother	12,025	0.001	2,725	0.0003	Sold shares in September 2019: 12,020 shares Purchased additional 2,720 shares under ESOP 2019.
5	Bui Phan Phu Loc	Board Chairman's brother	44,258	0.005	8	0.0000008	Sold 44,250 shares in October 2019
6	Bui Xuan Huy	Board member	36,188,670	3.861	36,824,670	3.798	Purchased additional 636,000 shares under ESOP 2019.
7	Hoang Thu Chau	Board member	1,767,216	0.189	2,341,216	0.241	Purchased additional 574,000 shares under ESOP 2019.
8	Tran Thi Thanh Van	Chief Accountant	1,019,529	0.109	1,526,729	0.157	Purchased additional 507,200 shares under ESOP 2019.
9	Nguyen Thi Minh Thanh	Member of the Audit Committee	12,169	0.001	11,239	0.001	Sold 12,000 shares in November 2019 Purchased additional 11,070 shares under ESOP 2019.



Icon 56 (D.4, HCMC)

STOCK INFORMATION AND CAPITAL MARKET ACTIVITIES

THE GROUP'S CHARTER CAPITAL INCREASED THROUGHOUT THE YEARS

Chartered Capital

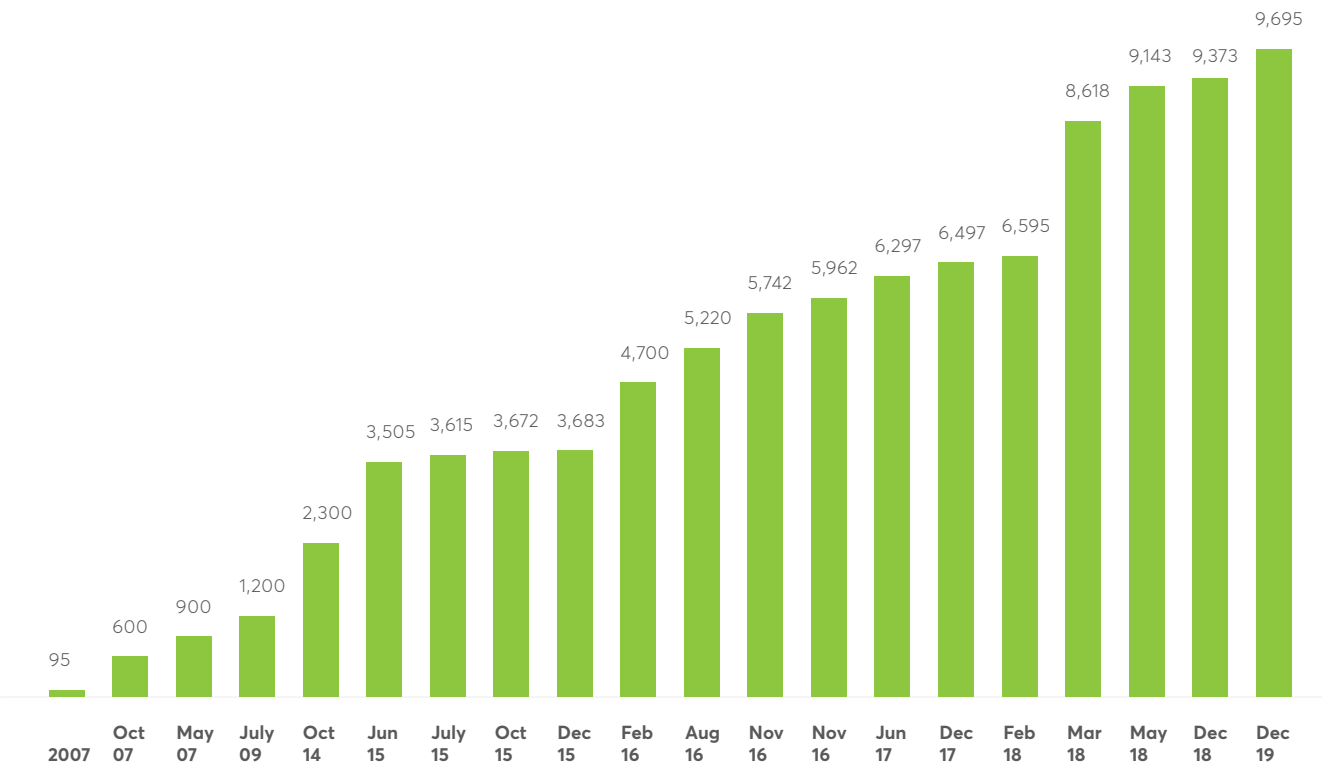
9,695 VND Billion

In 2019, Novaland Group completed issuances of stocks to increase the charter capital, raising the Group's charter capital to VND9,695 billion as at December 31, 2019 from VND9,373 billion.

Content	Number of shares issued
Issued common shares to employees under the Employee Stock Ownership Plan (ESOP) in 2019	18,604,123

Source: Novaland Group

The Group's charter capital increased throughout the years (VND Billion)



Source: Novaland Group

DIVIDEND PAYMENT HISTORY TO SHAREHOLDERS

Content	2015	2016	2017	2018	2019	Total
Dividends paid on preferred stocks	0.0	53.5	24.8	20.5	21.1	119.9
Issuance of bonus shares (converted to face value)	230.0	520.0	0.0	2,023.2	0.0	2,773.2

Source: Novaland Group

Based on the business performance of each period, the Company may issue bonus shares or pay share dividends. Novaland has announced dividend to the owners of convertible dividend preferred shares in September and December 2019 in accordance with 2018 profit distribution plan approved in Resolution No 06/2019-NQ.ĐHDCD-NVLG.

COMMITMENTS TO BE DELIVERED: CONVERTIBLE DIVIDEND PREFERRED SHARES

As at December 27, 2019, Novaland Group finished converting

6,830,000 preferred shares to common shares

As at December 27, 2019, Novaland Group finished converting 6,830,000 preferred shares to common shares. This was approved in 2018 AGM Resolution No. 14/2018-NQ-NVLG dated April 26, 2018, EGM Resolution No. 03/2019-NQ-NVLG dated January 04, 2019, 2019 AGM Resolution No. 13/2019-NQ-NVLG dated April 26, 2019, specifying:

Conversion method	Preferred shares shall be converted to common shares at the request of relevant holder, at the rate of 1 preferred share equal 3 commons shares
Funding	Share premium
Target	Preferred share holders at time of conversion
Exercise time	Conversion date: December 27, 2019

CAPITAL MARKET ACTIVITIES

2019 highlighted Novaland’s success in raising offshore capital to support the Group’s efforts for Phase 2 business strategy.

By expanding towards satellite townships and second-home projects, Novaland Group successfully collaborated with Deutsche Inestitions - und Entwicklungsgesellschaft mbH (DEG - Development Finance Institution and a subsidiary of KfW Group, specialized in financing and advising private companies that implement socially impactful projects) for an investment of US\$20 million in the third quarter of 2019. The investment will be used to develop Azerai Can Tho Resort (Con Au, Can Tho). An integrated project with international standards will promote Mekong to become a worldwide destination.

Other than that, Novaland successfully obtained a long-term secured syndicated loan of US\$ 250 million at preferential interest rate for Nova Hospitality Joint Stock Company. This deal attracted major attention and registration from major banks that exceed expectations. Therefore, from the originally intended credit line of US\$ 150 million, the Group decided to obtain US\$ 250 million.



Credit Suisse AG (Singapore) acted as the Original Mandated Lead Arranger and Bookrunner (OMLAB) for this transaction, with Industrial & Commercial Bank of China, Taichung Commercial Bank, Taiwan Business Bank and Taiwan Cooperative Bank participating as Mandated Lead Arranger and Bookrunners (MLABs) for the syndication.

During the process, the transaction further attracted 9 other banks, all of which are new partners to Novaland, including OCBC Bank, Union Bank of Taiwan, Cathay United Bank, King's Town Bank, Malayan Berhad Bank, Taishin International Bank, Entie Commercial Bank, Far Eastern International Bank, and Sinopac Capital International Limited.

In the fourth quarter, Credit Suisse AG finalized the financing agreement of US\$250 million for Nova Hospitality Joint Stock Company. The first disbursement of US\$100 million would fund hospitality real estate projects. In addition, Novaland Group successfully obtained US\$60 million from Credit Suisse AG and US\$29 million from Vietinbank Filiale Deutschland.

This shows that international financial institutions trust Novaland’s project implementation competency and highly value our plan to expand into satellite townships and hospitality segment, on top of our existing advantages in residential projects in HCMC.



These impressive successes highlight Novaland’s striking endeavors and determined efforts in establishing transparency and sustainable financial structure to accommodate strict requirements of international investors. This improves the Group’s credibility and profile among local and international investors, which would enable the Group to access stable medium-to-long-term financing at reasonable cost. Specifically:

- In the recent review of July 2019, NVL shares was eligible for Vietnam Sustainability Index (VNSI) by HCMC Stock Exchange. On top of that, NVL shares has been ranked among other leading lists - (VN30) and (VN100).
- As at December 31, 2019, Novaland continued to affirm its position as one of the leading businesses in Vietnam, with NVL shares being among the top 10 stocks of ETFs’ portfolio such as:
 - » MSCI Vietnam Index
 - » MSCI Vietnam Investable Market Index (IMI)
 - » MVIS Vietnam Index - VanEck Vectors Vietnam ETF
 - » MSCI Frontier 100 ETF

PERFORMANCE REPORT OF
SUBSIDIARIES - ASSOCIATES

NETWORK OF
74 SUBSIDIARIES:

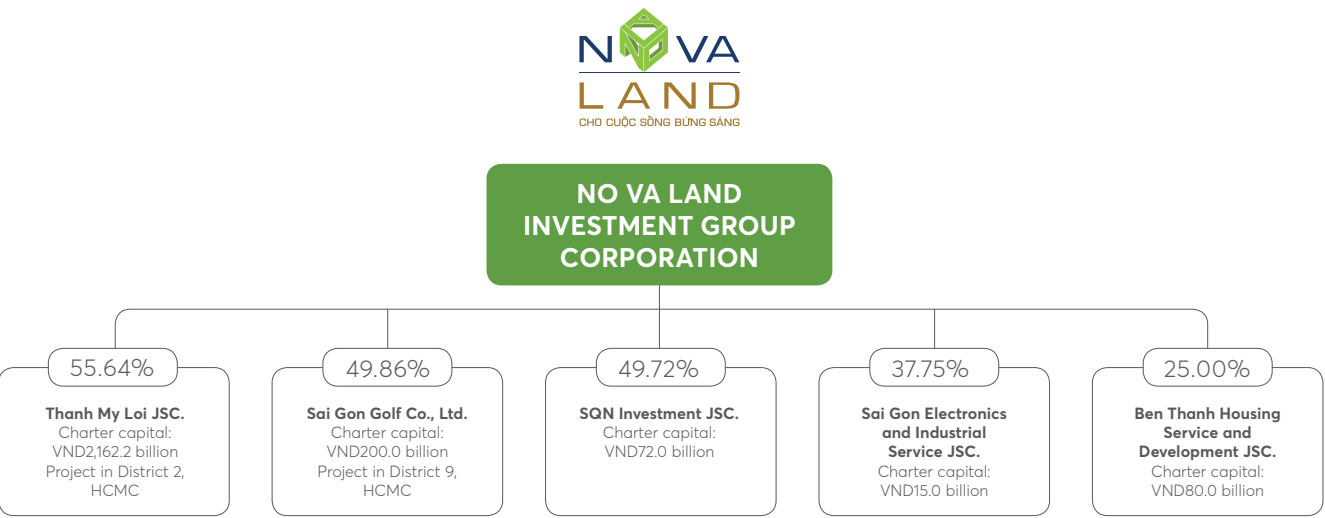


NO VA LAND
INVESTMENT GROUP
CORPORATION

As of the end of 2019, Novaland Group consists of 74 subsidiaries and 5 associates.

21st Century International Development Co., Ltd. Charter capital: VND2,534.5 billion Lakeview City 98.96%	Dat Viet Development JSC. Charter capital: VND2,020.0 billion Grand Manhattan 99.67%	Sun City Real Estate Co., Ltd. Charter capital: VND1,950.0 billion Project in District 2, HCMC 98.86%	No Va Land Investment Group Corporation Charter capital: VND1,921.0 billion Sunrise City, Golf Park Residence 99.91%	Delta-Valley Binh Thuan Co., Ltd. Charter capital: VND1,280.0 billion NovaWorld Phan Thiet 99.82%
Nova Riverside Real Estate Co., Ltd. Charter capital: VND1,115.1 billion Sunrise Riverside 99.97%	Phu Dinh Port JSC. Charter capital: VND1,000.0 billion 83.45%	Aqua City Co., Ltd. Charter capital: VND845 billion Aqua City 69.87%	Nova Rivergate Co., Ltd. Charter capital: VND801.1 billion Rivergate Residence 99.77%	Thai Binh Real Estate Trading JSC. Charter capital: VND750.0 billion Victoria Village 99.95%
Huynh Gia Huy JSC. Charter capital: VND725.0 billion NovaHills Mui Ne 99.98%	Nova Richstar JSC. Charter capital: VND724.0 billion Richstar 99.98%	Cuu Long Real Estate Co.,Ltd Charter capital: VND645.0 billion Project in District 9, HCMC 96.88%	Long Hung Phat Real Estate Investment Co., Ltd. Charter capital: VND600.0 billion Project in Dong Nai 66.62%	Nova Lexington Real Estate JSC. Charter capital: VND578.5 billion Lexington Residence 99.92%
The Prince Residence JSC. Charter capital: VND560.7 billion The Prince Residence 99.81%	Nhat Hoa Real Estate JSC. Charter capital: VND510.0 billion Sunrise Cityview 99.81%	Hoa Thang Tourist Service Corporation Charter capital: VND500.0 billion Project in Binh Thuan 95.79%	Nova Sasco Co., Ltd. Charter capital: VND430.0 billion Botanica Premier 99.99%	Carava Resort Co., Ltd. Charter capital: VND400.0 billion NovaBeach Cam Ranh 95.44%
Nova Sagel Co., Ltd. Charter capital: VND367.0 billion Golden Mansion 83.81%	Thu Minh Nguyen Investment JSC. Charter capital: VND340.0 billion Project in Binh Thuan 96.14%	Nha Rong Investment and Trade JSC. Charter capital: VND327.4 billion Saigon Royal Residence 99.97%	Nova Princess Residence JSC. Charter capital: VND300.0 billion Kingston Residence 99.90%	Nova Nam A Co., Ltd. Charter capital: VND292.0 billion Orchard Parkview 92.71%
Nova An Phu Co., Ltd. Charter capital: VND254.1 billion Palace Residence 100.00%	Gia Phu Real Estate Co., Ltd. Charter capital: VND245.0 billion The Sun Avenue Residence 99.99%	Mega Tie Co., Ltd. Charter capital: VND191.4 billion Project in District 10, HCMC 98.59%	Nova Phuc Nguyen Real Estate Co., Ltd. Charter capital: VND190.2 billion The Tresor Residence 99.89%	Nova Festival JSC. Charter capital: VND184.0 billion Gardengate Residence 94.02%
Phuong Dong Building JSC. Charter capital: VND166.0 billion Wilton Tower 99.88%	Merufa-Nova Co., Ltd. Charter capital: VND125.0 billion Newton Residence 99.88%	Nova Lucky Palace Co., Ltd. Charter capital: VND100.0 billion Lucky Palace 100.00%	The Forest Ctiy Co., Ltd. Charter capital: VND90.0 billion NovaWorld Ho Tram 97.89%	Vung Tau Youth Hotel and Travel JSC. Charter capital: VND70.0 billion Ibis Styles Vung Tau 65.00%
Nova My Dinh JSC. Charter capital: VND6,518.0 billion 99.99%	Nova Khai Hung Real Estate Co., Ltd. Charter capital: VND5,179.5 billion 100.00%	Ky Nguyen Urban Development JSC. Charter capital: VND5,069.3 billion 99.99%	CQ89 Real Estate Co., Ltd. Charter capital: VND4,902.7 billion 99.56%	No Va Thao Dien Co., Ltd. Charter capital: VND4,638.2 billion 99.99%
350 Real Estate Co., Ltd. Charter capital: VND2,906.6 billion 99.97%	KM Investment Group Co., Ltd. Charter capital: VND2,876.0 billion 99.82%	Bach Hop Real Estate Co., Ltd. Charter capital: VND2,153.4 billion 100.00%	Dinh Phat Real Estate Co., Ltd. Charter capital: VND1,970.7 billion 99.95%	Nova Hospitality JSC. Charter capital: VND1,845.0 billion 100.00%
Truong Tay Real Estate Investment JSC. Charter capital: VND1,635.5 billion 99.97%	38 Real Estate Investment Trading Co., Ltd. Charter capital: VND1,625.0 billion 99.99%	Thanh Nhon Investment Real Estate Co., Ltd. Charter capital: VND1,420.0 billion 100.00%	Gia Duc Real Estate Co., Ltd. Charter capital: VND1,243.2 billion 99.99%	Thinh Vuong Real Estate JSC. Charter capital: VND1,239.0 billion 99.98%
Thanh Nhon Real Estate JSC. Charter capital: VND1,236.3 billion 99.72%	Nova Nippon JSC. Charter capital: VND1,079.0 billion 99.98%	Phuc Binh Real Estate Co., Ltd. Charter capital: VND974.6 billion 97.77%	Ngoc Uyen Real Estate JSC. Charter capital: VND871.9 billion 99.99%	Thuan Phat Real Estate JSC. Charter capital: VND744.0 billion 99.98%
Khanh An Real Estate Co., Ltd. Charter capital: VND727.8 billion 99.94%	Bao Phuc Real Estate Co., Ltd. Charter capital: VND726.0 billion 99.98%	Long Hung Phat Consulting Co., Ltd. Charter capital: VND600.0 billion 66.62%	Ngoc Linh Hoa Investment JSC. Charter capital: VND580.0 billion 99.83%	Gia Huy Real Estate Investment and Development Co.,Ltd. Charter capital: VND569.0 billion 51.00%
Van Phat Real Estate JSC. Charter capital: VND560.2 billion 97.98%	Nova Saigon Royal Investment Co., Ltd. Charter capital: VND527.4 billion 99.99%	Phuoc Long Real Estate JSC. Charter capital: VND470.0 billion 99.98%	Phu Tri Real Estate Investment and Commercial JSC. Charter capital: VND363.0 billion 99.98%	Tuong Minh Investment and Real Estate Co.,Ltd. Charter capital: VND299.7 billion 99.99%
Sai Gon Housing and Infrastructure Development JSC. Charter capital: VND283.9 billion 99.96%	Vuong Gia Real Estate Investment JSC. Charter capital: VND240.1 billion 99.81%	Mega Housing JSC Charter capital: VND215.0 billion 98.60%	Nova Property Management Co., Ltd. Charter capital: VND139.0 billion 99.99%	Truong Thanh Real Estate Investment JSC. Charter capital: VND105.0 billion 99.99%
Phong Dien Real Estate Investment JSC. Charter capital: VND96.0 billion 50.99%	Novaland Agent Co.,Ltd. Charter capital: VND20.0 billion 100.00%	Ho Tram Botanic Garden Co., Ltd. Charter capital: VND20 billion 99.00%	An Phu Dong Real Estate Development Investment Co., Ltd. Charter capital: VND20 billion 79.93%	

NETWORK OF 5 ASSOCIATES



In 2019, the Group didn't aim at business diversification, so Novaland's subsidiaries and associates mostly focused on real estate as the core business. These companies focus on development of real estate projects, real estate trading, and real estate brokerage and investment. In 2019, the Group continued to hand over completed projects to customers, realize revenue and further solidify Novaland Group's profit growth.

New projects whose developers are Novaland's subsidiaries and which started to be handed over in 2019, followed by the recognition of revenues, include:

No.	Company	Project name	Address	Net revenues in 2019 (VND Billion)
Central Business District				
1	Nha Rong Investment and Trade JSC.	Saigon Royal Residence	District 4, HCMC	430
East side				
2	Gia Phu Real Estate Co., Ltd.	The Sun Avenue Residence	District 2, HCMC	4,042
3	Thai Binh Real Estate Trading JSC.	Victoria Village	District 2, HCMC	876
4	21st Century International Development Co., Ltd.	Lakeview City	District 2, HCMC	183
South side				
5	Nova Riverside Real Estate Co., Ltd.	Sunrise Riverside	Nha Be, HCMC	3,190
West side				
6	Nova Richstar JSC.	Richstar	Tan Phu District, HCMC	727
7	Merufa-Nova Co., Ltd.	Newton Residence	Phu Nhuan District, HCMC	344
8	Nova Nam A Co., Ltd.	Orchard Parkview	Phu Nhuan District, HCMC	137
Total				9,929

Source: Novaland Group

In 2019, the subsidiaries contributed VND10,223 billion, accounting for about 94% of the Group's net revenues.



Ibis Style Hotel (Vung Tau City, Ba Ria-Vung Tau)



05

SUSTAINABLE DEVELOPMENT

SUSTAINABLE DEVELOPMENT MESSAGE ON TECHNOLOGY, ENVIRONMENT, COMMUNITY, AND SOCIETY

The Group is consistent in our strategy and objectives, integrates and mainstreams sustainability aspects into the overall operation, and ensures the enhancement of corporate social responsibility. The Group is committed to continued investment and constant creation and sharing of sustainable values, contributing to the overall national development and growth.



Azerai Can Tho Resort

Through our 28 years of establishment and growth, Novaland Group has constructed a complete development strategy that balances growth objectives with environmental and social goals and benefits within our operations. The adoption of a sustainable business model, implementation of environmental, social and governance (ESG) risk management also contributes to securing sustainable values for customers, shareholders and stakeholders through creating various new business opportunities.

The Group has been strengthening management in order to control environmental impacts, ensure efficient use of natural resources, research and deploy smart products, apply new technology in building activities appropriate to each project, and implement energy-saving solutions that contribute to the reduction of greenhouse gas emissions. Our priority is creating a healthy living environment in our projects by providing appropriate green spaces as well as ensuring optimal operating standards are met in the management and operation of buildings.

Regarding responsible investment, since 2018, Novaland cooperated with Boston Consulting Group (BCG), Military Bank and Can Tho City People's Committee, as well as worked with Mekong Delta provinces representatives, to develop a strategy for "Development of the Mekong Delta's Tourism Sector adapting to Climate change" and Mekong Delta tourism brand following the vision of "#MyMekong - No. 1 River Destination in Asia". This agenda has been endorsed by the Prime Minister. Novaland's long-term plan is also delivered to improve each stage of management process and introduce appropriate investment projects to drive development in key areas. Based on BCG's strategy, Novaland is planning and implementing NovaWorld Mekong project in the center of Can Tho City. Can Tho. This is a synchronous-scale project of international standards, destined to change the perception of tourism in the Mekong Delta, robustly promoting tourism combined with agriculture and traditional activities, making Mekong an attractive tourist destination of the world.

As a group whose business operations is oriented towards sustainable development, Novaland commits to contributing towards the creation of a sustainable society through commercial as well as CSR activities. Novaland Group has continuously constructed effective partnerships with government agencies, organizations, partners and local people to raise awareness on collective action and enable joint efforts for community development. In the next period, Novaland's focus will be on partnering with provinces where we are developing projects including Ninh Thuan, Binh Thuan, Ba Ria - Vung Tau, and Mekong Delta provinces.

In addition, the consequences of climate change have posed substantial challenges for the implementation of green growth and sustainable development orientations in Vietnam. In 2020, Novaland Group will further work on its strong commitment for wider impacts of community activities, focusing on key programs that would generate sustainable impacts for local development in the long run. In upholding sustainable development values through "compliance, environmental protection and social responsibility" to tackle climate change impacts, our directions for 2020 will be centered around 3 components: "Green Office" - "Green Building" - "Green Environment".

In addition, Novaland has invested in social security programs and sustainable activities that have long-term impacts on local development such as: scholarships for onsite human resource training, promotion activities for local investment and tourism, cultural and artistic activities to preserve and promote the national identities, etc. In particular, Novaland's charity activities are always actively participated by officials and employees who share a social responsibility with the Group.

Our centralization approach, clear business strategy, stable land bank, sound financial structure, robust risk management and rule of law, built upon the mission "Developing community - Creating destination - Building happiness", will enable Novaland Group to invest and further our efforts in creating and sharing sustainable values, contributing to the overall development and inclusive growth of the country.



CREATING AND SHARING VALUES

Novaland Group has established and detailed out Sustainable Development Strategy by creating sustainable and long-standing values and sharing them with stakeholders in line with global integration trend, and detailed out the UN 17 sustainable development goals.

Novaland Group is gathering necessary resources to invest in driving forces that promote sustainable development and integrate it into our short, medium and long-term core business strategies. In deploying Phase 2 of the Development Strategy, Novaland persists in adopting risk management and operations standardization in accordance with international standards, pro-actively innovates the planning and designing of products, and is gradually building a first-class hospitality ecosystem, thereby helping attain a high profile for Vietnam's tourism sector. The Group is actively working with government's stakeholders in "Development of Mekong Delta Tourism Sector for Climate Change Adaptation" project, and supporting Binh Thuan's effort in developing Tourism Development Direction with vision for 2030.

With a consistent viewpoint on the need for creating and sharing sustainable values with stakeholders, Novaland Group strongly regards fulfilling social responsibility as an important task, contributing to building a better life and a civilized society.

In 2019, Novaland Group continued to be included as one constituent stock of the Vietnam Sustainable Development Index (VNSI) including stocks of listed companies within VN100 that meet the green criteria with the highest quality of sustainable development management in ESG aspects. In addition, Novaland was also listed among the "Top 100 Sustainable Businesses 2019", ranked 5th specifically, at the ceremony to honor the Top 100 Sustainable Businesses 2019 organized by the Vietnam Business Council for Sustainable Development (VBCSD) under Vietnam Chamber of Commerce and Industry, "Top 5 Best Sustainability Reports" jointly held by HOSE, HNX and Investment Review.

The Sustainability Report Chapter summarizes main content of a stand-alone Sustainability Report that Novaland prepared following the GRI Standards. The report aims to provide the key information on the performance of sustainable development activities. In order to obtain detailed information on Novaland's sustainable development performance as well as its commitments to stakeholders, please refer to the Sustainability Report 2019.



Awarded Top 5 Best Sustainability Report 2019



TOP 10
SUSTAINABLE BUSINESSES 2019



TOP 5
BEST SUSTAINABILITY REPORTS



Receivervy Ceeremony Consultant Report from McKinsey & Company



Accompanying with McKinsey & Company on handling over the consultant report on Binh Thuan province Development



Signing Ceremony between Can Tho People's Committee, Novaland Group and The Boston Consulting Group and the Military Commercial Joint Stock Bank

STRATEGIC APPROACH AND SUSTAINABLE DEVELOPMENT GOVERNANCE FRAMEWORK

SUSTAINABLE DEVELOPMENT STRATEGY AND MANAGEMENT

With the view of contributing to a happy and prosperous life for the society, Novaland has developed a strategy based on the principles of transparency, accountability, advanced risk management and embedding stakeholders' participation within the sustainability approach



NOVALAND'S SUSTAINABLE DEVELOPMENT STRATEGY IS
BUILT UPON 4P MODEL ACROSS 4 DIMENSIONS:



17 GOALS

UN'S SUSTAINABLE DEVELOPMENT GOALS

In alignment with the United Nations' 17 SDGs, Novaland identifies and incorporates the prioritized goals based on the extent of their impacts on our sustainable development strategy while harmonizing the interests of stakeholders.



- SDG1:** End poverty in all its forms everywhere
- SDG3:** Ensure healthy lives and promote well-being for all at all ages
- SDG4:** Quality education
- SDG6:** Clean water and sanitation
- SDG7:** Affordable and clean energy
- SDG8:** Decent work and economic growth
- SDG9:** Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation
- SDG10:** Reduce inequalities
- SDG11:** Sustainable cities and communities
- SDG12:** Ensure sustainable consumption and production pattern
- SDG13:** Climate action
- SDG16:** Peace, justice and strong institutions
- SDG17:** Strengthen sustainable development through partnership

STRATEGIC APPROACH AND FRAMEWORK OF SUSTAINABLE DEVELOPMENT MANAGEMENT

SUSTAINABLE DEVELOPMENT STRATEGY AND MANAGEMENT



With a consistent approach of reconciling economic gains with implementing CSR, Novaland built a management system according to international practices and standards, embedding it into all business activities. The management framework, policies and procedures for material sustainability aspects have steadily been developed and implemented to enable continuous managerial evaluation and improvements in performance.

Ibis Styles Vung Tau Hotel (Ba Ria - Vung Tau)

In implementing 2019 plan, the Sustainability Council advised the BOD and BOM in organizing the implementation of sustainability management programs and setting out goals. The Council's role is to advise the BOD regarding the review and approval of sustainability goals, policies and action plans; support the creation of values for the key stakeholders in line with ethical and integrity responsibilities as well as social and environmental compliance into daily business activities. The purpose of this is to ensure the Company has the necessary policies, standards, systems and key people to identify and meet international standards and agreements in economic, environmental, and social aspects.

Periodically, the Council meets to review the effectiveness of sustainable development programs in order to assess the implementation of sustainability goals as well as raise awareness within the Group of our sustainable development mission. Results from implementation plans that focus on critical sustainability risks would be reported to the BOD, who would make timely decisions to ensure the successful implementation of sustainability strategies and objectives

STRATEGIC APPROACH AND FRAMEWORK OF SUSTAINABLE DEVELOPMENT MANAGEMENT

STAKEHOLDERS ENGAGEMENT

Engaging stakeholders is an important foundation on which the implementation of the Sustainable Development Strategy and the long-term stable development of the Novaland is based. The Group constantly upholds the need for transparency and accountability as the guideline for its actions. We strive to build cooperative and reliable relationships with all stakeholders. Aspiring to create outstanding values, Novaland continuously meets increasingly high requirements of stakeholders by, in addition to a professional operation and management process that follows international standards, delivering with dedication and passion.

AUDIENCE	ISSUES OF COMMON INTEREST	NOVALAND'S ACTIONS TO MEET STAKEHOLDERS' EXPECTATIONS
 BANKS/FINANCIAL INSTITUTIONS	- Economic performance and payment ability to creditors - Compliance and transparency in information disclosure - Sustainable lending and investment	- Compliance and transparency in information disclosure by proactively disclosing full information in 2 languages (Vietnamese and English) - Risk management system across the company, enhancement of corporate governance and transparency - Improvement of credit ratings based on effective financial management
 SHAREHOLDERS AND INVESTORS	- Economic performance and profitability for shareholders - Compliance and transparency in information disclosure - Sustainable development strategy and road map to ensure corporate social responsibility.	- Compliance and transparency in information disclosure by proactively disclosing full information in 2 languages (Vietnamese and English) - Proactively communicating with shareholders and Investors via regular and ad-hoc information disclosure - Risk management system across the company, focusing on efficient and transparent corporate governance - Prioritize green products and application of green technologies in construction and operation
 CONTRACTORS & SUPPLIERS	- Share resources to improve contractors' competitive advantages - Occupational health and safety and environmental management	- Build effective partnerships with contractors/suppliers. - Raise awareness of environmental management practices according to best practices.



CUSTOMERS

- Commitment to product and service quality
- Specific policies to meet customers' expectations and support needs
- Customers are interested in the benefits of becoming Novaland loyal customers
- Product quality control through quality management system. - Improve product and service quality to meet customers' expectations
- Always listen to customers' feedback, accompany customers to consult solutions and provide support policies, meet customer expectations, bring advanced & civilized living values at the customer's selected project.
- Novaland has launched the NovaLoyalty program with many attractive offers to appreciate customers who have trusted and accompanied Novaland.



EMPLOYEES

- Employment, wages and working conditions, remuneration and bonus.
- Workplace morale, training programs for career development.
- Occupational health and safety.
- Continuous income and welfare improvements for employees, build a standard working environment, build a transparent feedback reception mechanism.
- Regularly conduct training courses for employees of various levels based on both personal and professional needs assessment
- Occupational health and safety program



LOCAL COMMUNITIES

- Community development program - local infrastructure development
- Employment and job opportunities for local people.
- Respond promptly and responsibly to community complaints.
- Increase investment in community development.
- Cooperate and build capacity for local human resources.
- Establish mechanisms to handle complaints in a timely and transparent manner.



GOVERNMENT

- Ensure sustainable economic growth, create jobs, and fulfill tax obligations.
- Socio-economic development program for the community.
- Management of environmental and social impacts.
- Contribute to local economic development and tourism in many provinces following sustainable growth orientations.
- Focus on prioritized community development programs.
- Strengthen internal inspection of compliance with government policies and regulations.
- Periodic consultation with local communities and authorities on impacts.

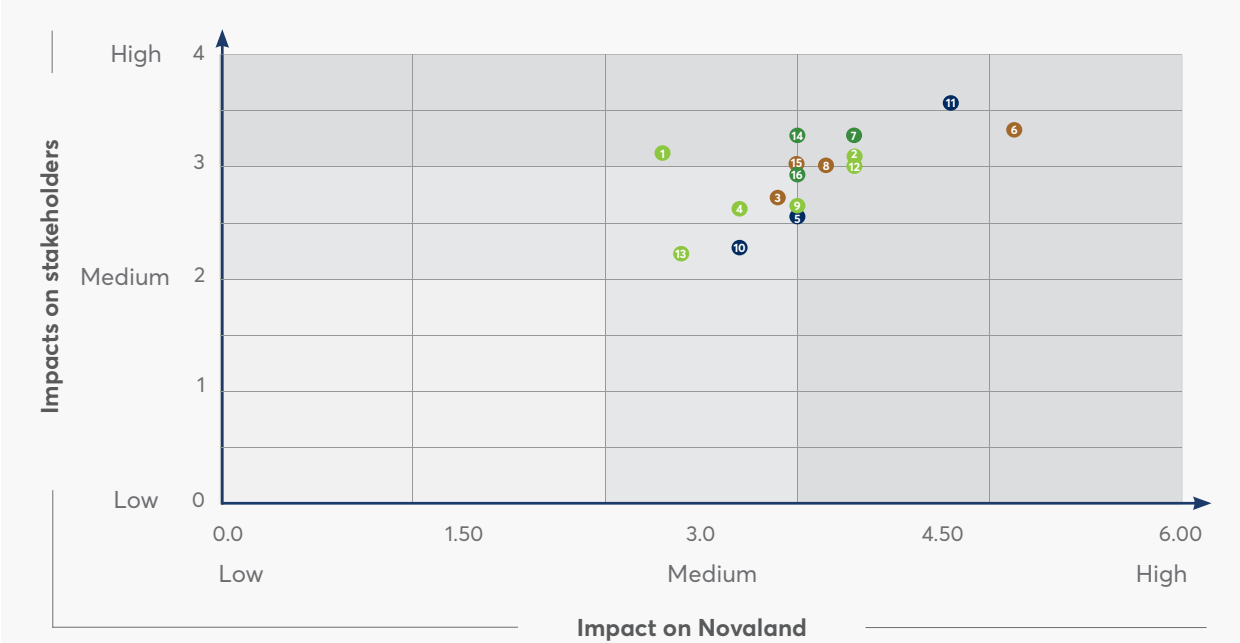
MATERIALITY ASSESSMENT

ANALYSIS AND ASSESSMENT OF
MATERIAL ISSUES

In 2019, Novaland conducted a review and evaluation of the key topics and aspects that affected the Group’s business performance and development while reflecting stakeholders’ top interests. Sustainable development issues in the Group’s industry-specific value chain and international practices on sustainable governance were also reviewed and analyzed in the prioritization step. Novaland Group reaffirmed its strategy of green and sustainable development and contributions to promoting and creating a strong community and an equitable society.

The key topics were reviewed against the 17 SDGs framework of the United Nations, thereby enabling the Group to identify impacts and realize the key SDGs. The critical assessment was also performed through workshops with senior management. The results of the materiality analysis, sorted into economic, environmental and social pillars based on the priority areas of sustainable development strategy, were presented on a matrix.

MATRIX OF SIGNIFICANCE



ECONOMIC PERFORMANCE
AND SUSTAINABLE GROWTH

- 5 Sustainable procurement practices
- 10 Indirect economic impacts
- 11 Direct economic impacts

INVESTMENT IN PEOPLE
DEVELOPMENT

- 3 Diversity and equal opportunity
- 8 Education and training
- 14 Occupational health and safety
- 15 Employment

MANAGEMENT OF
ENVIRONMENTAL IMPACTS

- 1 Research and implementation of technological innovation
- 2 Environmental compliance
- 4 Effluents and Waste
- 9 Materials
- 12 Energy
- 13 Water and Effluents

CREATING AND
SHARING VALUES

- 6 Customer’s safety and health
- 7 Service quality assurance
- 16 Investment in community development



PERFORMANCE OF
SUSTAINABILITY ACTIVITIES BY AREA



ECONOMIC PERFORMANCE
AND SUSTAINABLE GROWTH



HUMAN RESOURCES FOR
SUSTAINABLE DEVELOPMENT



ENVIRONMENTAL IMPACT
MANAGEMENT



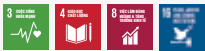
CREATE AND SHARE
VALUES

PERFORMANCE OF SUSTAINABILITY ACTIVITIES BY AREA

PERFORMANCE OF SUSTAINABILITY ACTIVITIES IN 2019

Reviewing sustainability development performance is an important task in operational management to evaluate aspects that require further improvement. Novaland's executive management team defined clearly the prioritized tasks to continuously increase operational efficiency through the adoption of international practices on sustainable development management while enhancing engagement and dialogue with stakeholders to achieve the determined goals.

The results from implementation of our sustainable development plans in 2019 are summarized in the following table:

SECTORS	INITIATIVE AND PROGRAMS	IMPLEMENTATION RESULTS
ECONOMIC PERFORMANCE AND SUSTAINABLE GROWTH SDG 1,8,9,10,16 	- Improve governance capacity to ensure economic performance and sustainable growth - Indirect economic Impacts that contribute to the reduction of Inequality from the development processes - Sustainable procurement practice	- Reinvest in new development project, prepare for hospitality complex projects - Increase investment in technical infrastructure that benefits communities and stakeholders - Create jobs and increase labor productivity to reduce inequality and promote growth - Supply environment friendly green materials and solar energy solutions for a number of projects - Perform supplier assessment in terms of social and environmental compliance practice
HUMAN RESOURCES INVESTMENT AND MANAGEMENT FOR SUSTAINABLE DEVELOPMENT SDG 3,4,8,16 	- CEO Program - Workshop series on "New Gene of General Management Department" as part of The new gene of GMD project - Improve the training program for newly recruited Sales Staff - Learning Management System (LMS) with the development of the Functional Competency Framework	- Conduct training programs with a total of over 71,000 training hours - Over 152 training courses were held in 2019 - The CEO program is reserved 25 senior managers, offering 11 subjects and 1,939 training hours. 57 talents from 06 Divisions attended; 51% participants have reached mid-manager level - A series of conference themed "The New Gene of General Management Department" attracted attention of general management staff with 490 attendance to improve interdepartmental communication.

SECTORS	INITIATIVE AND PROGRAMS	IMPLEMENTATION RESULTS
HUMAN RESOURCES INVESTMENT AND MANAGEMENT FOR SUSTAINABLE DEVELOPMENT SDG 3,4,8,16 		- The program of recruiting business staff has been improved to apply online learning, which helps shorten the time of direct training and improve the capacity of sales staff. - Learning Management System: Competency Index Framework was developed in addition to online training to accommodate learning on the course of personal development
ENVIRONMENTAL IMPACT MANAGEMENT - DEVELOPING GREEN AND SUSTAINABLE PROJECTS SDG 7,9,11,12,13,16 	- Standard evaluation of materials and energy usage and environmental management in projects. - Training to raise awareness on environmental management and monitoring. - Research and implementation of green projects - Application of IT in governance, business and project management.	- Build energy use quotas and energy saving practices. - Conduct environmental impact assessment for all projects implemented - Evaluate implementation of green projects under the IFC's EDGE standards. - A remote project monitoring center, synchronous operation management and monitoring of project implementation status. - Introduction of humane and realistic technologies to smart eco city projects, including: Smart watering system, smart environmental cooling system, smart lighting, public drinking fountains, etc.
CREATING AND SHARING VALUES SDG 1,3,6,11,16,17 	- Ensure product quality through each stage from design, construction to handover - Address customer feedback and customer satisfaction - Monitor safety management throughout project implementation stages - Sustainable development with the community, enhance corporate social responsibility. Spread the impacts from the programs and attained values to stakeholders	- Independent assessment of product quality before handover. - Our projects fully comply with health and safety standards as well as fire protection requirements. - Shorter waiting time to handle and respond to customer requests. Measure customers' satisfaction and improvement action plans. "NOVALOYALTY" was officially launched in June 2019 as appreciation to clients who have trusted and accompanied Novaland, and encouragement to register. - Spent over VND 78 billion on community activities, with millions of beneficiaries, focusing on community support, education, public health and social welfare programs.

ECONOMIC PERFORMANCE AND SUSTAINABLE GROWTH

DIRECT ECONOMIC IMPACTS



A series of Novaland's projects along Ben Van Don Street - Icon 56, The Tresor (D.4, HCMC)

GRI 201-1
Direct economic value generated and distributed

Business performance of the Group in 2019

CHARTER CAPITAL IN 2019

9,695 VND Billion

or an increase of 163% compared to 2015

TOTAL ASSETS IN 2019

89,979 VND Billion

or an increase of 239% compared to 2015

NET REVENUES IN 2019

10,931 VND Billion

or an increase of 64% compared to 2015

NET PROFIT AFTER TAX IN 2019

3,387 VND Billion

or an increase of 666% compared to 2015

Direct Economic Performance is the key factor of Novaland's sustainable development strategy. It secures long-term interests of the community and solves the problem of urban planning and development

In 2019, the Group's business was immensely influenced by adverse conditions in HCMC real estate market. However, with solid development approach to mid-to-high-end property segment in HCMC and neighboring provinces, Novaland adopted both local and international good practices in both operating and governance activities to achieve long-term and sustainable performance. Thanks to commendable efforts, the Group recorded stable financial performance for 2019: Net revenues reached VND10,931 billion, meeting the approved AGM business plan, and net profit after tax reached VND3,387 billion, representing a yoy growth of 3%.

Total handover was 3,468 units, mainly from The Sun Avenue Residence, Sunrise Riverside, Richstar, Saigon Royal, Newton Residence, and Victoria Village. This brings the total accumulated number of handed over units to 17,300. In 2019, in addition to high-end apartments offered for central HCMC, Novaland

introduced satellite urban area project - Aqua City in Dong Nai. In addition, in the second home projects and integrated resorts, we are implementing a series of large-scale concentrated projects, such as NovaWorld Phan Thiet and NovaHills Mui Ne Resort & Villas (in Binh Thuan), NovaWorld Ho Tram (in Ba Ria - Vung Tau), and NovaBeach Cam Ranh Resort & Villas (in Khanh Hoa).

The Group currently holds a land bank of over 4,894 ha and a portfolio of over 40 real estate projects in HCMC and neighboring cities, contributing to better life of residents and urban living quality as a whole.

Throughout the 2015-2019 period, Novaland recorded stable business performance with a net revenue rising from VND6,673 billion to VND10,931 billion,

representing a CAGR of 13%. Selling expenses and general administration expenses increased from VND599 billion in 2015 to VND1,492 in 2019. Profits after taxes increased from VND442 billion to VND3,387 billion over the same period, representing a CAGR of 66%. Total assets at the end of 2019 reached VND89,979 billion, and the owner's equity reached VND24,451 billion, with annual CAGR of 36% and 42%, respectively.

Most notably, Novaland Group managed to contact and obtained funding from developed international capital markets. It is noted that in the fourth Quarter of 2019, Novaland obtained a credit line of US\$600 million from Credit Suisse, of which we have managed to disburse US\$309 million. The remaining US\$291 million will be available credit to fund operating activities of the Group in 2020.

13%

CARG
2015 - 2019
NET REVENUE

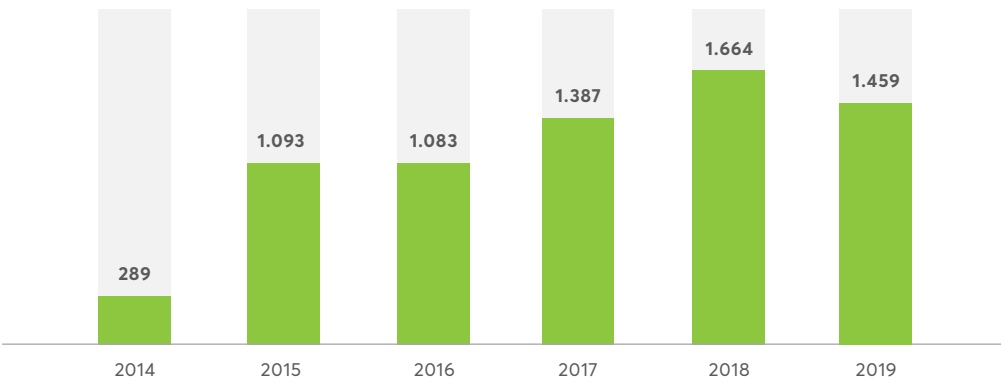
66%

CARG
2015 - 2019
NET PROFIT AFTER TAX

CONTRIBUTION TO STATE BUDGET

Over the course of our history, Novaland has always observed tax obligations and payables to State Budget. Accordingly, in 2019, taxes and other payables to the State amounted to **VND1,459 billion**.

Total Tax Contribution (VND Billion)



INDIRECT ECONOMIC IMPACTS

CONTRIBUTE TO INFRASTRUCTURE
DEVELOPMENT IN PROJECT NEIGHBORHOOD

GRI 203-1
Infrastructure investments and
services supported

GRI 203-2
Significant indirect economic impacts

Notable technical infrastructure projects implemented by Novaland in 2019: Expansion and restoration of Do Xuan Hop street on the section of Lakeview City (D.2) and restore the street surface across the 30m planned width, on the section from Ha Noi avenue to Nguyen Duy Trinh street, reduce local traffic jam, improve connectivity between D.2, D.9 and neighboring areas with HCMC – Long Thanh – Dau Giay highway. Other items including technical infrastructure, green space and lighting facility are also included.

As part of the project development in D.2, HCMC, Novaland Group contributed to building a bridge connected to Diamond island. The bridge design is 291m in length, 22m in width, 04 lanes, and design speed is 60km/h. It is of major impact - connecting Mai Chi Tho avenue with 2nd Ring road and relieving traffic pressure from Dong Van Cong street, which is the only way in and out of Cat Lai port and usually jammed. The bridge would eliminate any risk of traffic accident, and improve traffic network in An Phu, Binh Khanh, Binh Trung Tay, Thanh My Loi (along Sai Gon river bank) and Cat Lai wards of D.2.



INFRASTRUCTURE EXPANSION

Do Xuan Hop street



EXPENDITURE CONTRIBUTION

Connecting Bridge to Diamond Island



LakeView City (D.2, HCMC)



NovaWorld Phan Thiet's shophouse layout (Binh Thuan)

DEVELOP LOCAL TOURISM

Novaland Group's resorts are no longer independently implemented, instead in a larger-scale coastal tourism - hospitality - recreation complex. With a view to creating a livable second home and modern lifestyle, Novaworld Phan Thiet and Novaworld Ho Tram were accelerated in 2019. 2020 target is to implement first phase, including public facility and first building blocks. Expected tourist inflow as well as new jobs created will increase when the projects are under operations. .



NovaWorld Ho Tram (Ba Ria - Vung Tau)

PROCUREMENT PRACTICES AND SUPPLIER ASSESSMENT

GRI 204-1
Proportion of spending on local suppliers

GRI 308-1
New suppliers that were screened using environmental criteria

GRI 414-1
New suppliers that were screened using social criteria

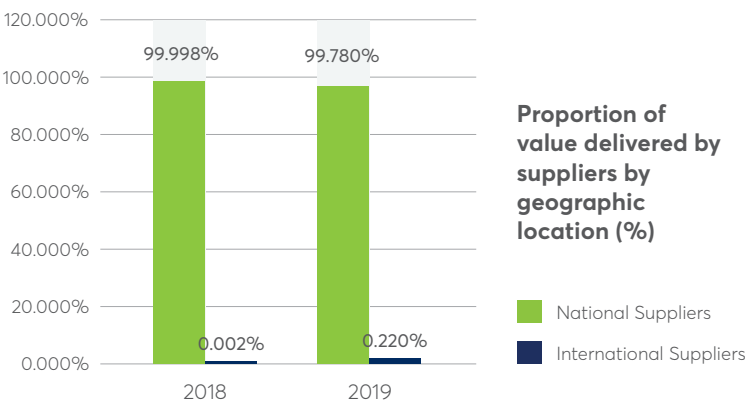
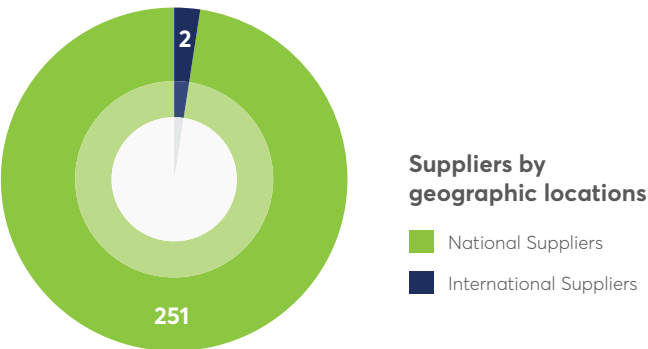
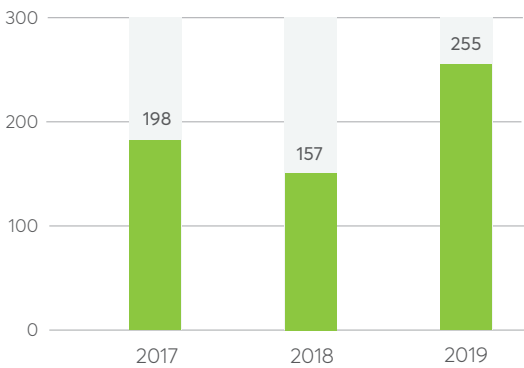
Novaland Group has been created a sustainable supply chain on the premise of "strategic partnership" with other local and international firms to maintain a sustainable supply and long-term development. In addition, the Group always prioritizes promoting green initiatives, economical and efficient energy consumption, leverage of local human resources, climate change mitigation to establish sustainable value chain and long-term growth. Procurement Department has signed 37 framework contracts, strategic cooperation contracts, and NDA commitments with strategic partners.

For procurements of goods or services, Novaland selects suppliers that comply with applicable legal regulations and meet required environmental standards. Some suppliers have to undergo field assessment. In 2019, given our expansion in hospitality business, the Procurement Department pre-qualified 54 new suppliers based on environmental impact criteria and hence, raised the number of suppliers to 255 from 157 in 2018. Most of these are local, only 02 are international. Total 2019 procurement categorized by suppliers: Domestic suppliers: 99.78% - International suppliers: 0.22%

In 2019, Novaland has finalized the list of strategic suppliers according to the Group's Standard Framework of supplier/contractor evaluation criteria. The number of suppliers passing quality assessment is 257 (including those having transactions since before 2019 to date)

Novaland, on the one hand, aims to build a strategic partnership with suppliers while, on the other hand, diversifying sources of supply to minimize monopoly. Therefore, there is always a backup procurement plan to meet the progress and standards committed with customers.

Number of suppliers having business with the Group from 2017 to 2019



From 2020 onwards, Novaland will prioritize reducing environmental impact in procurement activities, ensuring that 100% of contractors/suppliers are evaluated on a regular or extraordinary basis against environmental impact criteria. Products and services creates positive values and relieve environmental pollution, including: Application of sustainable and environment friendly material solutions: concrete in place of natural stone or eco paint. Further expansion of the nursery systems, thereby creating more greening spaces for the Group's hospitality projects.

REGULATORY COMPLIANCE

GRI 103
Management Approach

GRI 419 - 1
Non-compliance with laws and regulations in the social and economic area

KEY TO GROUP'S BUSINESS OPERATIONS

We understand that compliance is the premise for sustainable development. The Company Charter, Code of Conduct, and Company Regulations are built and applied consistently throughout the Group by each employee - regardless of position and level, to ensure that the Group's business and operation activities can be performed with effectiveness, regulatory compliance and core values, namely Efficiency - Integrity - Professionalism, that Novaland is pursuing. On top of that, Novaland has fully implemented information disclosure procedures in a transparent manner as required by law for public companies.

REGULATORY COMPLIANCE ACTIVITIES AT NOVALAND

In 2019, according to the transformation plan to meet new requirements, Novaland restructured the Legal Department by designating specialized personnel and improving their competency through internal training and workshops held by Vietnam Chamber of Commerce and Industry (VCCI), Lawyer Association and other domestic and foreign organizations.

As of second quarter of 2019, Novaland has reviewed internal policies and regulations and drafted internal delegation procedures to strengthen compliance and improve governance efficiency as well as premise for smooth operating and governance.

Novaland's compliance with the law is also demonstrated by our proactiveness in addressing inquiries and requirements about legal issues related to ongoing projects by business partners, investors, customers, and relevant stakeholders. This helps to control and prevent potential non-compliance or violations while demonstrating the transparency of information and accountability that Novaland provides to relevant authorities, partners, customers and investors about the Group's investment process.



NovaBeach Cam Ranh Resort & Villas (Cam Ranh, Khanh Hoa)

HUMAN RESOURCES

DIVERSITY AND EQUAL OPPORTUNITES

1. HUMAN RESOURCES INFORMATION

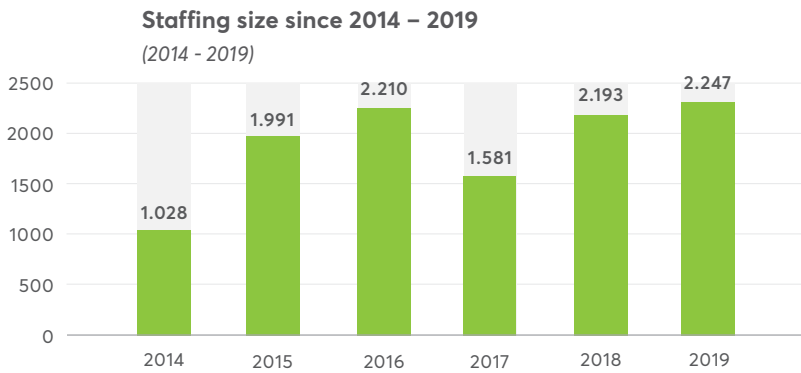
Human has always been the most valuable asset which plays a decisive role in the sustainable development of the Group. In return, Novaland remains proactive in developing incentive policies to attract and retain talented personnel. In 2019, human resources were revamped in terms of both quality and quantity, with an increase of 76% in quantity from 2,193 of 2018 to 2,247. This solid growth has contributed to and guaranteed achievement of growth targets set out in 2019, and strengthened the Group's stability.

GRI 102-8
Information on employees and other workers

GRI 401-1
Number of new hires and turnover rate

GRI 401-2
Benefits provided to full-time employees that are not provided to temporary or part-time employees

GRI 401-3
Parental leave



2. EFFICIENT & EQUAL RECRUITMENT

The group has implemented employer branding promotion to gain access to high-quality candidates, adopted technology in recruitment, revamped recruitment process to provide for impartial objectives, efficient governance and quality improvement. Notable initiatives carried out in 2019:

Special programs that help improve employer's brand and sources of candidates:

- Novaland Million Dollar Club (NMDC) - Where real estate talents assemble
- Tourism Real Estate Forum for Sales Executives - A place to share knowledge on tourism real estate investment trends from leading national and international experts
- 02 Novaland EXPO events - Expand the potential candidate pool from internal references.
- Talent Connect Program, attracted over 40 referred applications on a monthly basis
- Lightning process - recruiting real estate agent within 12 hours.

Developed Recruitment Management System:

- SAP, Success factor projects for recruitment management: Revamped recruitment process from Application to Hire / Termination
- Adoption of IT in interview: online testing & interview, and assessing applicants electronically



Novaland Million Dollar Club

3. QUALITY, DIVERSIFIED AND BALANCED HUMAN RESOURCES

The Group not only diversifies high-quality human resources among local staff. In 2019, many international executives joined to accommodate the Group's operating activities. Gender equality was strengthened: female staff increased from 41% in 2018 to 47% in 2019.

51% of the staff is in 30-50 age group, which is the experienced and most efficient group.

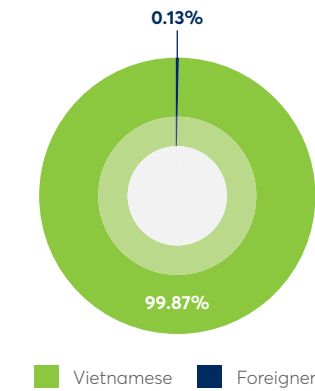
Human resources quality is also demonstrated by education level: 71% are college or university graduates, and bachelor holders account for 57%.

In 2019, Novaland Group implemented human resources assessment and improvement programs to improve resources quality, inefficient personnel would be replaced, therefore employees with less than 3 year seniority account for 72%.

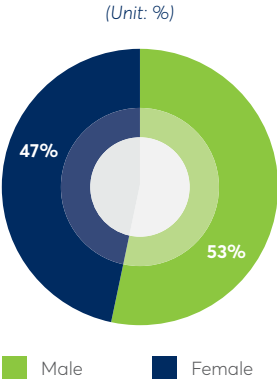


Novaland Employees celebrated the Group's 27th anniversary of establishment

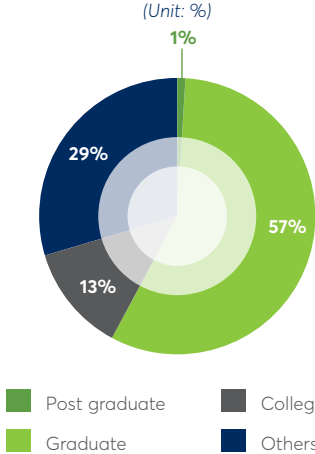
Percentage of diverse human resources
(Unit: %)



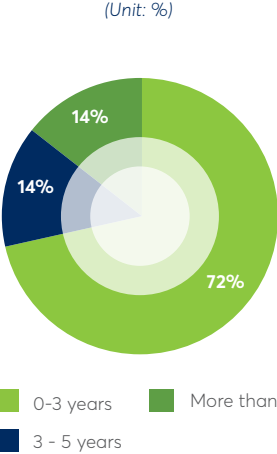
Percentage of human resources by gender
(Unit: %)



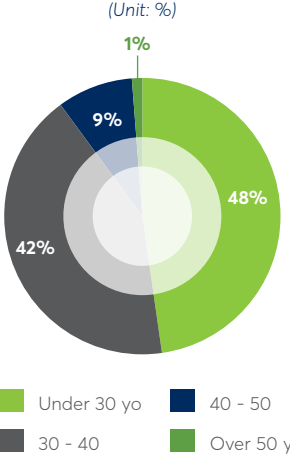
Percentage of Human resources' qualifications
(Unit: %)



Percentage of Human resources by Seniority
(Unit: %)



Percentage of Human resources by Age
(Unit: %)

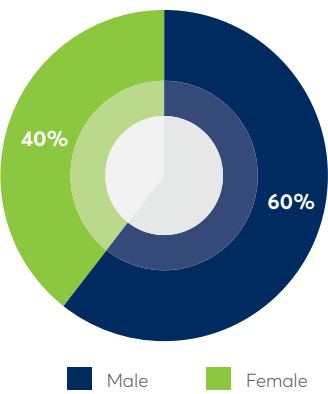


Gender equality among the management level of the Group

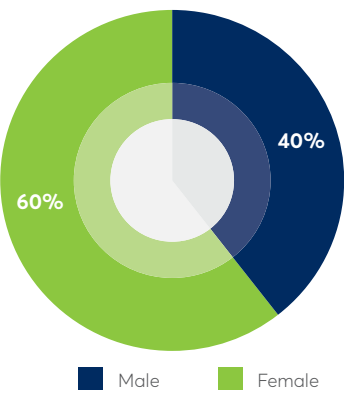
Percentage of senior management accounted for 40%

Among 302 promoted employees, female employees accounted for 60%

Senior Management (%)



Percentage of promoted employees by gender (%)



4. EQUALITY IN PROMOTION AND MANAGEMENT TEAM QUALITY

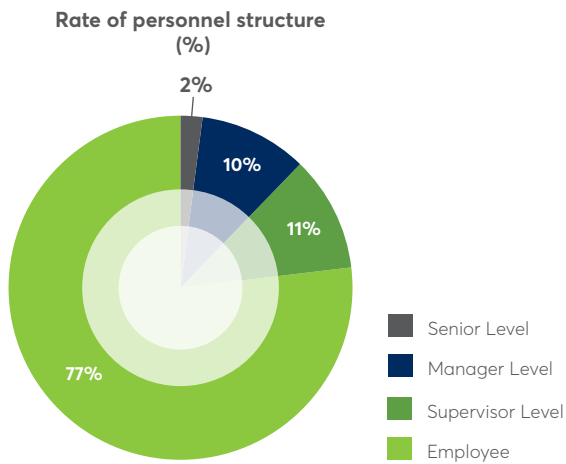
LEVEL	QUANTITY	PERCENT
SUPERVISORY AND BELOW	225	75%
MANAGER	70	23%
C-SUITE MANAGERS	7	2%
TOTAL	302	100%

In 2019, Novaland promoted 302 employees, of which 225 were promoted to officer and supervisory level, 70 to manager, and 07 to Director.

BOARD OF MANAGEMENT (BOM) STRUCTURE

Solid enhancement of the BOM quality improved governance and operating efficiency and secured succession planning for senior roles.

The manager to employee ratio is 7.8 times (288/2247 employees), helping to ensure efficiency in managing human resources.

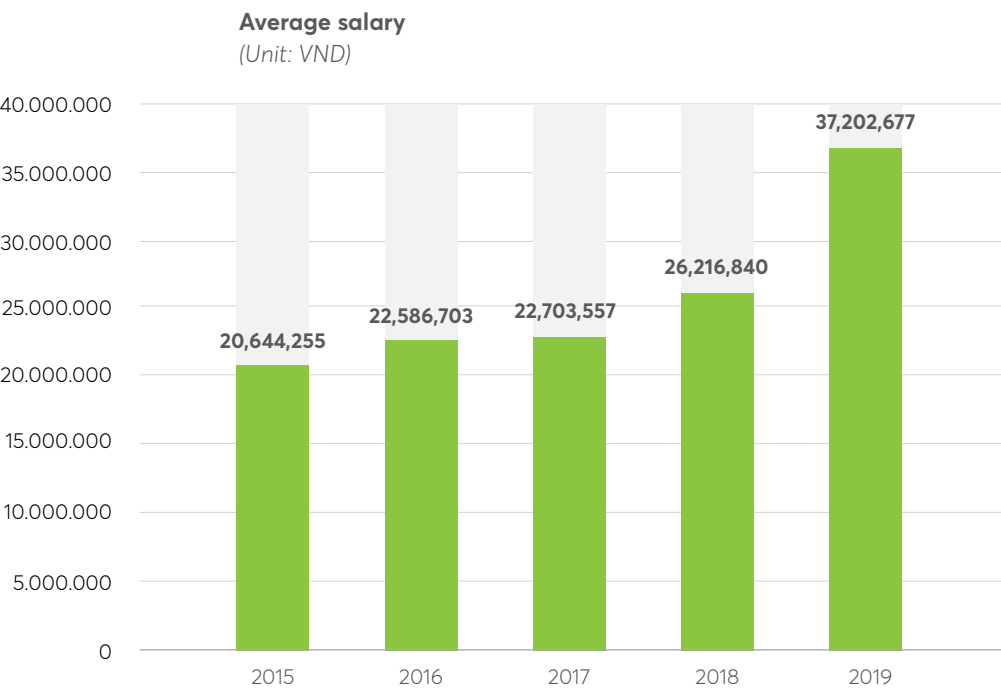


EMPLOYMENT

Compensation policy is adjusted appropriately to ensure competitiveness, attract talents and improve loyalty among existing staff.

1. AVERAGE SALARY OVER YEARS

Average salary (exclusive of sales employees) in 2019 increased enormously by 27% from 2018.



2. ESOP PROGRAM

For 2019, Novaland Group continued the ESOP program by distributing over 18 million shares to the Company's employees.

MORE THAN
18 Million
SHARES
In 2019

ESOP shares distributed in 2018 and 2019:

Level	Number of shares distributed	
	2018	2019
Director	15,222,610	8,828,620
Managers	7,447,390	9,661,033
Specialist and Supervisor	-	114,470
Total	22,670,000	18,604,123

3. WELL ROUNDED WELFARE PROGRAMS, ACCOMODATING
EMPLOYEES' EXPECTATIONS

- Novaland Group always improves employee benefits, from gas, mobile phone allowance, car pickup, year-end / annual bonuses, to gifts on special occasion such as birthday, wedding, childbirth, sickness.
- In addition to annual vacation and team-building programs, Novaland sponsors high-end experience in our hotels, restaurants, resorts for employees and their significant others.
- Novaland Club: Club for outstanding individuals, with a passion for business and willingness to embrace challenges.
- Novalanders Billionaire Club: Club for members with long-term commitment, dedication and significant contributions to the Group.
- Health seminars: The bigger your waist the shorter your life, Office beauty.
- Incentive: Quarterly Best Saler programs.
- -Nova Care provides health and medical insurance for employee and their significant others is one of the benefits that BOM prioritizes.
- Life insurance offered to supervisors and higher levels improves employee benefits and allows them to have a peace of mind while working for Novaland Group.
- Novaland offers annual health check-up for employees to safeguard their highest interests and benefits.
- Novaland also provides in-office fully-equipped gymnasium and organizes Nova Sport Yoga, football, tennis clubs, etc. and holds amateur tournaments, e.g. Female football.
- Running Leader is held annually to raise sport awareness among management team.



4. MATERNITY LEAVE

- Female employees are entitled to maternity leave in accordance with the law. Nova Care offers additional benefits to female employees on their maternity leave, or other benefits on top of those required by Social Insurance Law, including home nurse, baby care.
- Rate of female employees returning to work after maternity leave is 95%.

5. OFFERS ON NOVALAND'S PRODUCTS AND SERVICES

- Novaland offers special price at all of the Group's resorts and hotels to allow our employees to experience high-end services.
- In addition, the Group offers special price for employees who purchase our properties to allow them settle and raise standard of living, based on their seniority.



Novaland Employees Vietnamese Women's Day

6. CORPORATE CULTURE & WORKING ENVIRONMENT

a. Core Value Embedded in the Company's executives

- From the 360° responses showing the Group's Executives thoroughly understood the Group's Core Values with 3 factors - Efficiency, Integrity, Professionalism. Thus, the Core Values are effectively implemented.
- Below is the top 5 factors mostly appreciated from 1348/1527 surveys, which show that the management team always understands and is committed to applying core values at work.

GROUP	NO. OF CRITERION (IN ASCENDING ORDER)	CRITERION
SENIOR MANAGEMENT LEVEL	1	Adaptability to changing situations
	2	Demonstration of commitments to high efficiency
	3	Integrity
	4	Accountability
	5	Disciplines and compliance
MIDDLE MANAGEMENT LEVEL	1	Demonstration of commitments to high efficiency
	2	Adaptability to changing situations
	3	Accountability
	4	Integrity
	5	Disciplines and compliance
HEADS OF DEPARTMENTS	1	Adaptability to changing situations
	2	Aspiration for improvements
	3	Accountability
	4	Integrity
	5	Disciplines and compliance

b. Working Environment Improvement Solutions: Remote Working

The "remote working" scheme aims at building an active, flexible working environment and improving working spirit and performance. Piloted started on October 15, 2019 and gained positive reactions. All remote working employees were marked "passed" or "outstanding" by their managers.

Remote working pilot was successful, and rollout is expected in 2020 to target 30% employees can work remotely by 2022.

c. Communication

Weekly Management meetings play an important role in building corporate culture. These meetings involve sharing business strategy, problem solving, and sharing management efficiency solutions. Through these meetings, BOM messages were adequately communicated to all levels.



EDUCATION AND TRAINING

Total training hours in 2019 is 71,135 hours, of which Senior Management level is 1,565, Middle Management level is 7,343 hours and Staff is 62,227 hours. Total training hours increased 1.3 times from 2018 with concentration in succession team training and recruiting new hire.



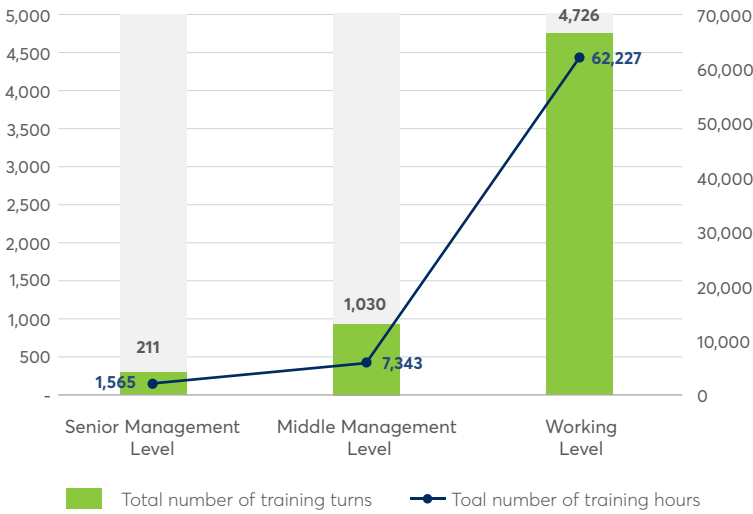
71,135

TRAINING HOURS IN 2019

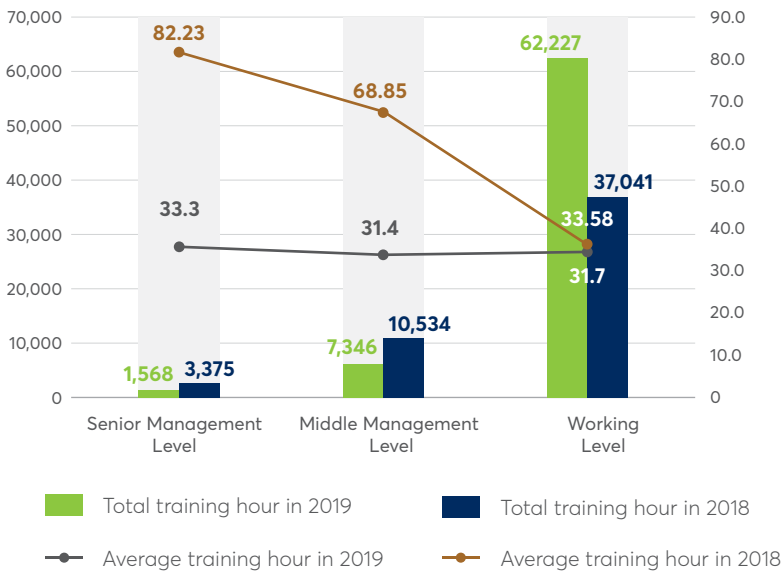


PCD Roadshow

Number of attendance and Total number of training hours of employees in 2019



Training hours by level



In 2019, Novaland Group congratulated 5 new graduates of the Mini MBA course.

"Chief Executive Officer" is concluded as a highlight of 2019 for senior managers of Novaland Group. The CEO program was reserved for 25 senior managers, offering 11 subjects and 1,939 training hours.



5 GRADUATED MASTERS

MINI MBA COURSES





Talent Development 2019

Talent Development was first launched in 2019 to identify, screen and coach leadership and management skills for the next generation of Novaland. This is also an occasion for employees to grow exponentially and be ready for future management role.

Currently, 51% attendees are mid-managers of Novaland. The success of the Talent Development 2019 lays the groundwork for the Talent Development 2020, and contributes to developing the succession team, improving employee loyalty and reducing turnover rate, and supporting Novaland in our sustainable development journey as a key training project.



51%

ATTENDEES ARE MID-MANAGERS
OF NOVALAND

The new gene of GMD

"The New Gene of GMD" is an initiative coordinated between Training Center, GMD, Departments and partners. It offers key training courses: GMD Workshop series, "90 Days of Transformation" for soft skill, "CEO Series", management and leadership training initiative for General Manager (GM); building profile of a perfect GM while working with departments, and equipping GM with business management background (finance, human resources management, sales, legal, strategy, etc.) and certain soft skills for their job.

Sales Staff Training

In 2019, the Business Training Department gradually prepared a new training plan, in line with the strategic direction in the near future. First initiative was to redesign new hire training – the core program for sales staff. The 14-day class with a full range of knowledge was confined to 7 days (as of June 2019), and shall be further reduced to 4 days (planned for 2020). Useful skills: consulting by phone, finding customers, consulting directly, overcoming objections, etc. are closely integrated within the Recruitment program so that new students have the opportunity to practice and increase their confidence level when starting a job at Novaland.

Learning Management System (LMS)

LMS aided the training efforts as follows:

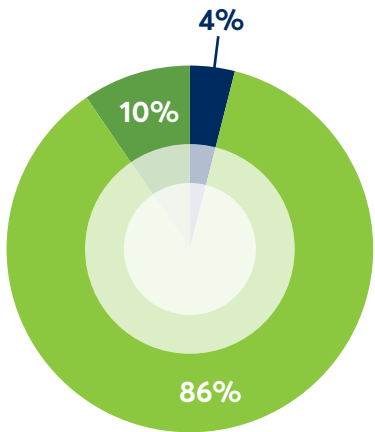
- Trained and tested "Code of Conduct" and Compliance Procedures to all employees in accordance with the updated resolution. Get employees to update and comply with "Code of Conduct" and Core Values.
- "Adoption of IT in Recruitment" initiative improves candidate pool, e-learning system with testing channel prepares interviewers with candidate details to enable better selection.
- Adopt new technologies in classroom activities, e.g. attendance check using QR code, survey, online testing, etc. to accelerate processes.

Competency Index

Competency Index was a highlight in allowing employees to track training plan and build career path. In addition, managers can get a big picture about their employees' competency and plan training or on-the-job coaching accordingly.

Competency Index Assessment system is integrated into Performance Management System (PMS), and organized periodically to control and assess the Group's achievement through that of Departments and employees. This is the ground for considering bonus and promotion. In addition, the assessment facilitates conversations and sharing between managers and employees that helps employees to recognize their existing competency and room for improvement.

1,668 employees were eligible for competency index assessment in 2019, i.e. 74% Group employees. The outcome was that 4% exceeded expectations, 86% met expectations, and 10% needed improvement for their job in 2020.



- Excellent
- Good
- Need improvement

2020 PLAN

The Training Department will focus on five key goals to deliver the Group's 2020 goals and plans:



OCCUPATIONAL HEALTH AND SAFETY

Measurement and reporting indicators:

GRI 403-2
Types of injury, injury rate (IR), occupational disease rate (ODR), lost day rate (LDR), absentee rate (AR), and work-related fatalities

GRI 403-3
Works have high chance or risk of getting occupational diseases



We always prioritize safety policies as prerequisite in our projects: **"SAFETY FIRST"**. The Group has obtained certification of Occupational Health and Safety Management System (OH&S) in accordance with the ISO 45001:2018 Standard, thereby trying to exercise appropriate oversight over health and safety risks across different activities. Expenses and investments for safety are recognized in project expenses, contractor with high safety performance in addition to construction experience requirement.

Sound performance results In 2019 are reflected In safety statistics, according to which there were no accidents that caused lost days and the total number of safe working hours. In addition, in 2019, 17 projects were completed and put in operation, leaving only 4 projects under construction. The Group achieved 9,870,167 safe working hours of Novaland employees and contractors. Safety culture was gradually established and embedded in all the Group's activities.

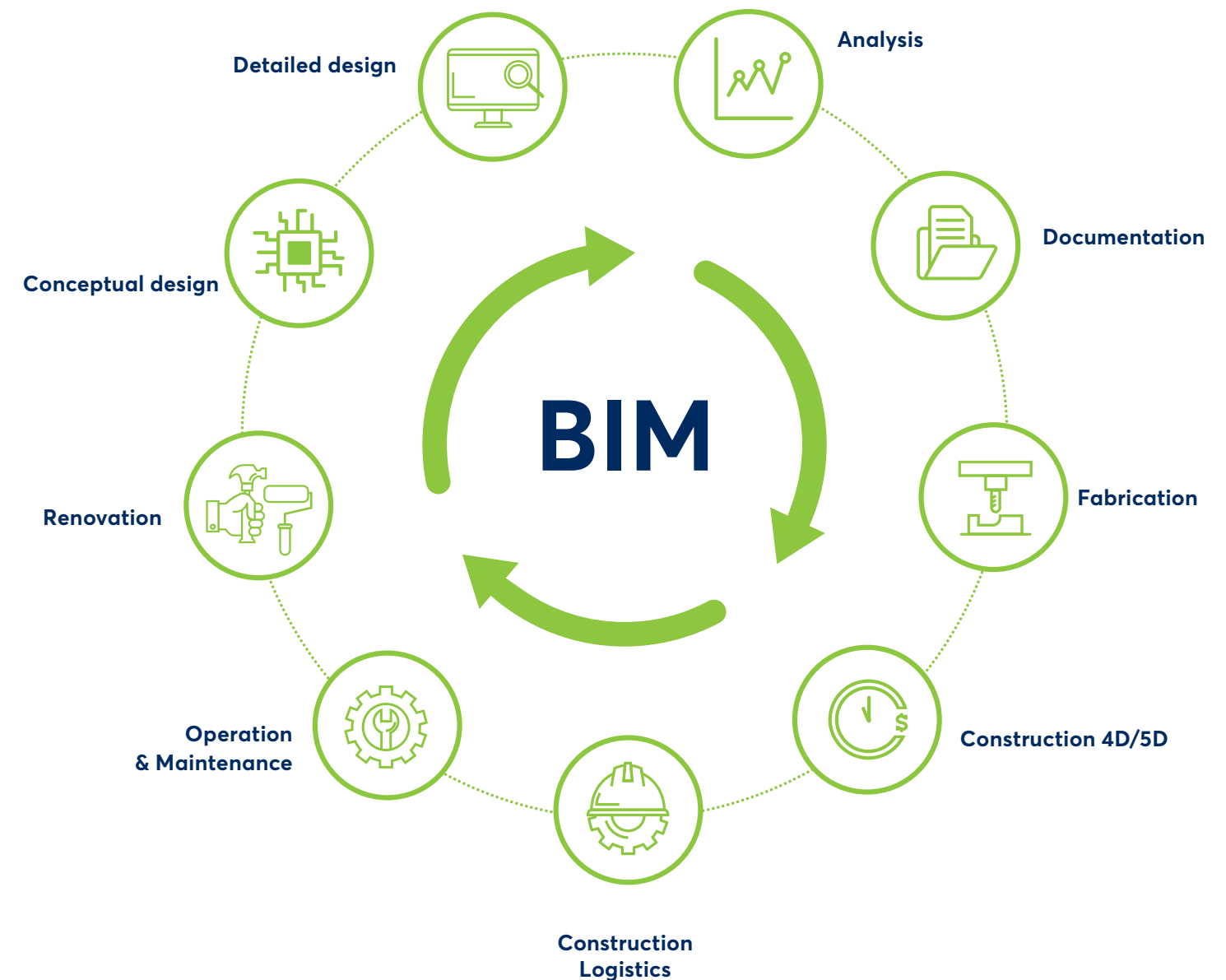
In order to achieve OH&S goals, Novaland focuses on further promoting safety management including the communication of occupational health, safety and labor information to all of our employees and relevant stakeholders.

ENVIRONMENTAL IMPACT MANAGEMENT**EFFICIENT NATURAL RESOURCE USES AND
ENVIRONMENTAL IMPACT CONTROL**

Given the Group's 2018-2025 strategy, starting 2019, Novaland promoted second home projects and integrated resorts projects outside HCMC.

Based on the BIM technology, the total required material necessary for the completion of a project is calculated logically, using the material resources effectively, reducing losses and miscalculation, ensuring the safety criteria of the construction.

As of fourth quarter of 2019, Novaland Group adopted Building Information Modeling (BIM) to manage conflict in design and volume in contracting - construction. This was applied to The Grand Manhattan (District 1), and will be rolled out to other projects in HCM from 2020 onwards.





MATERIALS

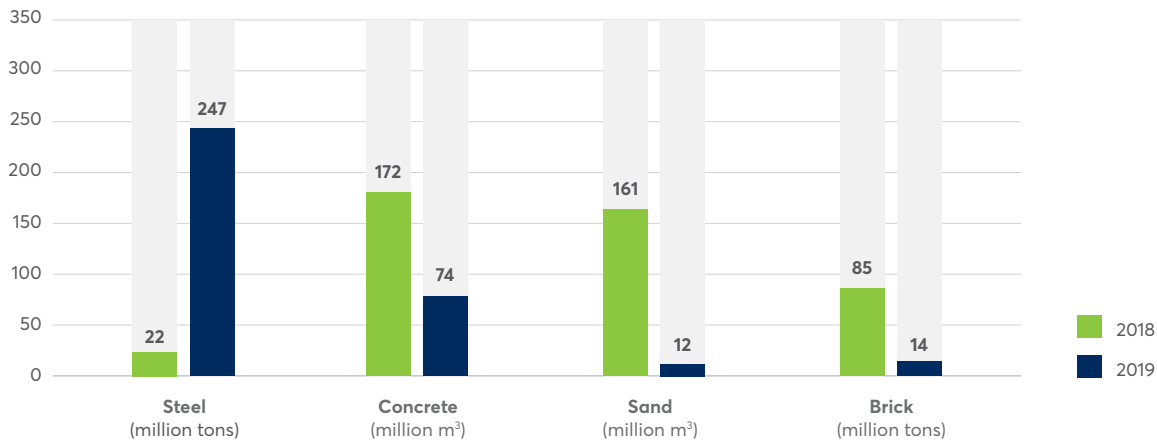
Measurement and reporting indicators:

GRI 301-1
Materials used by weight or volume

GRI 301-2
Recycled input materials used

Novaland integrate incorporate responsibility in contracting and procurement as these activities are associated with the Group's social, environmental and economic responsibilities in order to improve the life quality of its customers in particular and the communities in general.

Used materials



ENERGY

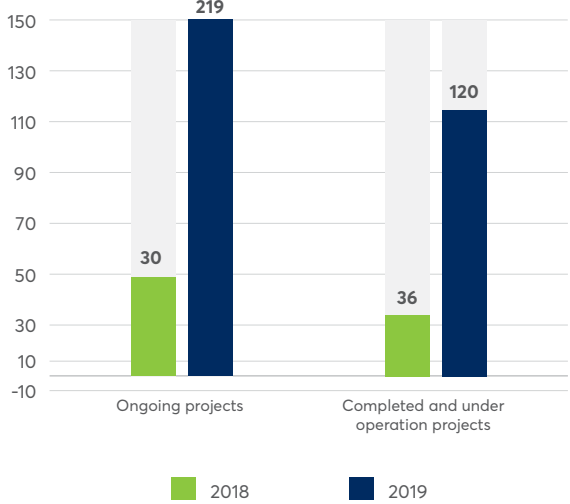
Reporting indicators:

GRI 302-1
Energy consumption within the organization

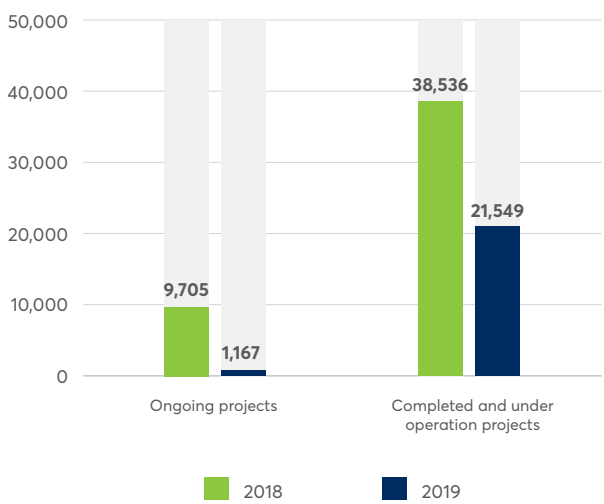
GRI 302-3
Energy intensity

Given unique feature of the construction industry, energy is mainly consumed on the operation of construction equipment, transportation and system operation. Therefore, we manage operating time, transport distance, and use new generation of equipment to reduce loss and save energy. In addition, Novaland also applies technology in constructing and operating of project systems as well as the monitoring and controlling of electrical equipment operating during system's operation to reduce power consumption.

DO oil (Unit: Thousand liter)



Electricity consumption (Unit: Million KwH)



WATER RESOURCES

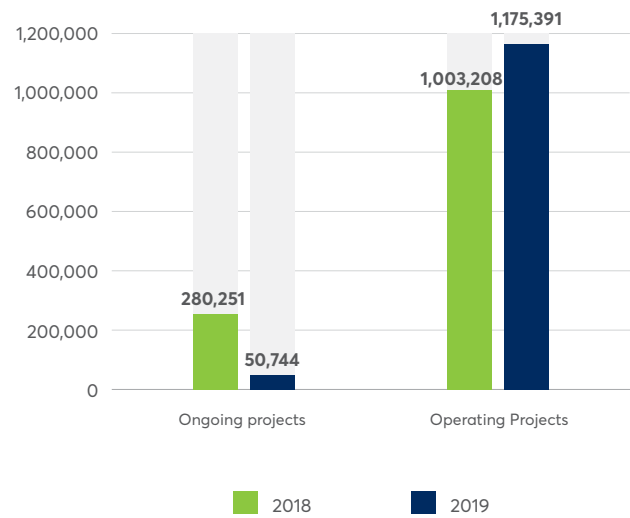
As Novaland expanded our resorts in 2019, total water consumption for construction was 29,080 m³, as opposed to 520 m³ in 2018, (up by 98% yoy). Water consumption rate was 1.27 m³/m².

GRI 301-1
Water withdrawal by source

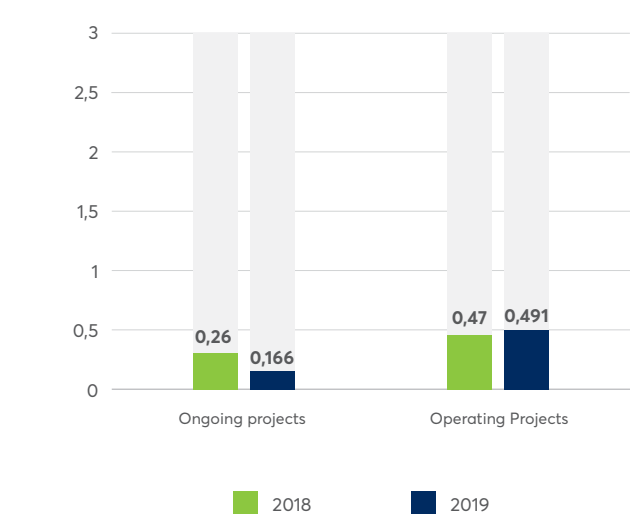
GRI 306-1
Water discharge by quality and destination

GRI 306-2
Waste by type and disposal method

Total water consumption (Unit: m³)



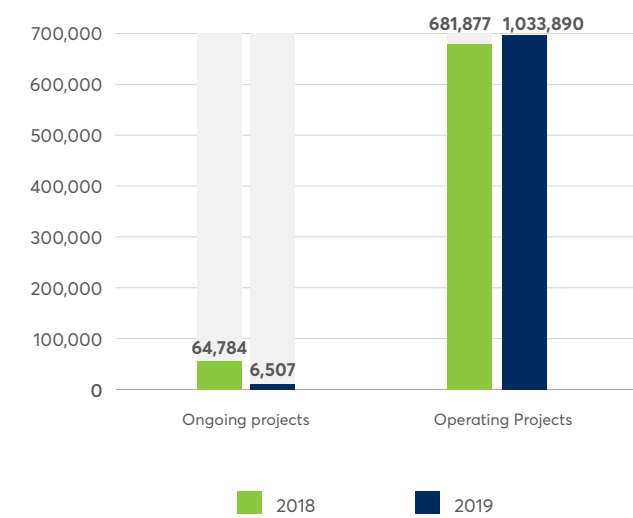
Hazardous waste volume (Unit: Tons)



EFFLUENTS AND WASTE

Novaland complied with effluent and waste management obligations. The Group adopted many control measures to monitor waste and effluents from our projects.

Total wastewater volume (Unit: m³)



Household waste volume (Unit: Tons)



ENVIRONMENTAL COMPLIANCE

GRI 307-1
Non-compliance with environmental laws and regulations

Novaland observed environmental safety regulations in all projects as required by regulators. Novaland explored into green and sustainable projects, from selection, design until construction and operation.

Construction waste management solutions were strictly controlled to minimize environmental impacts. End-to-end construction management both minimizes impact and improves solid waste collection and recycling. This means improving efficiency in resources consumption and preventing pollution.





GREEN BUILDING

Given our objectives of resources economization, environmental protection and sustainable development, Novaland set out a strategy to invest in green and sustainable projects, from project selection and design to construction and operation.

During the design phase, green and sustainable elements are given special attention, and are part of the requirements for the consultants. Construction and landscape designs of the company's projects are mostly done by reputable consultants in Vietnam and globally.

RESEARCH AND IMPLEMENTATION OF
TECHNOLOGICAL INNOVATION



Công trường Golf Park Residence (Q.9, TP.HCM)

ADOPTION OF TECHNOLOGY
IN OPERATION

2019 was a busy year for information technology (IT) adoption, many applications were ordered and implemented.

Process acceleration through online approval system, including stationery approval, IT request approval, meeting room management, etc., shortens approval time. In addition, migration to Office 365 platform allowed employees and managers to work on all mobile devices, and email approval maximized convenience.

There were also mobile applications developed by Microsoft, including PowerApp for online check in to Nova Expo 2019, transfer product management, meeting check-in, etc.

Many major applications and systems were approved for implementation, including CRM - Novaland lead management and customer care software; Payroll management system; Human resource management (including employee profile, recruitment, PMS, training & career development, etc.)

- 1 PHẦN MỀM QUẢN LÝ KHÁCH HÀNG TIỀM NĂNG VÀ CHĂM SÓC KHÁCH HÀNG MUA SẢN PHẨM
- 2 HỆ THỐNG QUẢN LÝ NHÂN SỰ TIỀN LƯƠNG
- 3 PHẦN MỀM QUẢN TRỊ NGUỒN NHÂN LỰC

REINFORCING INFORMATION
INFRASTRUCTURE AND SECURITY

Novaland identified that developing/strengthening infrastructure and security is the core to promote the Group's business. We consulted in making and issuing policies and procedures to comply with ISO 27001 information security standards, implement information infrastructure and security system in our activities.

Given such priority, Novaland implemented and adopted a corporate master information security model. It involves end-to-end technology solutions and services, including hardware, software and professional security consulting services to improve productivity.

Information Infrastructure:

Provide for backup to the Group's backbone IT systems: Core Network, inner and outer firewall.

Monitoring and Alert:

Successfully implemented IT system global management/monitoring solution and user behavior analytics system.

Information Management:

Successfully implemented centralized Internet access management solution (WebProxy ForcePoint) - the platform for further data management and classification (DLP) solutions in 2020.



NOVALAND'S 2020
TECHNOLOGY STRATEGY

Given our target to adopt advanced technology in our products, Novaland has invested in many technology-related projects in 2020. These include:

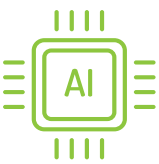


Aqua City (Bien Hoa, Dong Nai)



SMART CITY PROJECTS

We introduced humane and realistic technologies to smart eco city projects. Our clients and residents can benefit from natural green values of life built by advanced technology into an ecological facility: Smart watering system, smart environmental cooling system, smart lighting, public drinking fountains, guidance system, smart surveillance system, identity management – entrance guard system, parking management, communication between residents and Management, Security, etc.



ADOPT ARTIFICIAL
INTELLIGENCE (AI)

Adopt Artificial Intelligence (AI) in serving our clients to maximize utility. AI is applied in certain context for search and recommendation. For example, clients only need to provide some inputs on NovaTourism ecosystem, e.g. budget, length, recreation, food, etc., the system would recommend base on its understanding of clients and products that Novaland supplies.



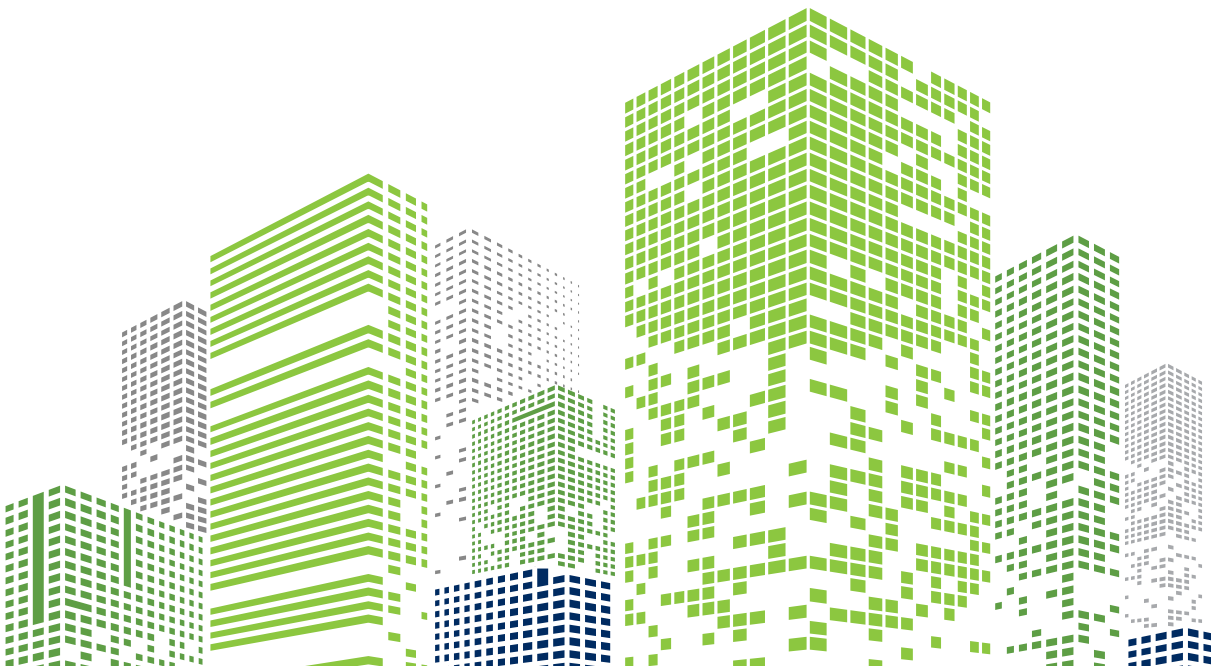
IMPLEMENT DATA
BACKUP SOLUTION FOR
CORE SYSTEMS

Create relevant scenarios against technology crisis, implement supervisory measures for infrastructure and security, establish defense against offenses that are detrimental to Novaland activities.



NOVAPASSPORT

The entry badge for residents and clients to Novaland, is adapted to this SuperApp. In 2020 we will provide clients with a technology solution in which Novaland clients only need one single Passport. NovaPassport is a SuperApp, acting as the key to all products and services in Novaland ecosystem



CREATING AND SHARING VALUES

QUALITY ASSURANCE

Project quality assurance is considered as the key to good products and long lasting customer's loyalty which is the determined and ultimate goal of Novaland. This function is ensured in all activities of the Corporation.

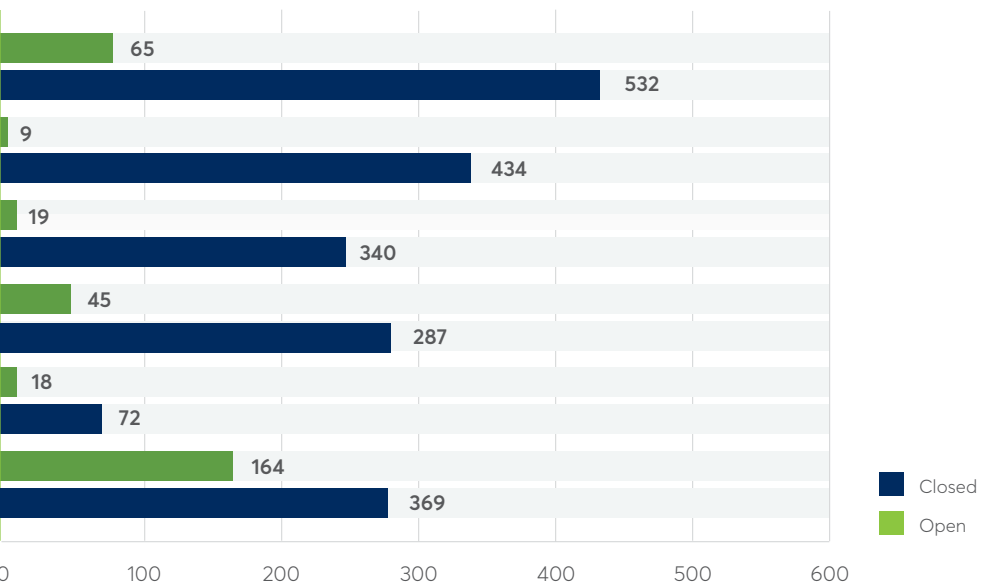
Regular quality assurance is implemented for comprehensive assessment of the work quality in all steps from work quality control and assurance, labor safety and sanitation to process formulation, training, guidance and control over the quality management documentation, formulation and update of the manual, design and construction standards, and inspection for acceptance against standards set forth by the Group. In each phase, the Quality Assurance (QA) Department provides guidance and allocates resource to optimize the quality control, ensure the timely handing over of the product and firmly enhance the

reputation of Novaland brand name. In parallel, QA Department also applies procedures to inspect the quality of construction works and mechanical-electricity installations, and procedure to inspect all project's key mechanical-electricity equipment based on the quality policy and inspection standard guidance widely accepted by all relevant departments and units of the Corporation to ensure the product consistency and strengthen our commitment to the customer on product quality.

In 2019, QA Department conducted 926 checkups in 23 projects under construction and recorded 2,329 not correct (NC). Project Management Units and Contractors were demanded to make amends. By December 15, 2019, 2,023 (87%) NC cases were fixed by Project Management Units and Contractors.

Unsuitable cases recognised by Quality Assurance department during the construction process in 2019

(Unit: number of cases)



In term of occupational safety, Novaland held BSI to recognize occupational health and safety management system in accordance with ISO 45001:2018 for housing and hospitality projects or commercializing real estate projects. By December 15, 2019, 99.78% of the recorded occupational safety issues were fixed to ensure on-site occupational safety.

During the preparation period for handover, procedures to inspect the quality of all construction works and mechanical-electricity installations are performed in apartments, office and office-tel, public areas of the building, facilities, swimming pools, children's playground, underground parking area, technical area and landscape infrastructure.

They conduct at least two independent inspections when the project comes to the finalization stage before handing over. The department will be handed over to the customer only when it is certified by the QA Department that no construction flaw is found in such unit. In particular, QA Department checked over 220,000 m2 of finished area for handover of 13 projects in 2019, detected and fixed over 2,400 non-compliant items in apartments and notified PMUs to work with the Contractor for resolution, ensuring all apartments achieve the best quality standards before being handed over to customers.

In addition to quality management and control, QA Department is also responsible for instructing QA topics, preparing handbooks and construction - acceptance standards. Particularly for 2019, QA Department held 17 instruction seminars and prepared over 1,300 construction quality and occupational safety standards. These are premises for Project Management Units to supervise Contractors.

17 TIMES

THEMATIC GUIDANCE

1,300 GOALS

CONSTRUCTION QUALITY AND CONSTRUCTION SITE SAFETY

926 No. Quality Assurance

AT 23 PROJECTS DURING CONSTRUCTION PROGRESS

99.78% recorded issues of labour safety

SUFFICIENTLY SOLVED

Sử dụng bảng Tiếng Việt. Thứ tự nội dung tiếng anh của bản tiếng việt từ trên xuống:
- Building Quality review
- Labor Safety review
- Quality Electromechanical Review
- Test Operation Function review
- Main Electric Equipment Review
- Document review

CREATING AND SHARING VALUES

CUSTOMER HEALTH AND SAFETY



GRI 416
Customer health and safety

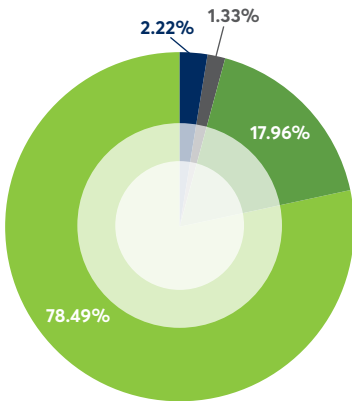
The Group constantly strives to improve product and service quality, as well as ensure good living conditions for our customers

All products developed by Novaland secure the requirements of public health and safety. In particular, our facilities fully satisfies the fire prevention and fighting requirement as well as requirements related to disabled people. We also pay special attention to user's health regulations. Guidance and safety warnings are well designed to meet the required standards in our residential facilities, hotels or resorts.

CUSTOMER SATISFACTION

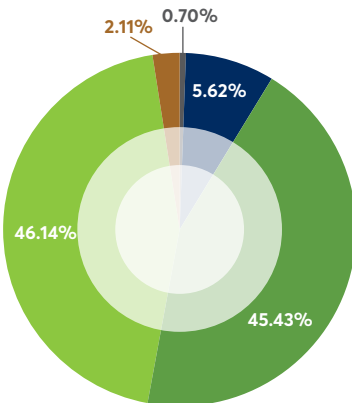
In 2019, the Group conducted customer satisfaction surveys in different formats convenient for customers (online, telephone, physical form, etc.) and achieved positive results.

In 2019, to save valuable time when visiting Real Estate Exchange, Novaland made a reform by conducting online, telephone (from Customer Service), and direct customer satisfaction survey via questionnaire at HCMC Real Estate Exchanges. Over the course of one month, 451 did the survey and 96.45% said they were extremely satisfied with the Group's services delivered by different Departments.



2019 Customer Satisfaction Survey Results at Real Estate Exchange (Unit: %)

- Unsatisfy
- Normal
- Satisfy
- Very satisfy



2019 Customer Satisfaction Survey Results at Handover (Unit: %)

- Very unsatisfy
- Unsatisfy
- Satisfy
- Very satisfy
- Neutral



In addition to survey on service quality, the Group also conducted customer satisfaction survey when property is handed over to client in 2019. As Novaland expected complete and objective opinion of the clients, the Contact Center Agents would contact clients that had received properties in The Sun Avenue, Botanica Premier Tower A, Sunrise Riverside, etc. Out of 428 customers who agreed to participate in the survey, 44.73% were satisfied with the handover, product quality and utilities offered by the project. Besides, 43.09% of customers rated these services as "normal" with the expectation for improved utilities and product quality.

CUSTOMER CARE

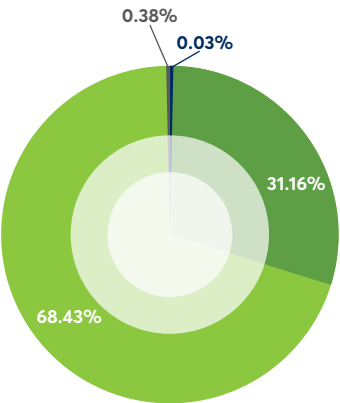
24,000
NOVALOYALTY

"NOVALOYALTY" was officially launched in June 2019 as appreciation to clients who have trusted and accompanied Novaland, and encouragement to register.

NOVALOYALTY provides many offers and benefits from Novaland and our partners in education, finance, hospitality, health and beauty care, among others. To date NOVALOYALTY has 24,000 members, and will add many offers in 2020. It is expected that membership will increase by 20% to 30,000 as compared to 2019.

HANDLING OF CUSTOMER'S REQUESTS/ CLAIMS

In 2019, to measure customer satisfaction, after each complaint / request is responded / resolved, the Customer Service Call Center would make follow-up call to solicit customer satisfaction with Novaland agents' support. 68.43% clients were satisfied with response / resolution. For 2020, in addition to customer care programs, the "Claim handling and response to customer" process will be streamlined to best cater customer's expectations. CRM will be revamped to improve customer satisfaction at real estate exchange, during handover process and dispute settlement to 90% from 70% in 2019.



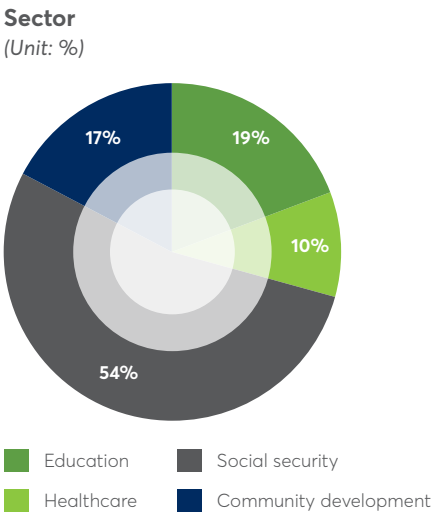
2019 customer satisfaction survey after each request/complaints (DVT: %)

- Very satisfy
- Unsatisfy
- Unmark
- Satisfy

INVESTMENT IN COMMUNITY DEVELOPMENT

GRI 201-1
Direct economic value generated and distributed

In alignment with the National Tourism Development Strategy and as part of Phase 2 of the Group's Development Strategy, Novaland phasing into hospitality real estate products in cities with great tourism potentials, including Can Tho, Ba Ria - Vung Tau, Phan Thiet - Binh Thuan, and Cam Ranh - Khanh Hoa.



IN CAN THO: Novaland shared about "Activation of Mekong Delta Tourism Sector for Climate Change Adaptation" at Mekong Connect Forum.



IN BA RIA - VUNG TAU (BR-VT): at the meeting with Standing Committee to the Provincial Communist Party Committee, Novaland Group presented investment plans for hospitality real estate to best leverage location and potential and the BR-VT's tourism development approach, especially MICE, Incentive, Conference, Event formats.



IN BINH THUAN: as part of the investment promotion seminar themed "Potential Connect - Sustainable Development", Novaland Group entered into strategic partnership agreement with The PGA of America, IMG (world's leading sport, event, communication and fashion agency), and France's Accor Hotel. Novaland also funded McKinsey to advise Binh Thuan in preparing Tourism Development Direction.



Novaland Representative Meeting with Standing Committee to BR-VT Communist Party Committee



Novaland representative presents at the 2019 Binh Thuan Investment Promotion conference



Novaland Representative Speaking at Mekong Connect Forum 2019



Cooperate with study promotion fund
"Supporting students to School" in Binh Thuan



Teacher Nhe Scholarship program



Signing ceremony with HCMC National University

EDUCATION SUPPORT

Education support has been a priority area of Novaland for many years to encourage future generations to overcome their difficulties, make efforts in their study to realize their dreams and achieve great aspirations, as well as create enabling conditions for graduate students in research activities for national development, in addition to improvement of teaching and learning environment by providing finance for construction of schools. Key activities in the field of education support include:



Groundbreaking Ceremony of Long Khanh A3 Primary School



Strategic partnership

Strategic Partnership in Training and Human Resources Supply – Partnered with Phan Thiet and Hoa Sen Universities.

VND 10 billion

Committed gift to Development Fund of National University of Vietnam - HCMC in 3 years (2019-2021) as scholarship to struggling students / PhD candidates, student startup and international publishing.

VND 1 billion

Scholarship for Phan Thiet University students with outstanding results.

800 scholarships

Worth VND2 billion for Pham Phu Thu Scholarship program by Saigon Time Funds to struggling students in Quang Ngai, Quang Nam, Da Nang, Ben Tre, Dong Thap, Tra Vinh, and HCMC

15 consecutive years

of implementing the Teacher Nhe scholarships in Dong Thap province, with over 1,000 scholarships being awarded to students from primary to high schools for a total value of billions of VND.

VND 1 billion

200 bicycles – Accompany the "Study Enabler" program organized by Binh Thuan Study Promotion Fund.

300 bicycles

For struggling students in Xuyen Moc district, Ba Ria - Vung Tau, funded 100% by the Group's management and staff.

VND 20 billion

billion to Build Long Khanh A3 Primary School up to national standard, and the first school in Hong Ngu district with modern design.

VND 1.8 billion

A sponsor of the 6th program "Vietnam Youth - A Peace Story" organized by Tuoi Tre Newspaper and the Central Committee of the Vietnam Student Association, in addition to granting of scholarships to selected students with excellent academic performance.

PUBLIC HEALTH CARE



"Clean water for Schools" program brings joy to students in many provinces



Protecting ocean environment programs



Supporting HCMC female basketball team

- Over **VND20 billion** to supply **851 water tanks** and **845 filtration devices** for over **126,000 students and teachers** from **267 schools** in Tan Tru (Long An), Thanh Phu (Ben Tre), Nui Thanh (Quang Nam), Ba Tri and Binh Dai (Ben Tre) through the "Clean Water for School" initiative. This is an impactful community initiative that offers drinkable freshwater to students and teachers in poor schools that suffer severe impacts of climate change. The initiative will be expanded to Bac Binh district (Binh Thuan) in the future.
- **400 children with cleft lips and cleft palate – 527 children with congenital heart defect** got free operation through 02 charity initiatives by Operation Smile Vietnam and Studio 68 in coordination with Heartbeat Vietnam by The VinaCapital Foundation. Novaland participated respectively as Gold and Diamond sponsor.
- **VND10 billion** in five-year sponsorship to female basketball teams reporting to HCMC Basketball Federation as stable financial aid for development strategy and planning. In addition, Novaland promised to offer job to ex-members of the team as they retire or pass their prime.

OVER **VND 20** BILLION
CLEAN WATER
FOR SCHOOL

VND 10 BILLION
5 YEARS SPONSORSHIP
TO FEMALE BASKETBALL
TEAMS

851
WATER TANKS

845
FILTRATION
DEVICES

126,000
STUDENTS &
TEACHERS

267
SCHOOLS

400 CHILDREN
WITH CLEFT LIPS AND
CLEFT PALATE

527 CHILDREN
WITH CONGENITAL
HEART DEFECT

SOCIAL SECURITY

COMMUNITY CONNECT – SPREAD LOVE

In recent years, Novaland has allocated hundreds of billion dong on community development and social security activities for millions of beneficiaries, covering school health protection for students and teachers, support to people in hardship, mitigation of natural disaster aftermaths, cultural and artistic activities to preserve and promote the national identities, joint efforts to develop infrastructure like building rural bridges and schools, offering houses of gratitude as a form of appreciation, granting study scholarships to students, and support to poor young patients, etc.

Some key activities:



Source: Novaland Group

VND 1 billion

Overcome damage caused by floods in the province Muong Lat (build cultural house Poong - Tam Chung)

VND 1 billion

Support to build wells at Cu Lao Dung, Soc Trang

VND 1 billion

Support to build houses of gratitude at Giong Trom, Ben Tre

1000+ Tet gifts



to poor and near poor households for 2019 Lunar New Year in Dong Thap, Quang Nam, Binh Thuan, Phu Yen and HCMC.

OVER VND 3 billion

To support HCMC and Central "For the Poor" funds.

VND 700 billion

Funding a bus shelter at a children's hospital 2, D.1. HCMC

VND 1 billion

Restoration of Cam Lo historical relic

OVER VND 426 million

Từ đóng góp của CBNV và đối tác của Tập đoàn chung tay thực hiện chương trình "Làm sạch môi trường biển" và trao tặng 300 xe đạp đến các em học sinh vượt khó tại huyện Xuyên Mộc, tỉnh Bà Rịa – Vũng Tàu.

TARGETS FOR 2020

JULY

7

Novaland's NVL was eligible for Vietnam Sustainability Index (VNSI) by HCMC Stock Exchange. Other than NVL, only one other real estate firm was among the 20 stocks that were eligible for VNSI. On top of that, NVL has been ranked among other leading lists - VN30 and VN100.



Top 10 Sustainable Businesses 2019

NOV

11

26/11/2019: Novaland was honored among the "Top 10 Sustainable Businesses 2019", at the 5th position, in a ceremony organized by the Vietnam Business Council for Sustainable Development (VBCSD) under Vietnam Chamber of Commerce and Industry (VCCI) . As directed by the Government since 2016, the Sustainable Enterprise Award Ceremony was the most anticipated events among Vietnamese enterprise community. It highlights their efforts in inclusive sustainable development. VBCSD is currently a partner of World Business Council for Sustainable Development (WBCSD). This is the second year in a row that Novaland received this honor.

NOV

11

27/11/2019: The Annual Listed Enterprise award conducted by HCMC Stock Exchange (HOSE), Dragon Capital and Vietnam Investment Review was held on November 27, 2019. Novaland was among top 10 enterprises with the best annual report for the third consecutive time, and was among top 5 SD reports for the first time. The Annual Report and Management Report Awards 2019 is intended to promote transparency, innovation, professionalism and standards of Vietnamese listed enterprises.

FEEDBACK FROM ENGAGED STAKEHOLDERS



Last year, we maintained three core products as part of Phase 2 strategy, including: housing projects in HCMC; properties in satellite townships; and tourism - hospitality - recreation complex in well-connected locations with great tourism potential.

Each and every new project, new market delivered by Novaland must abide to strict rules: none shall be standalone but joint efforts with professional consultants and supervisors, they shall coexist with local tourism development strategies, carry out responsible investment plans to benefit both the firm and the community. These determinations brought in supports and appreciations from local governments, partners and customers on our journey to build "Perfect Destinations".

Currently, Novaland has over 150 strategic partners in finance - banking, construction, material suppliers, design consultant, human resources consultant, etc. In 2019, held 2 official meetings with these partners, and many other encounters and presentation at Novaland Expo to regularly update activities and future development plan.



150 STRATEGIC
PARTNERS

Banking, Construction, Material
Suppliers, Design Consultant,
Human Resources Consultant

NOVALAND - A PARTNER WITH GREAT CREDIBILITY AND POTENTIAL

Novaland is partnered with and financed by over 25 banks and international financial institutions. International financing has demanding and strict requirements for syndicates. In many cases, it is not only the matter of collaterals, because the lender looks closely at the borrower's competency and loyalty, demands a myriad of binding requirements on minimum ownership and key roles in syndicate / financing contracts. It is the matter of selective option. In reality, few firms manage to attract international funding at the level that Novaland achieved.

In return, it allows Novaland to avoid dependence on local credit, particularly as funding for real estate is under strict constraints.

MR.EDWIN LOW
Co-head of investment banking and
capital markets for Asia Pacific

"We are honored to support Novaland in achieving their strategic goals by advising them in gaining access to international financing. Novaland's robust development during the past 27 years is a testament to Vietnam's rapid economic growth as well as human resources development. We want to make further contributions to Vietnam's development by becoming a trustworthy advisor to leading businesses and groups here".

In term of hospitality real estate, Novaland signed on a series of major partnership to implement large-scale projects in potential provinces.

Novaland joined hand with McKinsey & Company to deliver Binh Thuan Tourism Development Master Plan to 2025, with a vision to 2030. Therein, McKinsey & Company proposed major tourism topics given the province's existing resources: Sea tourism, recreation; exploration & sport traveling; health care & wellness; Mice tourism. According to McKinsey, if well leveraged, Binh Thuan may generate USD 3.2 billion annually by 2030, much higher than the anticipated USD 2.3 billion.

MR. NGUYEN DUC HOA
Deputy Chairman to
the Binh Thuan People's Committee

"The proposal was a success in meeting our expectations and anticipations. The consultant managed to thoroughly assess strength and weakness of Binh Thuan tourism, and proposed many innovative initiatives to develop Binh Thuan's tourism in the future".

In addition, Novaland gradually implemented a 1000 ha project – NovaWorld Phan Thiet Tourism, Hospitality, and Recreation Complex. It is noteworthy Novaland has engaged in strategic cooperation with The Professional Golfers' Association of America (The PGA of America) and International Management Group (IMG - The world's leading Group in sports, events, media and fashion) to develop golf training programs of international standards, and organizes golf tournaments participated by world famous golfers. In December 2019, Novaland continued to enter agreement with the Vietnam Tennis Federation to bring the ATP 250 tournament to NovaWorld Phan Thiet and provide consultancy to training programs for professional tennis players at the Sports Center in the premise.



Lễ ký kết hợp tác chiến lược giữa Tập đoàn Novaland cùng đối tác quốc tế THE PGA OF AMERICA, IMG và ACCOR

MR. ARJUN CHOWDRI
Chief Innovation Officer at PGA of America

"Vietnam is bursting as one of the fastest Golf tourism markets in the world. We are honored to partner with such a major group as Novaland to improve the position of local tourism, providing rich and attractive products, extending tourists' stay, thereby bringing great revenue, jobs and sustainable socio-economic benefits. This partnership, in my opinion, brings about great community values and sustainable development for stakeholders".

Novaland partnered with DEG – KFW to uphold world-standard tourism service quality. DEG would sponsor and advise tourism service quality for NovaWorld Mekong. Hubertus Pleister, head of Asia from DEG, spoke at the signing ceremony on September 26, 2019: "I am impressed by Novaland's sustainability vision for Can Tho, which has a unique and diverse biosystem that needs to be protected. The photovoltaic energy supply and the waste and water treatment systems are exemplary".

**PRACTICAL COMMUNITY
ACTIVITIES FOR LONG-TERM
CONNECTION**

Over the years, Novaland has made great efforts in initiating, sponsoring and participating with many socially impactful across Vietnam with a view to community connection and sustainable development.

As part of a social activities in 2019, Novaland decided to sponsor VND10 billion to HCMC female basketball team in five years. "This is one of the most meaningful corporate activities, joining hands with the authority and the public in socializing sport as set out by the Communist Party. Novaland's participation will be great encouragement to the team and the coach team on their efforts to conquer local and international tournaments," said Prof Huynh Trong Khai, PhD, Chairman of HCMC Basketball Federation.

In furthering the story "Clean water for schools" with a fund mounting to nearly VND23 billion, the Program has completed the installation and handover of clean drinking water purification system to nearly 130,000 students and teachers of 267 schools in Tan Tru (Long An), Thanh Phu (Ben Tre), Nui Thanh (Quang Nam), Ba Tri (Ben Tre), and Binh Dai (Ben Tre). In 2020, the Group will continue to raise funds and implement the Program in localities such as Binh Thuan and Ben Tre.

"With Novaland's sponsorship, the water purification system completed under the program "Clean water for schools" helps to meet our goals and aspirations for long for more standard clean water to serve teachers and students in schools across the district. Furthermore, the water storage system serving the purification of water also contributes to addressing the impacts of climate change during the dry season and prolonged saline intrusion. Based on the efficiency of the program, we would like it to be rolled out to more schools" - said Mr. Nguyen Truc Son - Vice Chairman of Ben Tre Province People's Committee (former party secretary of Thanh Phu district).





Guests visiting Novaland Expo Dec 2019

CREATING TRUST AND VALUE ADDED FOR TENS OF THOUSANDS OF CUSTOMERS

In implementing Phase 2 of the development strategy, together with high-end apartment projects in HCMC CBD, Novaland launched an eco-smart city called Aqua City in Dong Nai, which features an area of 600 hectares with thousands of products including townhouses and permanently-owned villas. In addition, in regards to hospitality properties, Novaland is implementing a series of large-scale concentrated projects such as NovaWorld Phan Thiet and NovaHills Mui Ne Resort & Villas in Binh Thuan (about 1,000 hectares), NovaWorld Ho Tram in Ba Ria - Vung Tau (about 1,000 hectares), and NovaBeach Cam Ranh Resort & Villas in Khanh Hoa (about 22 ha) with thousands of diverse and versatile second home products (townhouses, villas, shophouses, etc.).

Investors and many customers acknowledge Novaland's products are highly liquid and are well absorbed on the market.



VICTOR VU
Movie director

Born and raised in the United States and due to the nature of my job, I focus on modernity, civilization, and utility. At The Grand Manhattan, I have everything within reach and in sight. Located in the prosperous and culture-rich Co Giang - Co Bac, the project integrates many resort-standard facilities such as a sky pool, a modern gym and a playground for kids. In particular, once the curtain is opened, the signature destinations of Saigon such as Nguyen Hue walking street, Nha Rong Wharf or the vibrant center of District 1 are all captured in sight, offering a feeling of relaxation and vibes.



THANH HANG
Supermodel

"After visiting the project, I decided to invest in NovaBeach Cam Ranh mansion villas because of its favorable position and because the villas are designed in the Mediterranean style, surrounded by Lagoon Lake. I believe that this will be a destination that attracts a lot of tourists. Above all, it is the reputation of the Novaland as the developer and I'm fully convinced that this will be a good investment choice for smart people".



THU HOAI
Miss

"I knew about NovaBeach Cam Ranh project through the referral of a friend. I decided to invest in a condotel because this is a very potential area. The project is a complex area a special Mediterranean style. It takes only 5 to 7 minutes from Cam Ranh International Airport to the project, which is extremely convenient.

Vietnam currently receives a large number of tourists and when it comes to development potentials, I really appreciate areas with beautiful beaches. And I think condotels are not too expensive but they can yield decent profits from lease."



LUONG THE THANH
THUY DIEM
Actor

"It only takes 30 minutes from the city center to Aqua City, and actually when I came here for the first time, I felt really excited and comfortable with the spacious, airy living space surrounded by green trees and a river. I have to say this is a very large scale projects with full facilities including schools, swimming pools, shopping malls that meet the needs of a three-generation family like mine. In particular, I love the private, quiet living space plus the semi-classical design which is very suitable for the us as a couple. For me, Aqua City is not only an ideal place to live but also a good generator of return"



HUONG GIANG
Miss Grand Slam Asia

I like the feeling of coming home since it's like walking into a resort, really relaxing. My husband and I explored intensively and found that the apartment at the project could meet our requirements. My husband enjoys the location of The Grand Manhattan, which is both convenient for his work and suitable for the leisure needs of the whole family because it is close to many community venues, cultural centers, schools, health care and entertainment facilities.



MR. NGUYEN HOANG DUC
Doctor

"As a surgeon, health and ability to rejuvenate serve patients is very important. Besides, my family is also very important to me. Therefore, the first reason I chose the Aqua City project is the clean green space is extremely beneficial to the health of my family. The green space and living environment brings people closer to nature and is particularly good for children like mine. Another reason is Aqua City has an excellent space for the members of my family to engage with each other. The busy life leaves us with little time and space to be together. At Aqua City, we seem to have plenty of both. All facilities for a family's daily life and leisure needs like rowing, camping, shopping, you name it, are just a stone's throw from our home, which saves us lots of time traveling."



MS. VO THI NHU THUY
Customer

"I am very impressed with the Aqua City eco-urban area. From the investment point of view, I highly appreciate the project's profit potential because it has a very good location. From a resident's point of view, I will also choose Aqua City. Given the current air pollution, I am very worried about the health of my family and the life of my children in the future. However, in my opinion, Aqua City is an ideal choice because it is surrounded by the river is very airy. It even reserves up to 70% of the area for green space and internal utilities. Moreover, the location is very convenient for me to travel to work. In particular, full utilities such as shopping centers, schools, squares, and hospitals are perfect for a great lifestyle."



MS. DOAN THI THANH SANG
Customer

"Born and raised in Phan Thiet, I understand the development potential of this place. Currently, Phan Thiet is not comparable to Nha Trang (Khanh Hoa) and is yet to fully leverage its potentials because of inconvenient traffic. But according to market information, this September Phan Thiet will open an airport and more investments will thus be made in transport infrastructure. Besides, multiple large-scale projects like that of Novaland have been developed. I also hope those projects will offer facilities such as: golf course, shopping and commercial centers, etc. to help make Phan Thiet more and more exciting and generate more chances for investment and profits."

I really like Novaland's plan to build a "second home" model that can be inhabited or leased. This is the reason why I have bought 20 apartments in this project "



MR. LE TIEN THANH
Customer

"The location of NovaWorld Phan Thiet is convenient for travel with a highway and an airport. In particular, this is a resort complex with many categories suitable for the needs of my family. The payment schedule of the project, which is very reasonable, does not put us under financial pressure, so I decided to buy very quickly."

All business people desire an opportunity to seek profit. I think that the project developer is a reputable big brand and this is an opportunity for investors to seek business opportunities in this project complex. "



MS. LE THI NHU QUYNH
Customer

"I have invested in 4 projects of Novaland and also invested in many vacant lot projects. But now I am turning to resort villas because I realize the potential for profit in the future."

I chose NVW Ho Tram because my first priority is now seaside mansion villas. Nature in Ho Tram is pristine, the beach is very clean and beautiful. The project location is only 90 minutes from Ho Chi Minh City, so it is very convenient. In addition, NVW HT is developed under the model of a Tourism, Recreation and Entertainment Complex that provides one-stop shopping for all needs. My family can stay here for 1 or twice a month and will leased the villa for the remaining period."

I think this is an investable project that will definitely appreciate in the near future. And I also trust Novaland since this developer partners with reputable operators and managers to develop the project "



MS. KIM NGAN
Customer

"Since the atmosphere in Ho Chi Minh City is quite stifling, I sought to invest in an eco-townhouse at NovaWorld Ho Tram so that my family can spend our weekends here, enjoying the fresh air of the pristine ecosystem in our own garden. I was very surprised with the 1,000-hectare area of the project, which offers full entertainment facilities for a vacation."

I am a customer who has invested in numerous Novaland products. I especially like the sales policy because it is really facilitating for investors with discount policy, incentives and excellent after-sale services."

06

**AUDITED CONSOLIDATED
FINANCIAL STATEMENTS
2019 (VAS)**

FOR THE YEAR ENDED 31 DECEMBER 2019

Business registration certificate	No. 054350 dated 18 September 1992 was initially issued by the Department of Planning and Investment of Ho Chi Minh City and the latest 49th amendment No. 0301444753 dated 16 December 2019.	
Board of Directors	Mr. Bui Thanh Nhon	Chairman
	Mr. Bui Xuan Huy	Member
	Ms. Hoang Thu Chau	Member
	Ms. Nguyen Thanh Bich Thuy	Independent Member
	Mr. Pham Tien Van	Independent Member (from 26 April 2019)
Audit Committee	Mr. David Frederick Proctor	Independent Member (to 20 March 2019)
	Ms. Nguyen Thanh Bich Thuy	Head of Audit Committee
	Ms. Nguyen Thi Minh Thanh	Member
	Ms. Vo Thi Thu Van	Member
	Mr. David Frederick Proctor	Member (to 6 March 2019)
Board of Management	Mr. Bui Xuan Huy	General Director
	Ms. Hoang Thu Chau	Deputy General Director
Legal representative	Mr. Bui Xuan Huy	General Director
Registered office	313B - 315 Nam Ky Khoi Nghia Street, Ward 7, District 3, Ho Chi Minh City, Vietnam	
Operation office	65 Nguyen Du Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam	
Auditor	PwC (Vietnam) Limited	

STATEMENT OF THE RESPONSIBILITY OF THE BOARD OF MANAGEMENT IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Board of Management of No Va Land Investment Group Corporation ("the Company") is responsible for preparing consolidated financial statements of the Company and its subsidiaries (together, "the Group") which give a true and fair view of the consolidated financial position of the Group as at 31 December 2019 and the consolidated results of its operations; and its consolidated cash flows for the year ended. In preparing these consolidated financial statements, the Board of Management is required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable and prudent;
- Prepare the consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Board of Management is responsible for ensuring that proper accounting records are kept which disclose, with reasonable accuracy at any time, the financial position of the Group and which enable consolidated financial statements to be prepared which comply with the basis of accounting set out in Note 2 to the consolidated financial statements. The Board of Management is also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud or errors.

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

We hereby approve the accompanying consolidated financial statements as set out on pages 5 to 91 which give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of the consolidated results of its operations and its consolidated cash flows for the year ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated financial statements.

On behalf of the Board of Management



Bui Xuan Huy
General Director

Ho Chi Minh City, SR Vietnam
24 February 2020

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF NOVALAND INVESTMENT GROUP CORPORATION

We have audited the accompanying consolidated financial statements of No Va Land Investment Group Corporation ("the Company") and its subsidiaries (together, "the Group") which were prepared on 31 December 2019 and approved by the Board of Management on 24 February 2020. The consolidated financial statements comprise the consolidated balance sheet as at 31 December 2019, the consolidated income statement and the consolidated cash flow statement for the year then ended, and explanatory notes to the consolidated financial statements including significant accounting policies, as set out on pages 5 to 91.

Responsibility of the Board of Management

The Board of Management of the Company is responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated financial statements and for such internal control which the Board of Management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on consolidated the financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standards and requirements and plan and perform the audit in order to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Group as at 31 December 2019, its financial performance and cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on the preparation and presentation of consolidated financial statements.

For and on behalf of PwC (Vietnam) Limited



Nguyen Hoang Nam
Audit Practising Licence No
0849-2018-006-1
Authorised signatory

Report reference number: HCM8776
Ho Chi Minh City, 24 February 2020

Tran Van Thang
Audit Practising Licence No
3586-2017-006-1

Code	ASSETS	Note	As at 31 December	
			2019 VND	2018 VND (Restated)
100	CURRENT ASSETS		71,194,821,173,128	50,081,021,580,369
110	Cash and cash equivalents	4	6,466,219,516,377	12,315,170,763,611
111	Cash		1,951,125,604,251	7,583,945,746,745
112	Cash equivalents		4,515,093,912,126	4,731,225,016,866
120	Short-term investments		466,222,941,609	95,691,805,879
123	Investments held-to-maturity	5(a)(i)	466,222,941,609	95,691,805,879
130	Short-term receivables		5,894,052,885,444	5,621,529,636,151
131	Short-term trade accounts receivable	6	1,076,689,087,366	759,035,366,510
132	Short-term prepayments to suppliers	7	833,905,092,647	1,423,446,698,518
135	Short-term lendings	8	768,720,953,764	430,653,870,350
136	Other short-term receivables	9(a)	3,225,001,397,445	3,018,657,346,551
137	Provision for doubtful debts – short-term	10	(10,263,645,778)	(10,263,645,778)
140	Inventories	11(a)	57,205,793,200,220	31,122,887,148,542
141	Inventories		57,209,437,130,190	31,130,466,196,468
149	Provision for decline in value of inventories		(3,643,929,970)	(7,579,047,926)
150	Other current assets		1,162,532,629,478	925,742,226,186
151	Short-term prepaid expenses	12(a)	75,480,339,169	133,900,783,619
152	Value Added Tax ("VAT") to be reclaimed	20(a)	978,926,176,534	705,713,717,315
153	Tax and other receivables from the State	20(a)	108,126,113,775	86,127,725,252

The notes on pages 246 to 325 are an integral part of these consolidated financial statements.

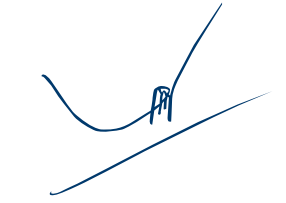
Code	ASSETS (continued)	Note	As at 31 December	
			2019 VND	2018 VND (Restated)
200	LONG-TERM ASSETS		18,784,421,425,391	19,041,105,364,812
210	Long-term receivables		370,739,066,748	255,403,896,052
216	Other long-term receivables	9(b)	370,739,066,748	255,403,896,052
220	Fixed assets		840,044,553,105	755,850,432,888
221	Tangible fixed assets	13	698,416,074,605	674,307,520,071
222	Historical cost		907,176,013,686	838,625,978,989
223	Accumulated depreciation		(208,759,939,081)	(164,318,458,918)
227	Intangible fixed assets	14	141,628,478,500	81,542,912,817
228	Historical cost		168,706,830,022	91,814,799,597
229	Accumulated amortisation		(27,078,351,522)	(10,271,886,780)
230	Investment properties	15	3,798,441,570,836	3,056,785,356,717
231	Historical cost		4,011,909,056,671	3,199,456,319,499
232	Accumulated depreciation		(213,467,485,835)	(142,670,962,782)
240	Long-term assets in progress		850,087,814,441	430,179,529,043
241	Long-term work in progress	11(b)	181,995,269,013	181,962,136,884
242	Construction in progress	16	668,092,545,428	248,217,392,159
250	Long-term investments		5,744,314,191,185	7,702,903,772,477
252	Investments in associates and joint ventures	5(b)	5,694,610,841,185	7,694,964,022,477
253	Investments in other entities	5(b)	7,939,750,000	7,939,750,000
255	Investments held to maturity	5(a)(ii)	41,763,600,000	-
260	Other long-term assets		7,180,794,229,076	6,839,982,377,635
261	Long-term prepaid expenses	12(b)	262,799,866,843	414,115,027,558
262	Deferred income tax assets	38(a)	76,536,421,869	69,958,310,238
269	Goodwill	17	6,841,457,940,364	6,355,909,039,839
270	TOTAL ASSETS		89,979,242,598,519	69,122,126,945,181

The notes on pages 246 to 325 are an integral part of these consolidated financial statements.

Code	ASSETS	Note	As at 31 December	
			2019 VND	2018 VND (Restated)
300	LIABILITIES		65,518,168,766,672	49,152,327,254,974
310	Short-term liabilities		18,809,633,988,008	27,995,143,422,573
311	Short-term trade accounts payable	18	2,544,601,659,105	2,518,136,677,507
312	Short-term advances from customers	19	1,254,023,590,387	7,779,944,907,345
313	Tax and other payables to the State	20(b)	205,713,049,755	558,242,968,117
314	Payables to employees	21	31,296,329,923	33,168,157,749
315	Short-term accrued expenses	22	2,697,796,706,234	2,709,797,403,785
318	Short-term unearned revenue		1,677,668,051	1,457,601,871
319	Other short-term payables	23(a)	3,624,338,062,834	2,743,454,064,729
320	Short-term borrowings and finance lease liabilities	24(a)	8,444,638,010,326	11,645,389,730,077
322	Bonus and welfare fund		5,548,911,393	5,551,911,393
330	Long-term liabilities		46,708,534,778,664	21,157,183,832,401
336	Long-term unearned revenue		18,307,529,783	27,058,815,648
337	Other long-term payables	23(b)	14,133,031,990,444	2,568,591,870,100
338	Long-term borrowings and finance lease liabilities	24(b)	26,145,644,448,493	16,262,686,196,964
341	Deferred income tax liabilities	38(a)	6,255,537,958,898	2,298,846,949,689
342	Provision for long-term liabilities	25	156,012,851,046	-
400	OWNERS' EQUITY		24,461,073,831,847	19,969,799,690,207
410	Capital and reserves		24,461,073,831,847	19,969,799,690,207
411	Owners' capital	26, 27	9,695,407,970,000	9,372,766,740,000
411a	- Ordinary shares with voting rights		9,695,407,970,000	9,304,466,740,000
411b	- Preference shares		-	68,300,000,000
412	Share premium	27	3,860,189,781,026	3,996,839,781,026
421	Undistributed earnings	27	8,722,828,720,589	5,618,698,169,829
421a	- Undistributed post-tax profits of previous years		5,618,698,169,829	2,388,813,626,710
421b	- Post-tax profit of current year		3,104,130,550,760	3,229,884,543,119
429	Non-controlling interests	27	2,182,647,360,232	981,494,999,352
440	TOTAL RESOURCES		89,979,242,598,519	69,122,126,945,181



Nguyen Ngoc Bang
Preparer
24 February 2020



Tran Thi Thanh Van
Chief Accountant



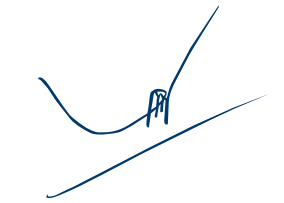
Bui Xuan Huy
General Director

The notes on pages 246 to 325 are an integral part of these consolidated financial statements.

Code		Note	Year ended 31 December	
			2019 VND	2018 VND (Restated)
01	Revenue from sales of goods and rendering of services		11,026,232,997,553	15,635,304,112,693
02	Less deductions		(95,249,885,633)	(345,027,380,300)
10	Net revenue from sales of goods and rendering of services	30	10,930,983,111,920	15,290,276,732,393
11	Cost of goods sold and services rendered	31	(7,779,325,178,076)	(10,132,300,385,714)
20	Gross profit from sales of goods and rendering of services		3,151,657,933,844	5,157,976,346,679
21	Financial income	32	1,027,208,421,374	1,296,606,693,933
22	Financial expenses	33	(2,084,814,480,224)	(1,932,436,059,562)
23	- Including: Interest expense	33	(1,145,609,766,192)	(1,383,337,897,930)
24	Share of (loss)/profit from associates	34	(9,578,783,868)	1,318,760,717,206
25	Selling expenses	35	(294,869,082,499)	(424,217,309,126)
26	General and administration expenses	36	(1,197,219,171,605)	(727,814,339,948)
30	Net operating profit		592,384,837,022	4,688,876,049,182
31	Other income		3,847,134,745,198	71,219,801,005
32	Other expenses		(167,283,905,748)	(74,481,539,950)
40	Net other income/ (expense)	37	3,679,850,839,450	(3,261,738,945)
50	Net accounting profit before tax		4,272,235,676,472	4,685,614,310,237
51	Business income tax ("BIT") - current	38(b)	(692,528,132,718)	(986,171,527,219)
52	BIT - deferred	38(a)	(192,385,441,843)	(420,493,495,532)
60	Net profit after tax		3,387,322,101,911	3,278,949,287,486
Attributable to:				
61	Owners of the Company		3,431,331,162,442	3,238,878,304,013
62	Non-controlling interests		(44,009,060,531)	40,070,983,473
70	Basic earnings per share	28(a)	3,579	3,546
71	Diluted earnings per share	28(b)	3,533	3,401



Nguyen Ngoc Bang
Preparer
24 February 2020



Tran Thi Thanh Van
Chief Accountant



Bui Xuan Huy
General Director

The notes on pages 246 to 325 are an integral part of these consolidated financial statements.

Code		Note	Year ended 31 December	
			2019 VND	2018 VND (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES				
01	Net accounting profit before tax		4,272,235,676,472	4,685,614,310,237
	Adjustments for:			
02	Depreciation, amortisation, goodwill allocation and gain on bargain purchase		(2,750,422,518,755)	496,873,282,783
03	Provisions		152,077,733,090	10,321,013,452
04	Unrealised foreign exchange losses		4,193,535,205	137,534,095,002
05	Profits from investing activities		(974,173,763,255)	(2,465,359,610,460)
06	Interest expense and bond issuance costs		1,186,691,999,092	1,443,733,040,227
08	Operating profit before changes in working capital		1,890,602,661,849	4,308,716,131,241
09	Decrease in receivables		1,262,582,829,809	2,737,020,422,473
10	Decrease in inventories		2,487,766,869,299	170,559,217,745
11	Increase/(decrease) in payables		937,271,650,485	(4,266,634,953,316)
12	Decrease in prepaid expenses		119,120,886,872	65,351,414,972
14	Interest paid		(2,649,633,213,153)	(1,793,232,461,571)
15	BIT paid		(971,247,780,944)	(647,084,574,232)
20	Net cash inflows from operating activities		3,076,463,904,217	574,695,197,312
CASH FLOWS FROM INVESTING ACTIVITIES				
21	Purchases of fixed assets and other long-term assets		(383,243,115,853)	(170,397,994,908)
22	Proceeds from disposals of long-term assets		11,199,068,191	44,855,532,242
23	Loans granted, purchases of debt instruments of other entities		(1,109,336,844,946)	(699,653,602,882)
24	Collection of loans, proceeds from sales of debt instruments of other entities		460,664,701,169	2,997,627,188,115
25	Investments in other entities		(14,398,343,074,655)	(9,232,241,493,214)
26	Proceeds from divestment in other entities		1,716,435,250,550	834,105,774,717
27	Dividends and interest received		296,593,687,515	364,583,371,093
30	Net cash outflows from investing activities		(13,406,030,328,029)	(5,861,121,224,837)

The notes on pages 246 to 325 are an integral part of these consolidated financial statements.

Code		Note	Year ended 31 December	
			2019 VND	2018 VND (Restated)
CASH FLOWS FROM FINANCING ACTIVITIES				
31	Proceeds from issue of shares and capital contribution of owners and non-controlling interests		205,939,730,000	3,644,346,535,626
32	Payments for share returns and repurchases of owners and non-controlling interests		(82,000,000)	(50,046,482,000)
33	Proceeds from borrowings		20,460,412,729,964	22,153,049,489,009
34	Repayments of borrowings		(16,150,195,525,803)	(14,771,863,168,477)
36	Dividends paid		(19,719,873,178)	(12,908,761,912)
40	Net cash inflows from financing activities		4,496,355,060,983	10,962,577,612,246
50	Net (decrease)/ increase in cash and cash equivalents		(5,833,211,362,829)	5,676,151,584,721
60	Cash and cash equivalents at beginning of year	4	12,315,170,763,611	6,638,739,520,534
61	Effect of foreign exchange differences		(15,739,884,405)	279,658,356
70	Cash and cash equivalents at end of year	4	6,466,219,516,377	12,315,170,763,611


Nguyen Ngoc Bang
Preparer


Tran Thi Thanh Van
Chief Accountant


Bui Xuan Huy
General Director

24 February 2020

The notes on pages 246 to 325 are an integral part of these consolidated financial statements.

1 GENERAL INFORMATION

No Va Land Investment Group Corporation ("the Company") is a joint stock company which was established in SR Vietnam pursuant to Business Registration Certificate No. 054350 which was initially issued by the Department of Planning and Investment of Ho Chi Minh City on 18 September 1992 and the 49th amended Business Registration Certificate No. 0301444753 dated 16 December 2019. The Company is formerly known as Thanh Nhon Trading Limited, which was established and operated under the Business Registration Certificate as above.

The Company's shares were officially listed on Ho Chi Minh City Stock Exchange ("HOSE") on 28 December 2016 under the code "NVL" pursuant to Decision No 500/QD-SGDHCM issued by the General Director of HOSE on 19 December 2016.

The principal activities of the Company and its subsidiaries ("the Group") are resident project development; real estate trading; civil and industrial construction; providing design and management consultancy services; providing real estate brokerage services.

The normal business cycle of the Group's projects is within 36 months.

As at 31 December 2019, the Group had 2,247 employees (as at 31 December 2018: 1,077 employees).

As at 31 December 2019, the Group had 74 subsidiaries and 5 associates (as at 31 December 2018: 53 subsidiaries and 5 associates) as listed below:

No	Name	Location	Principal activity	31.12.2019		31.12.2018	
				% of ownership	% of voting rights	% of ownership	% of voting rights
I - Subsidiaries							
1	No Va Land Investment Joint Stock Company	Ho Chi Minh City	Real estate trading	99.91	99.91	91.76	91.76
2	No Va Thao Dien Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.98	99.98
3	No Va Festival Corporation	Ho Chi Minh City	Real estate trading	94.02	94.02	94.02	94.02
4	Nova Saigon Royal Investment Limited Company	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
5	Sai Gon Housing And Infrastructure Development Joint Stock Company	Ho Chi Minh City	Real estate trading	99.96	99.96	98.00	98.00
6	Nova Lucky Palace Company Limited	Ho Chi Minh City	Real estate trading	100.00	100.00	100.00	100.00
7	The Prince Residence Joint Stock Company	Ho Chi Minh City	Real estate trading	99.81	99.81	99.81	99.81
8	Thanh Nhon Investment Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.72	99.72	99.72	99.72
9	Nova Sagel Company Limited	Ho Chi Minh City	Real estate trading	83.81	74.00	83.81	83.81
10	Noaland Agent Company Limited	Ho Chi Minh City	Real estate trading	100.00	100.00	100.00	100.00
11	Phuoc Long Investment and Development Company Limited	Ho Chi Minh City	Real estate trading	99.98	99.99	99.99	99.99
12	Vung Tau Youth Hotel and Travel Joint Stock Company	Ho Chi Minh City	Real estate trading	65.00	65.00	65.00	65.00
13	Nova Richstar Joint Stock Company	Ho Chi Minh City	Real estate trading, factory and warehouse lease	99.98	99.99	99.97	99.99
14	Nova Nippon Joint Stock Company	Ho Chi Minh City	Real estate trading	99.98	99.98	99.98	99.98
15	Khai Hung Real Estate Company Limited	Ho Chi Minh City	Real estate trading	100.00	100.00	100.00	100.00
16	Nova Nam A Company Limited	Ho Chi Minh City	Real estate trading	92.71	92.71	92.71	92.71
17	Nova Sasco Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
18	No Va My Dinh Land Joint Stock Company	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
19	Thanh Nhon Investment Real Estate Company Limited	Ho Chi Minh City	Real estate trading	100.00	100.00	100.00	100.00
20	Nova An Phu Company Limited	Ho Chi Minh City	Real estate trading	100.00	100.00	100.00	100.00
21	Nova Phuc Nguyen Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.89	99.89	99.89	99.89
22	Tuong Minh Investment and Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
23	The 21st Century International Development Company Limited	Ho Chi Minh City	Real estate trading	98.96	98.97	98.96	98.97
24	Phuong Dong Building Joint Stock Company	Ho Chi Minh City	Real estate trading	99.88	99.89	99.88	99.89
25	Nova Rivergate Company Limited	Ho Chi Minh City	Real estate trading	99.77	99.77	99.77	99.77
26	Nova Princess Residence Joint Stock Company	Ho Chi Minh City	Real estate trading	99.90	99.90	99.90	99.90
27	Nha Rong Investment and Trade Joint Stock Company	Ho Chi Minh City	Real estate trading	99.97	99.97	99.96	99.97

Form B 09 – DN/HN

1 GENERAL INFORMATION (continued)

No	Name	Location	Principal activity	31.12.2019		31.12.2018	
				% of ownership	% of voting rights	% of ownership	% of voting rights
I - Subsidiaries (continued)							
28	Mega Housing Joint Stock Company	Ho Chi Minh City	Real estate trading	98.60	98.60	98.60	98.60
29	Mega Tie Company Limited	Ho Chi Minh City	Real estate trading	98.59	99.99	98.59	99.99
30	Bach Hop Real Estate Company Limited	Ho Chi Minh City	Real estate trading	100.00	100.00	100.00	100.00
31	Phu Dinh Port Joint Stock Company	Ho Chi Minh City	Support activities related to transportation, real estate trading	83.45	83.45	83.45	83.45
32	Gia Duc Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
33	Gia Phu Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
34	Nova Riverside Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.97	99.98	99.97	99.98
35	Ngoc Linh Hoa Joint Stock Company	Ho Chi Minh City	Real estate trading	99.83	99.83	99.83	99.83
36	Nova Property Management Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
37	Merufa-Nova Company Limited	Ho Chi Minh City	Real estate trading	99.88	99.90	99.89	99.90
38	Nhat Hoa Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.81	99.98	99.81	99.98
39	Ky Nguyen Urban Development Joint Stock Company	Ho Chi Minh City	Real estate trading	99.99	99.99	51.00	51.00
40	Vuong Gia Real Estate Investment Joint Stock Company	Ho Chi Minh City	Real estate trading	99.81	99.83	99.81	99.83
41	Phu Tri Real Estate Investment Commercial Joint Stock Company	Ho Chi Minh City	Real estate trading	99.98	99.98	99.98	99.98
42	Phuc Binh Real Estate Company Limited	Ho Chi Minh City	Real estate trading	97.77	97.95	97.77	97.95
43	Sun City Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate trading	98.86	100.00	98.86	100.00
44	Dinh Phat Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.95	99.96	99.91	99.92
45	350 Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate trading	99.97	99.99	99.95	99.99
46	CQ89 Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate trading	99.56	99.59	99.54	99.59
47	Gia Huy Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate trading	51.00	51.00	51.00	51.00
48	Phong Dien Real Estate Investment Joint Stock Company	Ho Chi Minh City	Real estate trading	50.99	50.99	50.99	50.99
49	Thinh Vuong Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.98	99.98	100.00	100.00
50	Thai Binh Real Estate Trading Joint Stock Company	Ho Chi Minh City	Real estate trading	99.95	99.96	99.96	99.96
51	Nova Hospitality Joint Stock Company	Ho Chi Minh City	Real estate trading	100.00	100.00	99.98	99.98
52	Truong Tay Real Estate Investment Joint Stock Company	Ho Chi Minh City	Real estate trading	99.97	99.98	-	-
53	Dat Viet Development Joint Stock Company	Ho Chi Minh City	Real estate trading	99.67	99.69	49.50	49.51
54	An Phu Dong Real Estate Development Investment Company Limited (i)	Ho Chi Minh City	Real estate trading	79.93	80.00	-	-
55	Aqua City Company Limited	Dong Nai Province	Real estate trading	69.87	70.00	-	-
56	Huynh Gia Huy Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	99.98	99.98	-	-
57	38 Real Estate Investment and Trading Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	-	-
58	Hoa Thang Tourism Service Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	95.79	95.80	-	-
59	Thu Minh Nguyen Investment Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	96.14	96.15	-	-
60	Khanh An Real Estate Investment and Development Joint Stock Company	Ho Chi Minh City	Real estate trading	99.94	99.99	-	-

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1 GENERAL INFORMATION (continued)

No	Name	Location	Principal activity	31.12.2019		31.12.2018	
				% of ownership	% of voting rights	% of ownership	% of voting rights
I - Subsidiaries (continued)							
61	Carava Resort Company Limited	Khanh Hoa Province	Real estate trading	95.44	95.49	-	-
62	Ho Tram Botanic Garden Company Limited (ii)	Ba Ria - Vung Tau Province	Botanical and zoological gardens and nature reserves activities	99.00	99.00	-	-
63	Van Phat Real Estate Investment and Development Joint Stock Company	Ho Chi Minh City	Real estate trading	97.98	97.99	-	-
64	The Forest City Company Limited	Ba Ria - Vung Tau Province	Real estate trading	97.89	99.90	-	-
65	Ngoc Uyen Real Estate and Investment JSC	Ho Chi Minh City	Real estate trading	99.99	99.99	-	-
66	Bao Phuc Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.98	99.99	-	-
67	Nova Lexington Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.92	99.94	-	-
68	KM Investment Group Ltd.	Ho Chi Minh City	Investment consulting	99.82	99.90	-	-
69	Binh Thuan Delta - Valley Company Limited	Tỉnh Bình Thuận	Real estate trading	99.82	100.00	-	-
70	Truong Thanh Real Estate Investment Joint Stock Company	Ho Chi Minh City	Real estate trading	99.99	100.00	-	-
71	Long Hung Phat Consulting Company Limited	Ho Chi Minh City	Real estate trading	66.62	66.67	-	-
72	Long Hung Phat Real Estate Investment Company Ltd.	Ho Chi Minh City	Real estate trading	66.62	100.00	-	-
73	Thuan Phat Real Estate Investment and Development JSC	Ho Chi Minh City	Real estate trading	99.98	99.98	-	-
74	Cuu Long Real Estate Investment and Development Ltd. Co	Ho Chi Minh City	Real estate trading	96.88	96.90	-	-
75	No Va Land Company Limited (iii)	Ho Chi Minh City	Real estate trading	-	-	100.00	100.00
II - Associates							
1	Sai Gon Electronics and Industrial Service Joint Stock Company	Ho Chi Minh City	Electronic components and telecommunication trading	37.75	37.75	37.75	37.75
2	Ben Thanh Housing Service and Development Joint Stock Company	Ho Chi Minh City	Real estate trading	25.00	25.00	25.00	25.00
3	Saigon Golf Company Limited (iv)	Ho Chi Minh City	Real estate trading	49.86	50.00	49.86	50.00
4	234 Thanh My Loi Joint Stock Company (v)	Ho Chi Minh City	Real estate trading	-	-	49.90	49.90
5	Thanh My Loi Joint Stock Company (vi)	Ho Chi Minh City	Real estate trading	55.64	55.88	55.63	55.88
6	Nova SQN Investment Joint Stock Company	Ho Chi Minh City	Real estate trading	49.72	49.72	-	-

1 GENERAL INFORMATION (continued)

- (i) According to the Decision No. 12/2019-QĐ-NVL dated 21 May 2019, the Board of Directors of No Va Land Investment Joint Stock Company ("No Va Land Investment") approved the capital contribution to establish An Phu Dong Real Estate Development Investment Company Limited ("An Phu Dong") with the amount of VND16,000,000,000, accounting for 80% of the charter capital at An Phu Dong. As at 31 December 2019, No Va Land Investment has contributed VND125,000,000. The voting right of 80% as at 31 December 2019 is based on the Company's charter.
- (ii) According to the Decision No. 02/2019-QĐ-HPT dated 10 May 2019, the Board of Directors of Nova Hospitality Joint Stock Company ("Nova Hospitality") has approved the capital contribution to establish Ho Tram Botanic Garden Company Limited ("Ho Tram") with a total capital contribution of VND19,800,000,000, equivalent to 99% of the charter capital at Ho Tram.
- (iii) According to Resolution No. 49/2019-NQ.HDQT-NVLG dated 25 September 2019, the Board of Directors has approved the transfer of all capital contribution in No Va Real Estate Company Limited with total value of the transferred capital of VND81,600,000,000, accounting for 99.51% of the contributed capital in this company. In 2019, the Group completed the transfer of this subsidiary with the total received amount of VND296,964,117,493. The gain of VND214,601,984,325 is the difference between the total transfer value and the carrying amount of the net asset recorded in the consolidated income statement (Note 32).
- (iv)
- (v) Saigon Golf Company Limited ("Saigon Golf") was represented as an associate of the Group as at 31 December 2019 and 31 December 2018 (Note 45).
- (vi) According to the Minutes of the General Meeting of Shareholders of 234 Thanh My Loi Joint Stock Company ("234 Thanh My Loi") on 7 May 2019, the shareholders decided to dissolve 234 Thanh My Loi. By 4 October 2019, the dissolution was completed.
- As at 31 December 2019, the Group held 55.64% interest in Thanh My Loi Joint Stock Company ("Thanh My Loi") and had significant influence but had not controlled due to terms of shareholder agreement, therefore Thanh My Loi was accounted as an associate of the Group.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated financial statements. The consolidated financial statements have been prepared under the historical cost convention except for investments in associates and joint ventures, and business combinations as presented in Note 2.5.

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Vietnam. The accounting principles and practices utilised in Vietnam may differ from those generally accepted in countries and jurisdictions other than Vietnam.

The financial statements in the Vietnamese language are the official statutory financial statements of the Company. The financial statements in the English language have been translated from the Vietnamese

2.2 Fiscal year

The Group's fiscal year is from 1 January to 31 December

2.3 Currency

The consolidated financial statements are measured and presented in Vietnamese Dong ("VND"). The Company and its subsidiaries determine their accounting currencies based on the currencies which are mainly used in sales of goods and rendering of services, which have a significant impact on selling prices of goods and services, which are normally used to list selling prices and receive payments; which are mainly used in purchases of goods or

services, which have a significant impact on costs of labor, materials and other production or operating costs and normally used as payments for those costs.

Additionally, the Group also use these currencies to raise financial resources (such as via issuance of shares or bonds) and regularly collect these currencies from business operations and savings.

2.4 Exchange rates

Transactions arising in foreign currencies are translated at exchange rates ruling at the transaction dates. Foreign exchange differences arising from these transactions are recognised in the consolidated income statement.

Monetary assets and liabilities denominated in foreign currencies at the consolidated balance sheet date are respectively translated at the buying and selling exchange rates at the consolidated balance sheet date of the commercial bank where the Group regularly trades. Foreign currencies deposited in banks at the consolidated balance sheet date are translated at the buying exchange rate of the bank where the Group opens its foreign currency accounts. Foreign exchange differences arising from these translations are recognised in the consolidated income statement.

2.5 Basis of consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies in order to gain future benefits from their activities generally accompanying a shareholding of more than one half of the voting rights.

The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated income statement.

Inter-company transactions, balances and unrealised gains and losses on transactions between group companies are eliminated.

In a multi-phase acquisition, when determining goodwill or bargain purchase, the consideration is the sum of the total consideration on the date of acquiring control and previous considerations remeasured to fair value on the date of control acquisition.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The financial statements of the Group's subsidiaries are prepared for the same accounting period. If there are differences in end dates, the gap must not exceed 3 months. Adjustments are made to reflect impacts of significant transactions and events occurring between the end dates of the subsidiaries' accounting period and that of the Group's. The length of the reporting period and differences in reporting date must be consistent between periods.

Non-controlling transactions and interests

The Group applies a policy for transactions with non-controlling interests as transactions with parties external to the Group.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Basis of consolidation (continued)

Non-controlling interests ("NCI") are measured at their proportionate share of the acquiree's identifiable net assets at date of acquisition.

The divestment of the Group's interest in a subsidiary that does not result in loss of control is accounted for as a transaction with owners. The difference between the change in the Group's share of net assets of the subsidiary and any consideration paid or received from divestment of Group's interest in subsidiaries is recorded directly in the undistributed earnings under equity.

In a divestment of the Group's interest in a subsidiary that results in a loss of control, the difference between the Group's share in the net assets of the subsidiary and the net proceeds from divestment is recognised in the consolidated income statement. The retained interest in the entity will be accounted for as either an investment in an other entity or investment to be equity accounted for since the divestment date

Joint ventures and associates

Joint ventures are contractual arrangements whereby two or more parties undertake an economic activity which is subject to joint control.

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in joint ventures and associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in joint ventures and associates includes goodwill identified on acquisition, net of any accumulated impairment loss.

The Group's share of its joint ventures' and associates' post-acquisition profits or losses is recognised in the consolidated income statement. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture or associate equals or exceeds its interest in the joint venture or associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture or associate.

Accounting policies of joint ventures and associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Unrealised gains and losses on transactions between the Group and its joint ventures and associates are eliminated to the extent of the Group's interest in the joint ventures and associates.

2.6 Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary associate at the date of acquisition. If the cost of a business combination is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated income statement. After initial recognition, goodwill is measured at cost less any accumulated amortisation. Goodwill on acquisitions of subsidiaries is recognised as an asset and is amortised on the straight-line basis over its estimated period of benefit but not exceed 10 years.

Goodwill on acquisitions of associates is included in the carrying amount of the investment at the date of acquisition. The Group does not amortise this goodwill.

On disposal of the investment in subsidiaries or joint ventures and associates, the attributable amount of unamortised goodwill is included in the determination of the profit or loss on the disposal.

Goodwill is tested annually for impairment and carried at cost less accumulated amortisation less accumulated impairment losses. If there is evidence that the impairment during the year is higher than the annual goodwill charge, the Group records the impairment immediately in the accounting year.

2.7 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, cash in banks, cash in transit, demand deposits and other short-term investments with an original maturity of three months or less.

2.8 Receivables

Receivables represent trade receivables from customers arising from sales of goods and rendering of services or non-trade receivables from others and are stated at cost. Provision for doubtful debts is made for each outstanding amount based on overdue days in payment according to the initial payment commitment (exclusive of the payment rescheduling between parties), or based on the expected loss that may arise. Bad debts are written off when identified.

Receivables are classified into long-term and short-term receivables on the consolidated balance sheet based on the remaining period from the consolidated balance sheet date to the maturity date.

2.9 Inventories

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation are recognised as inventories. Inventories are stated at the lower of cost and net realisable value. The cost of inventories includes cost of land and construction costs of infrastructure and apartments, direct expenditures and other overhead expenses incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in normal course of business less the estimated costs of completion and selling expenses. Provision is made, where necessary, for obsolete, slow-moving, defective inventory items and where cost is higher than net realisable values.

Provision is made, where necessary, for obsolete, slow-moving and defective inventory items. The difference between the provision of this period and the provision of the previous period recognised as an increase or decrease of cost of goods sold in the year.

2.10 Investments

(a) Investments held-to-maturity

Investments held-to-maturity are investments which the Groups's Board of Management has a positive intention and ability to hold until maturity.

Investments held-to-maturity include term deposits, bonds, preference shares which should be repurchased by issuer at certain time in the future and other held-to-maturity. Those investments are intially accounted for at cost. Subsequently, the Board of Management reviews all outstanding investments to determine the amount of provision to recognise at the year end.

Provision for diminution in value of investments held to maturity is made when there is evidence that the investment is uncollectible in whole or in part. Changes in the provision balance during the accounting period/ fiscal year are recorded as an increase or decrease in financial expenses. A reversal, if any, is made only to the extent the investment is restored to its original cost.

(b) Investments in associates and joint ventures

Investments in associates and joint ventures are accounted for using the equity method when preparing the consolidated financial statements (Note 2.5).

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Investments (continued)

(c) Investments in other entities

Investments in other entities are investments in equity instruments of other entities without controlling rights or co-controlling rights, or without significant influence over investee. These investments are initially recorded at cost. Subsequently, the Board of Management reviews all outstanding investments to determine the amount of provision to recognise at the year end.

Provision for investments in other entities is made when there is a diminution in value of the investments at the year end. Regarding investments in listed shares or the investments whose fair value can be determined reliably, the provision for diminution in value is made when the cost is higher than the market value. For other investments, provision for diminution in value is made when the entities make losses, except when the loss was anticipated by the Board of Management before date of investment. Changes in the provision balance during the accounting fiscal year are recorded as an increase or decrease in financial expenses. A reversal, if any, is made only to the extent the investment is restored to its original cost.

2.11 Lendings

Lendings are loans for interest earning granted under agreements among parties but not being traded as securities.

Lendings are initially recognised at cost. Subsequently, the Board of Management reviews all outstanding amounts to determine the amount of provision to recognise at the year end. Provision for doubtful lending is made for each lending based on overdue days in payment of principals according to the initial payment commitment (exclusive of the payment rescheduling between parties), or based on the expected loss that may arise. Changes in the provision balance during the accounting period/fiscal year are recorded as an increase or decrease in financial expenses. A reversal, if any, is made only to the extent the investment is restored to its original cost.

Lendings are classified into short-term and long-term lending on the consolidated balance sheet based on the remaining term at the consolidated balance sheet date.

2.12 Business cooperation contract

A business cooperation contract ("BCC") is a cooperation contract between the Group and other parties to carry out specific business activities without establishing a new legal entity. These activities are controlled by one of the parties. The BCC states that each party is entitled to profits when the BCC is profitable and is required to bear losses when the BCC is loss making, in substance, the BCC parties share revenues and expense because each party can jointly control the operation and cash flows of the BCC.

(i)

When the Group is in charge of accounting and tax finalisation, the Group is required to recognise the entire revenue and expenses arising from the BCC, and then allocate the proportionate shares of revenue and expenses to the other parties.

(ii)

When the Group is not in charge of accounting and tax finalisation, the Group accounts for its proportionate share of revenue and expenses from the BCC.

2.13 Fixed assets

Tangible and intangible fixed assets

Fixed assets are stated at historical cost less accumulated depreciation or amortisation. Historical cost includes any expenditure that is directly attributable to the acquisition of the fixed assets bringing them to a suitable conditions for their intended use. Expenditure incurred subsequently which has resulted in an increase in the future economic benefits expected to be obtained from the use of fixed assets, can be capitalised as an additional historical cost. Otherwise, they are charged to the consolidated income statement when incurred.

Depreciation and amortisation

Fixed assets are depreciated/amortised using the straight-line method so as to write off the historical cost of the fixed assets over their estimated useful lives. The estimated useful lives of each asset class are as follows:

Buildings	5 – 50 years
Plants and machinery	3 – 10 years
Motor vehicles	2 – 10 years
Office equipment	2 – 8 years
Software	2 – 10 years
Brand name and Trademark	3 years
Others	3 – 4 years

Land use rights with indefinite useful life are recorded at historical cost and are not depreciated.

Disposals

Gains or losses on disposals are determined by comparing net disposal proceeds with the carrying amount of the fixed assets and are recognised as income or expense in the consolidated income statement..

Construction in progress

Construction in progress represents the cost of assets in the course of construction for production, rental or administrative purposes, or for purposes not yet determined including software development; designing fees and construction costs of show house and office. Depreciation of these assets, on the same basis as other fixed assets, commences when the assets are ready for their intended use.

2.14 Leased assets

Leases of property, plant and equipment where the lessor has transferred the ownership at the end of the lease period, and transferred substantially the risks and rewards, are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of leased assets or the present value of the minimum lease payments. Each lease payment is seperated between the liability and finance charges so as to achieve a constant rate on the outstanding finance lease balance. The corresponding rental obligations, net of finance charge, are included in long-term borrowings. The interest element of the finance cost is charged to the income statement over the lease period. The property, plant and equipment acquired under finance leasing contracts are depreciated under the straight-line method over the shorter of the estimated useful life of the assets or the lease term. However, if there is reasonable certainty that the lessee will obtain ownership by the end of the lease term, depreciation is calculated over the estimated useful life of the assets.

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Investment properties

The historical cost of an investment property represents the amount of cash or cash equivalents paid or the fair value of other consideration given to acquire the investment property at the time of its acquisition or completion of construction. Expenditure incurred subsequently which has resulted in an increase in the expected future economic benefits from the use of investment properties can be capitalised as an additional historical cost. Otherwise, they are charged to the consolidated income statement when incurred.

Depreciation and amortisation

Investment properties are depreciated under the straight-line method to write off the historical cost of the assets over their estimated useful lives. The estimated useful lives of the investment properties are as follows:

Buildings	6 – 50 years
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Land use rights with indefinite useful life is recorded at historical cost and is not amortised.

According to the guidance of Circular No. 200/2014/TT-BTC ("Circular 200") dated 22 December 2014, since 1 January 2015, investment properties held for price appreciation are not depreciated. A reduction in value of investment properties held for price appreciation is recognised when there is objective evidence of the reduction in the value of investment properties compared to the market price and an allowance can be estimated reliably. Changes in the impairment balance during the accounting period/fiscal year are recorded as an increase or decrease in cost of goods sold and services rendered. A reversal, if any, is made only to the extent the investment properties is restored to its original cost.

Disposals

Gains or losses on disposals are determined by comparing net disposal proceeds with the carrying amount of investment properties and are recognised as income or expense in the consolidated income statement.

2.16 Prepaid expenses

Prepaid expenses include short-term and long-term prepayments on the consolidated balance sheet and are mainly sales commission, prepaid bond issuance costs, tools and equipment already put to use. Prepaid expenses are recorded at historical cost and allocated to expenses on the straight line basis over estimated useful lives, except for sales commissions which are allocated to expenses on the basis of matching with revenue recorded when the Group has handed over significant risks and rewards of ownership to the buyers.

2.17 Payables

Classifications of payables are based on the nature of economic transactions occurred:

- Trade accounts payable are trade payables arising from purchase of goods and services;
- Other payables are non-trade payables, and payables not relating to purchases of goods and services.

Payables are classified into long-term and short-term payables on the consolidated balance sheet based on remaining period from the consolidated balance sheet date to the maturity date.

2.18 Accrued expenses

Accrued expenses include liabilities for goods and services received in the period but not yet paid due to pending invoice or sufficient records and documents. Accrued expenses are recorded as an expense in the reporting period.

2.19 Borrowings and finance lease liabilities

Borrowings and finance lease liabilities include borrowings and finance leases from banks, financial institutions, financial companies and other entities.

Borrowings and finance lease liabilities are classified into long-term and short-term borrowings and finance lease liabilities on the consolidated balance sheet based on remaining period from the balance sheet date to the maturity date.

Borrowing costs that are directly attributable to the construction or production of any qualifying assets are capitalised during the period of time that is required to complete and prepare the asset for its intended use. In respect of general-purpose borrowings, a portion of which used for the purpose of construction or production of any qualifying assets, the Group determines the amount of borrowing costs eligible for capitalisation by applying a capitalisation rate to the weighted average expenditure on that assets. The capitalisation rate is the weighted average of the interest rates applicable to the Group's borrowings that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. Other borrowing costs are recognised in the consolidated income statement when incurred.

2.20 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provision is not recognised for future operating losses.

Provisions are measured at the expenditures expected to be required to settle the obligation. If the time value of money is material, provision will be measured at the present value using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a financial expense. Changes in the provision balance during the accounting fiscal year are recorded as an increase or decrease in operating expenses.

2.21 Provision for severance allowances

In accordance with Vietnamese labour laws, employees of the Group who have worked regularly for full 12 months or longer, are entitled to a severance allowance. The working period used for the calculation of severance allowance is the period during which the employee actually works for the Group less the period during which the employee participates the unemployment insurance scheme in accordance with the labour regulations and the working period for which the employee has received severance allowance from the Group.

The severance allowance is accrued at the end of the reporting period, on the basis that a half of an average monthly salary per each working year. The average monthly salary used for calculating the severance allowance is the employee contract's average salary for the six-month period prior to the consolidated balance sheet date.

This allowance will be paid as a lump sum when the employees terminate their labour contracts in according with current regulations.

2.22 Unearned revenue

Unearned revenue mainly comprises the amounts that customers have paid in advance for one or many accounting periods leased The Group records unearned revenue for the future obligations that the Group has to fulfill. Once recognition criteria have been satisfied, unearned revenue will be recognised as revenue in the income statement to the extent that it has met the recognition criteria.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Convertible bonds

Convertible bonds are bonds that may be converted into ordinary shares of the same issuer under the conditions identified in the bond issuance plan.

At initial recognition, the Group calculates and determines separately the value of the debt component and equity component of convertible bonds using the effective interest rate method. The debt component of convertible bonds is recorded as a liability; equity component (share options) of convertible bonds is recorded as an owners' equity item. Subsequently, the Group records bond interest using the effective interest rate. The costs of issuing convertible bonds are deducted to the bond's liability component and allocated to financial expenses/capitalised on straight line basis.

At maturity, the equity component which is a share option is transferred to the share premium account regardless whether the bond holder exercised the option or not.

2.24 Capital

Contributed capital of the shareholders is recorded according to the actual amounts contributed. Contributions from owners are recorded according to par value of the share.

Share premium is the difference between the par value and the issue price of shares and the difference between the repurchase price and re-issuing price of treasury shares.

Share conversion options on bonds is the value of the equity component of the convertible bonds at the reporting date. The value is defined as the difference between the total sums received from the issuance of convertible bonds and the value of the debt component of convertible bonds. At initial recognition, the value of share conversion options on bonds is recorded separately in owners' capital. At the bond maturity, this option is transferred to share premium.

Undistributed earnings record the Group's results (profit or loss) after BIT at the reporting date.

2.25 Appropriation of profit

The Group's dividends are recognised as a liability in the consolidated financial statements in the period in which the dividends are approved by the General Meeting of shareholders.

Profit after BIT could be distributed to shareholders after approval at General Meeting of shareholders, and after appropriation to other funds in accordance with the Company's charter and Vietnamese regulations.

The Group's funds are as below:

Bonus and welfare fund

Bonus and welfare fund is appropriated from the Group's profit after BIT as proposed by the Board of Directors and subject to the shareholders' approval at the Annual General Meeting. This fund is presented as a liability on the consolidated balance sheet. This fund is set aside for rewarding, increasing general benefits and improving the welfare for officers and employees.

2.26 Revenue recognition

(a) Revenue from real estate sale

Revenue from real estate sale is recognised in the consolidated income statement when all five (5) following conditions are satisfied:

- The real estate asset has been completed, and the Group has transferred to the buyer the significant risks and rewards of ownership of the real estate asset;
- The Group no longer holds the right to manage the real estate asset as the real estate's owner nor the right to control the real estate asset;

- The amount of revenue can be measured reliably;
- The Group has received or entitled to receive economic benefits from the sale of the real estate asset; and
- The costs incurred or to be incurred in respect of the real estate asset can be measured reliably

(b) Revenue from rendering of services

Revenue from rendering of services is recognised in the consolidated income statement when the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. Revenue from rendering of services is only recognised when all four (4) following conditions are satisfied:

- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Group;
- The percentage of completion of the transaction at the consolidated balance sheet date can be measured reliably; and
- The costs incurred for the transaction and the costs to complete the transaction can be measured reliably

(c) Interest income

Interest income is recognised on an earned basis.

(d) Dividends income

Income from dividends is recognised when the Group has established the receiving right from investees.

2.27 Sales deductions

Sales deductions include trade discounts, sales returns and allowances. Sales deductions incurred in the same period of the related revenue from sales of products, goods and rendering of services are recorded as deduction of revenue of that period.

Sales deductions for sales of products, goods or rendering of services which are sold in the period but are incurred after the balance sheet date but before the issuance of the consolidated financial statements are recorded as deduction of revenue of the year.

2.28 Cost of goods sold and services rendered

Cost of goods sold or cost of services are cost of finished goods, merchandises, materials sold or services rendered during the year, and recorded on the basis of matching with revenue and on a prudence basis.

2.29 Financial expenses

Finance expenses are expenses incurred in the period for financial activities including expenses of lending and borrowing, expenses or losses relating to financial activities and bond issuance; losses incurred on selling foreign currencies; losses from foreign exchange differences; and payment discounts.

2.30 Selling expenses

Selling expenses represent expenses that are incurred in process of selling products, goods and providing services, which mainly include publicity, promotions, advertising expenses, sale commissions.

2.31 General and administration expenses

General and administration expenses represent expenses for administrative purposes which mainly include salary expenses of administrative; social insurance, health insurance, trade union fees, unemployment insurance of administrative staff; expenses of office materials; tools and supplies; depreciation of fixed assets used for administration; provision for bad debts; utilities; and other expenses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.32 Current and deferred income tax

Income taxes include all income taxes which are based on taxable profits including profits generated from production and trading activities in other countries with which the Socialist Republic of Vietnam has not signed any double taxation agreement. Income tax expense comprises current tax expense and deferred tax expense.

Current income tax is the amount of income taxes payable or recoverable in respect of the current year taxable profits and at the current year tax rates. Current and deferred tax should be recognised as an income or an expense and included in the profit or loss of the period, except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, directly in equity.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of occurrence affects neither the accounting nor the taxable profit or loss. Deferred income tax is determined at the tax rates that are expected to apply to the financial year when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted by the consolidated balance sheet date

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised..

2.33 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Group, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Group. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group, key management personnel, including directors of the Group and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering of related party relationship, the Group considers the substance of the relationship not merely the legal form.

2.34 Segment reporting

A segment is a component which can be separated by the Group engaged in providing products or services (business segment), or providing products or services within a particular economic environment (geographical segment). Each segment is subject to risks and returns that are different from those of other segments. A reportable segment is the Group's business segment or the Group's geographical segment.

Segment reporting is prepared and presented in accordance with accounting policies applied to the preparation and presentation of the Group's consolidated financial statements in order to help users of consolidated financial statements understand and evaluate the Group's operations in a comprehensive way.

2.35 Accounting estimates

The preparation of the consolidated financial statements in conformity with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated financial statements requires the Board of Management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the financial year.

The areas involving significant estimates and assumptions are as follows:

- Fair value of net asset at acquisition date in business combination;
- Provision for decline in value of inventories and provision for long-term liabilities;
- Accrued expenses.

Such estimates and assumptions are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

3 BUSINESS COMBINATION

3.1 Acquisition during the year

(a) Acquisition of a group of companies: Truong Tay Real Estate Investment Joint Stock Company ("Truong Tay") and Dat Viet Development Joint Stock Company ("Dat Viet")

On 8 January 2019, the Group completed the acquisition of 99.97% interest in Truong Tay with a consideration of VND2,535,002,901,000. Through this acquisition, the Group also controlled Dat Viet because Truong Tay held 50.18% interest in Dat Viet, and previously the Group had owned 49.50% in Dat Viet.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	457,548,753,233
Short-term prepayments to suppliers	16,612,576,720
Other short-term receivables	658,493,288
Inventories	4,873,984,171,543
Other assets	15,461,347,274
	5,364,265,342,058
Liabilities	
Liabilities	1,234,609,672,568
Deferred tax liabilities	432,805,796,437
	1,667,415,469,005
Total identifiable net assets	3,696,849,873,053
Goodwill from business combination	890,051,372,955
Non-controlling interests	(12,009,910,165)
Purchase consideration transferred	4,574,891,335,843
First consideration which was measured at equity method at the control date	2,025,100,993,856
Revaluation of the investments in associate at the acquisition date	14,787,440,987
Second consideration at the acquisition date	2,535,002,901,000
Cash acquired	(457,548,753,233)
Accumulated profit after tax shared from associate	(1,025,082,993,856)
Net cash outflow on acquisition	3,077,472,147,767

3 BUSINESS COMBINATION (continued)

3.1 Acquisition during the year (continued)

The goodwill of VND890,051,372,955 arising from the acquisition consists largely of the synergies and economies of scale expected from combining the operations of the Group and Dat Viet, Truong Tay. Net cash outflow on acquisition includes VND1,000,018,000,000 paid in 2018 and VND2,077,454,147,767 paid in 2019.

(b) Acquisition of Aqua City Company Limited ("Aqua City")

On 28 May 2019, the Group completed the acquisition of 69.87% interest in Aqua City with a consideration of VND2,234,786,116,813.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	57,407,001
Short-term prepayments to suppliers	14,866,786,928
Other short-term receivables	82,750,000
Inventories	3,642,894,592,897
Other assets	24,743,211,841
	3,682,644,748,667
Liabilities	
Liabilities	286,188,969,156
Deferred tax liabilities	519,746,860,251
	805,935,829,407
Total identifiable net assets	2,876,708,919,260
Goodwill from business combination	220,668,749,763
Non-controlling interests	(862,591,552,210)
Purchase consideration transferred	2,234,786,116,813
Cash acquired	(57,407,001)
Net cash outflow on acquisition	2,234,728,709,812

The goodwill of VND220,668,749,763 arising from the acquisition consists largely of the synergies and economies of scale expected from combining the operations of the Group and Aqua City.

(c) Acquisition of Huynh Gia Huy Joint Stock Company ("Huynh Gia Huy")

On 17 June 2019, the Group completed the acquisition of 99.98% interest in Huynh Gia Huy with a consideration of VND383,500,000,000.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	238,535,024
Short-term prepayments to suppliers	13,013,616,268
Other short-term receivables	173,088,152,000
Inventories	589,601,921,255
Other assets	8,406,736,701
	784,348,961,248
Liabilities	
Liabilities	19,604,361,277
Deferred tax liabilities	109,672,021,624
	129,276,382,901
Total identifiable net assets	655,072,578,347
Gain on bargain purchase	(271,440,903,792)
Non-controlling interests	(131,674,555)
Purchase consideration transferred	383,500,000,000
Cash acquired	(238,535,024)
Net cash outflow on acquisition	383,261,464,976

Gain on bargain purchase represents the excess of the fair value of the Group's share of the net identifiable assets of the acquired subsidiary over the purchase consideration transferred at the date of acquisition.

3 BUSINESS COMBINATION (continued)

(d) Acquisition during the year (continued)

Acquisition of a group of companies: 38 Real Estate Investment and Trading Joint Stock Company ("38 Real Estate"), Hoa Thang Tourism Service Joint Stock Company ("Hoa Thang") and Thu Minh Nguyen Investment Joint Stock Company ("Thu Minh Nguyen")

On 25 June 2019, the Group completed the acquisition of 99.99% interest in 38 Real Estate with a consideration of VND1,625,000,000,000. Through this acquisition, the Group also controlled Hoa Thang and Thu Minh Nguyen because 38 Real Estate held 95.80% interest in Hoa Thang, and held 96.15% interest in Thu Minh Nguyen.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	727,022,761
Short-term receivables	787,403,085,820
Inventories	1,275,384,363,910
Long-term receivables	864,000,000,000
Other current assets	160,441,400
	2,927,674,913,891
Liabilities	
Liabilities	396,787,439,348
Deferred tax liabilities	243,591,720,138
	640,379,159,486
Total identifiable net assets	2,287,295,754,405
Gain on bargain purchase	(589,413,656,409)
Non-controlling interests	(72,882,097,996)
Purchase consideration transferred	1,625,000,000,000
Cash acquired	(727,022,761)
Net cash outflow on acquisition	1,624,272,977,239

Gain on bargain purchase represents the excess of the fair value of the Group's share of the net identifiable assets of the acquired subsidiary over the purchase consideration transferred at the date of acquisition.

(e) Acquisition of a group of companies: Khanh An Real Estate Investment and Development Joint Stock Company ("Khanh An") and Carava Resort Company Limited ("Carava Resort")

On 27 June 2019, the Group completed the acquisition of 97.99% interest in Khanh An with a consideration of VND727,900,000,000. Through this acquisition, the Group also controlled Carava Resort because Khanh An held 99.98% interest in Carava Resort.

This business combination impacts to the net assets of the Group at the contribution date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	13,402,143,534
Short-term prepayments to suppliers	22,801,002,878
Short-term lending	76,000,000,000
Other short-term receivables	211,101,759,718
Inventories	910,029,521,890
Other assets	19,154,382,783
	1,252,488,810,803
Liabilities	
Liabilities	286,677,639,559
Deferred tax liabilities	148,119,490,856
	434,797,130,415
Total identifiable net assets	817,691,680,388
Gain on bargain purchase	(87,725,579,836)
Non-controlling interests	(2,066,100,552)
Purchase consideration transferred	727,900,000,000
Cash acquired	(13,402,143,534)
Net cash outflow on acquisition	714,497,856,466

Gain on bargain purchase represents the excess of the fair value of the Group's share of the net identifiable assets of the acquired subsidiary over the purchase consideration transferred at the date of acquisition.

3 BUSINESS COMBINATION (continued)

3.1 Acquisition during the year (continued)

(f) Acquisition of a group of companies: Van Phat Investment Development Real Estate Joint Stock Company ("Van Phat"), The Forest City Company Limited ("Forest City")

On 20 September 2019, the Group completed the acquisition of additional 48.99% in Van Phat with a consideration of VND324,934,000,000. Through this transaction, the Group obtained 97.99% interest in Van Phat because the Group had previously owned 49% in Van Phat. Moreover, through this transaction the Group also controlled Forest City because Van Phat held 99.90% interest in Forest City.

This business combination impacts to the net assets of the Group at the contribution date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	7,701,090,616
Short-term receivables	7,563,734,003
Inventories	1,436,025,622,283
Other assets	18,450,345,882
	1,469,740,792,784
Liabilities	
Liabilities	48,520,764,396
Deferred tax liabilities	266,705,190,695
	315,225,955,091
Total identifiable net assets	1,154,514,837,693
Gain on bargain purchase	(240,072,977,824)
Non-controlling interests	(24,360,953,500)
Purchase consideration transferred	890,080,906,369
First consideration which measured at equity method at the ontrol date	263,997,262,083
Revaluation of investment in associate at the acquisition date	301,149,644,286
Second consideration at the acquisition date	324,934,000,000
Cash acquired	(7,701,090,616)
Accumulated profit after tax shared from associate	10,485,737,917
Net cash outflow on acquisition	591,715,909,384

Gain on bargain purchase represents the excess of the fair value of the Group's share of the net identifiable assets of the acquired subsidiary over the purchase consideration transferred at the date of acquisition.

(g) Acquisition of a group of companies: Ngoc Uyen Investment and Real Estate Joint Stock Company ("Ngoc Uyen"), Bao Phuc Real Estate Company Limited ("Bao Phuc"), Nova Lexington Real Estate Joint Stock Company ("Nova Lexington"), KM Investment Group Company Limited ("KM") and Delta - Valley Binh Thuan Company Limited ("Delta Valley")

On 28 November 2019, the Group completed the acquisition of 99.99% interest in Ngoc Uyen with a consideration of VND3,949,568,382,000. Through this acquisition, the Group also controlled Bao Phuc, Nova Lexington, KM and Delta Valley because Ngoc Uyen held 99.99% interest in Bao Phuc, Bao Phuc held 99.94% interest in Nova Lexington, Nova Lexington held 99.90% in KM and KM held 99.99% interest in Delta Valley.

This business combination impacts to the net assets of the Group at the contribution date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	21,870,770,156
Short-term receivables	193,729,582,464
Inventories	10,794,410,933,260
Other assets	312,029,655,319
	11,322,040,941,199
Liabilities	
Liabilities	3,638,031,786,325
Deferred tax liabilities	1,771,414,604,634
	5,409,446,390,959
Total identifiable net assets	5,912,594,550,240
Gain on bargain purchase	(1,949,390,072,859)
Non-controlling interests	(13,636,095,381)
Purchase consideration transferred	3,949,568,382,000
Cash acquired	(21,870,770,156)
Net cash outflow on acquisition	3,927,697,611,844

Gain on bargain purchase represents the excess of the fair value of the Group's share of the net identifiable assets of the acquired subsidiary over the purchase consideration transferred at the date of acquisition.

3 BUSINESS COMBINATION (continued)

3.1 Acquisition during the year (continued)

(h) **Acquisition of a group of companies: Truong Thanh Real Estate Investment Joint Stock Company (“Truong Thanh”), Long Hung Phat Consulting Company Limited (“Long Hung Phat Consulting”) and Long Hung Phat Real Estate Investment Company Limited (“Long Hung Phat Real Estate”)**

On 24 December 2019, the Group completed the acquisition of additional 99.99% in Truong Thanh with a consideration of VND350,000,000,000. Through this transaction, the Group obtained the control in Long Hung Phat Consulting because Truong Thanh held 17.67% interest in Long Hung Phat Consulting and the Group had previously owned 48.96% in Long Hung Phat Consulting. Moreover, through this transaction the Group also controlled Long Hung Phat Real Estate because Long Hung Phat Consulting held 100% interest in Long Hung Phat Real Estate.

This business combination impacts to the net assets of the Group at the contribution date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	26,243,520,664
Short-term receivables	111,139,697,746
Inventories	2,773,313,896,364
Other assets	522,078,763
	2,911,219,193,537
Liabilities	
Liabilities	1,945,047,899,587
Deferred tax liabilities	74,190,354,119
	2,019,238,253,706
Total identifiable net assets	891,980,939,831
Goodwill	194,552,287,477
Non-controlling interests	(298,188,421,729)
Purchase consideration transferred	788,344,805,579
First consideration which measured at equity method at the control date	294,000,000,000
Revaluation of investment in associate at the acquisition date	144,344,805,579
Second consideration at the acquisition date	350,000,000,000
Cash acquired	(26,243,520,664)
Net cash outflow on acquisition	617,756,479,336

The goodwill of VND194,552,287,477 arising from the acquisition consists largely of the synergies and economies of scale expected from combining the operations of the Group and group of companies Truong Thanh, Long Hung Phat Consulting and Long Hung Phat Real Estate.

(i) **Acquisition of a group of companies: Thuan Phat Investment and Development Real Estate Joint Stock Company (“Thuan Phat”) and Cuu Long Real Estate Development and Investment Company Limited (“Cuu Long”)**

On 25 December 2019, the Group completed the acquisition of additional 99.98% in Thuan Phat with a consideration of VND760,000,000,000. Through this transaction, the Group obtained the control in Cuu Long because Thuan Phat held 96.9% interest in Cuu Long.

This business combination impacts to the net assets of the Group at the contribution date as follows:

Fair values recognised at acquisition date VND	
Assets	
Cash and cash equivalents	71,142,363,829
Short-term receivables	1,056,798,209,345
Inventories	1,546,357,995,789
Other assets	306,046,381,366
	2,980,344,950,329
Liabilities	
Liabilities	1,439,828,675,576
Deferred tax liabilities	191,481,416,981
	1,631,310,092,557
Total identifiable net assets	1,349,034,857,772
Gain on bargain purchase	(546,131,063,664)
Non-controlling interests	(42,903,794,108)
Purchase consideration transferred	760,000,000,000
Cash acquired	(71,142,363,829)
Net cash outflow on acquisition	688,857,636,171

Gain on bargain purchase represents the excess of the fair value of the Group’s share of the net identifiable assets of the acquired subsidiary over the purchase consideration transferred at the date of acquisition.

3.2 Disposal during the year

Disposal of No Va Land Company Limited (“No Va Land”)

On 25 November 2019, the Group disposed the entire equity interest in No Va Land with a total consideration of VND296,964,117,493. The gain of VND214,601,984,325 is the difference between the consideration and the carrying value of net assets transferred, was recognised in the consolidated income statement (Note 32).

4 CASH AND CASH EQUIVALENTS

	31.12.2019 VND	31.12.2018 VND (Restated)
Cash on hand	1,510,564,933	1,259,084,952
Cash in bank	1,949,615,039,318	7,582,686,661,793
Cash equivalents (*)	4,515,093,912,126	4,731,225,016,866
	6,466,219,516,377	12,315,170,763,611

(*) Cash equivalents are term deposits in Vietnamese Dong at commercial banks with original maturity of 3 months or less and earn an interest rate from 4.1% per annum to 6.0% per annum (as at 31 December 2018: from 2.0% per annum to 6.0% per annum).

As at 31 December 2019, cash and cash equivalents of VND714,591 million (as at 31 December 2018: VND754,343 million) were pledged as collateral assets for the bank loans and VND303,996 million (as at 31 December 2018: VND696,931million) were managed by bank under purpose of borrowings for each project.

5 INVESTMENTS

(a) Investments held-to-maturity

(i) Short-term

	31.12.2019		31.12.2018	
	Cost VND	Book value VND	Cost VND	Book value VND
Term deposits	466,222,941,609	466,222,941,609	95,691,805,879	95,691,805,879

Short-term deposits represent bank deposits in VND with original maturity of more than three months and not exceed twelve months at the commercial banks with interest rate from 6.2% per annum to 8.25% per annum (as at 31 December 2018: from 4.8% per annum to 8.2% per annum).

As at 31 December 2019, short term deposits of VND116,815 million (as at 31 December 2018: VND45,661 million) were pledged as collateral assets and no deposits (as at 31 December 2018: VND3,317 million) were managed by bank under purpose of borrowings for each project.

(ii) Long-term

	31.12.2019		31.12.2018	
	Cost VND	Book value VND	Cost VND	Book value VND
Term deposits	41,763,600,000	41,763,600,000	-	-

Long-term term deposits represent bank deposits in VND with the remaining term over twelve months at the commercial banks with interest rate at 7.5% per annum (as at 31 December 2018: nil).

As at 31 December 2019, long-term term deposits of VND41,764 million (as at 31 December 2018: nil) were pledged as collateral assets.

(b) Investments in associates

	31.12.2019			31.12.2018		
	Cost VND	Fair value VND	Provision VND	Book value VND (Restated)	Fair value VND (Restated)	Provision VND
Investments in associates	5,694,610,841,185	(*)	-	7,694,964,022,477	(*)	-

5 INVESTMENTS (continued)

(b) Investments in associates (continued)

Detail of investments in associates is as follows:

Name	Principal activity	31.12.2019			31.12.2018		
		Cost VND	Fair value VND	Provision VND	Book value VND (Restated)	Fair value VND (Restated)	Provision VND (Restated)
Thanh My Loi Joint Stock Company	Real estate trading	5,438,402,881,107	(*)	-	5,440,688,978,371	(*)	-
Nova SQN Investment Joint Stock Company (i)	Real estate trading	33,678,225,627	(*)	-	-	(*)	-
Ben Thanh Housing Service and Development Joint Stock Company	Real estate trading	71,625,904,472	(*)	-	68,903,452,997	(*)	-
234 Thanh My Loi Join Stock Company	Real estate trading	-	(*)	-	9,455,467,548	(*)	-
Sai Gon Electronics and Industrial Service Joint Stock Company	Electronic equipments, telecommunications trading	2,643,029,559	(*)	-	4,149,777,349	(*)	-
Dat Viet Development Joint Stock Company (ii)	Real estate trading	-	(*)	-	2,025,100,993,856	(*)	-
Sai Gon Golf Company Limited (Note 1(iv))	Real estate trading	148,260,800,420	(*)	-	146,665,352,356	(*)	-
		5,694,610,841,185	-	-	7,694,964,022,477	-	-

Movements of the investments in associates during the year were as follows:

	2019 VND	2018 VND (restated)
Beginning of year	7,694,964,022,477	1,193,152,123,720
Additional investments	604,283,000,000	1,341,481,075,000
Increase due to acquisition during the year	-	5,444,758,705,148
(Loss)/profit sharing from investments in associates	(9,578,783,868)	1,318,760,717,206
Transfers from associates to subsidiaries	(2,583,098,255,939)	(1,601,388,598,597)
Dissolution of associate	(9,559,141,485)	-
Dividends received from associates	(2,400,000,000)	(1,800,000,000)
End of year	5,694,610,841,185	7,694,964,022,477

(*) As at 31 December 2019 and 31 December 2018, the Group has not determined the fair value of these investments to disclose on the consolidated financial statements because they do not have listed prices and Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated financial statements do not provide detailed guidance on the methods to determine fair value. The fair value of such investments may be different from their book value.

(**)According to Decision No.12/2019-QD.HPT dated 30 August 2019, the Board of Directors of Nova Hospitality Joint Stock Company ("Nova Hospitality") approved the acquisition of 980,000 shares in Nova SQN Investment Joint Stock Company ("SQN") at the par value of VND9,800,000,000, accounting for 49% of the contributed capital in SQN. According to Decision No.14/2019-QD-HPT dated 24 September 2019, the Board of Directors of Nova Hospitality Joint Stock Company approved Nova Hospitality to buy an additional 2,600,000 shares issued by SQN, equivalent to VND26,000,000,000. After buying additional shares, the total contributed capital of Nova Hospitality at SQN is 3,580,000 shares with the total par value of VND35,800,000,000, accounting for 49.72% of the charter capital.

(***) As at 8 January 2019, Dat Viet became a subsidiary of the Group after the Group completed the acquisition of 99.97% interest in Truong Tay (Note 3.1(a)).

5 INVESTMENTS (continued)

(c) Investmens in other entities

Name	31.12.2019			31.12.2018		
	Cost VND	Fair value VND	Provision VND	Book value VN	Fair value VND	Provision VND
Investments in other entities	7,939,750,000	(*)	-	7,939,750,000	(*)	-

Detail of investments in other entities is as follows:

Name	Principal activity	31.12.2019			31.12.2018		
		Cost VND	Fair value VND	Provision VND	Book value VN	Fair value VND	Provision VND
Hue Travel Company Limited	Tourism services	7,939,750,000	(*)	-	7,939,750,000	(*)	-

(*) As at 31 December 2019 and 31 December 2018, the Group has not determined the fair value of these investments to disclose on the consolidated financial statements because they do not have listed prices and Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated financial statements do not provide detailed guidance on the methods to determine fair value. The fair value of such investments may be different from their book value.

Movements of the investments in other entities during the year are as follows:

	2019 VND	2018 VND
Beginning of year	7,939,750,000	-
Increase from subsidiary acquisition	-	7,939,750,000
End of year	7,939,750,000	7,939,750,000

6 SHORT-TERM TRADE ACCOUNTS RECEIVABLE

	31.12.2019 VND	31.12.2018 VND
Trade receivables from sales of real estate		
Third parties (*)	964,108,260,507	622,706,858,764
Related parties (Note 41(b))	35,399,461,270	40,173,876,488
Phải thu về cung cấp hàng hóa dịch vụ khác		
Third parties (*)	77,181,365,589	96,154,631,258
	1,076,689,087,366	759,035,366,510

(*) As at 31 December 2019 and 31 December 2018, there was no third party customer who has the balance accounting from 10% or more of the balance of short-term trade accounts receivable. Trade receivables from sales of real estate mainly included the receivables retained by customers and not yet paid until completion of transferring ownership certificate of real estate.

As at 31 December 2019 and 31 December 2018, the balances of short-term trade accounts receivable which were past due, amounting to VND10,263,645,778 are presented in Note 10.

7 SHORT-TERM PREPAYMENTS TO SUPPLIERS

	31.12.2019 VND	31.12.2018 VND (Trình bày lại)
Third parties		
Silver Field International Trading Company Limited	-	197,883,347,000
Sai Gon General Services Joint Stock Company	323,024,476,227	323,024,476,227
Sai Gon Coop Investment and Development Joint Stock Company	102,500,000,000	102,500,000,000
Others	408,380,616,420	800,038,875,291
	833,905,092,647	1,423,446,698,518

As at 31 December 2019 and 31 December 2018, there was no balance of short-term prepayments to suppliers which was past due or not past due but doubtful.

8 SHORT-TERM LENDING

	31.12.2019 VND	31.12.2018 VND
Third parties		
Third parties (*)	496,091,950,464	373,504,867,050
Related parties (Note 41(b))	272,629,003,300	57,149,003,300
	768,720,953,764	430,653,870,350

(*) These are the short-term lendings to third parties which are unsecured and earn interest at rate from 4.8% per annum to 18.0% per annum (as at 31 December 2018: from 5.0% per annum to 12.2% per annum). The maturity of these lendings are from 3 to 12 months.

As at 31 December 2019 and 31 December 2018, there was no balance of short-term lending which was past due or not past due but doubtful.

9 OTHER RECEIVABLES

(a) Short-term

Name	31.12.2019		31.12.2018	
	Cost VND	Provision VND	Cost VND (Restated)	Provision VND (Restated)
Deposits for the acquisition of lands for projects	1,276,727,461,500	-	-	-
Deposits for the acquisition of shares (*)	475,200,461,660	-	702,640,000,000	-
Receivables relating to Saigon Golf (**)	388,560,000,000	-	1,034,004,132,075	-
Advances for projects	379,741,687,575	-	342,471,627,467	-
Deposits for projects	98,839,134,192	-	106,874,918,392	-
Project development and investment co-operation (***)	53,219,000,000	-	53,219,000,000	-
Interest receivable from deposits, lending and investment co-operation	103,019,159,618	-	85,134,153,924	-
Deposits for investment consultancy service agreement	-	-	273,253,992,251	-
Others	449,694,492,900	-	421,059,522,442	-
	3,225,001,397,445	-	3,018,657,346,551	-

In which, the balances with related parties and third parties were as follows:

	31.12.2019		31.12.2018	
	Cost VND	Provision VND	Cost VND (Restated)	Provision VND (Restated)
Third parties	2,770,959,941,152	-	2,558,570,085,336	-
Related parties (Note 41(b))	454,041,456,293	-	460,087,261,215	-
	3,225,001,397,445	-	3,018,657,346,551	-

(*) These deposits for share acquisition of companies which the Group is investing, these deposits will be recognised as investments in subsidiaries or associates when the Group completes share transfers.

(**) These are receivables according to Cancellation Agreement of the Capital transfer contract with an amount of VND645,444,132,075 and a return of the additional capital contributed to Saigon Golf of VND388,560,000,000. During 2019, the Group has received an amount of VND645,444,132,075.

(***) This balance represents project development and investment co-operation with partners. These amounts will be repaid in full to the Group at the end of the projects. The Group will receive profits at the end of the projects in accordance with agreed sharing ratio in the agreement.

(b)

Long-term

	31.12.2019		31.12.2018	
	Cost VND	Provision VND	Cost VND	Provision VND
Deposits for projects (*)	215,973,712,452	-	131,810,982,000	-
Project development and investment co-operation	124,221,000,000	-	46,000,000,000	-
Others	30,544,354,296	-	77,592,914,052	-
	370,739,066,748	-	255,403,896,052	-

(*) This balance represents long-term deposit at the Department of Planning and Investment as an amount guaranteed for performing projects.

In which, the balances with related parties and third parties were as follows:

	31.12.2019		31.12.2018	
	Cost VND	Provision VND	Cost VND	Provision VND
Third parties	365,056,749,293	-	203,721,578,597	-
Related parties (Note 41(b))	5,682,317,455	-	51,682,317,455	-
	370,739,066,748	-	255,403,896,052	-

As at 31 December 2019 and 31 December 2018, there was no balance of other short-term and long-term receivables which was past due or not past due but doubtful.

10 DOUBTFUL DEBTS

	31.12.2019				31.12.2018			
	Cost VND	Recoverable amount VND	Provision VND	Number of overdue days (Day)	Cost VND	Recoverable amount VND	Provision VND	Number of overdue days (Day)
Short-term trade receivables which were past due								
Hoang Phuc House Construction Development Investment Company Limited	10,263,645,778	-	10,263,645,778	1505	10,263,645,778	-	10,263,645,778	1140

11 INVENTORIES

(a) Inventories

	31.12.2019		31.12.2018	
	Cost VND	Provision VND	Cost VND (Restated)	Provision VND
Properties under construction (i)	51,233,696,639,571	-	19,096,666,088,142	-
Finished properties (ii)	5,834,252,601,525	(3,643,929,970)	11,871,883,992,461	(5,867,148,345)
Property merchandises	134,544,508,215	-	155,096,506,823	(1,711,899,581)
Other goods	6,943,380,879	-	6,819,609,042	-
	57,209,437,130,190	(3,643,929,970)	31,130,466,196,468	(7,579,047,926)
Provision for decline in value of inventories	(3,643,929,970)		(7,579,047,926)	
	57,205,793,200,220		31,122,887,148,542	

Movements in the provision for decline in value of inventories during the year are as follows:

	2019 VND	2018 VND
Beginning of year	(7,579,047,926)	(7,521,680,252)
Increase	-	(3,792,850,224)
Reversal	3,935,117,956	3,735,482,550
End of year	(3,643,929,970)	(7,579,047,926)

- (i)

As at 31 December 2019, the properties in construction progress mainly include land costs, consulting and designing fees, construction costs and other costs relating to the projects.
- (ii)

As at 31 December 2019, the balance presents the properties in construction completion for sale.

As at 31 December 2019, the Group's inventories of VND14,969,163 million (as at 31 December 2018: VND7,404,683 million) were pledged as collateral assets for borrowings.

Total interest expenses capitalised into value of inventories during the year ended 31 December 2019 was VND1,410,659 million (year ended 31 December 2018: VND684,531 million).

11 INVENTORIES (continued)

(b) Long-term work in progress

The balance represents the value of properties in construction progress of projects located in Ho Chi Minh City. These projects are in progress of completing the paper works.

12 PREPAID EXPENSES

(a) Short-term

	31.12.2019 VND	31.12.2018 VND (Restated)
Tools and equipment	2,654,165,805	2,857,427,925
Prepaid interest expenses	-	27,597,380,840
Other deferred expenses	72,826,173,364	103,445,974,854
	75,480,339,169	133,900,783,619

(b) Long-term

	31.12.2019 VND	31.12.2018 VND
Prepayment expenses for office and rental property renovation	72,207,090,994	82,749,424,868
Deferred expenses in accordance with revenue	53,464,458,773	86,735,761,736
Compensation cost for land clearance	41,881,487,734	42,449,725,618
Tools and equipment	13,645,182,869	1,935,214,411
Prepayment expenses for parking lot	-	114,578,565,290
Other deferred expenses	81,601,646,473	85,666,335,635
	262,799,866,843	414,115,027,558

Movements in long-term prepaid expenses during the year are as follows:

	2019 VND	2018 VND
Beginning of year	414,115,027,558	449,352,171,677
Purchase	206,913,430,452	182,961,420,973
Transfers from construction in progress (Note 16)	-	58,419,635,995
Change from acquisition of subsidiaries	(99,318,908,130)	121,994,349
Allocation	(258,909,683,037)	(276,740,195,436)
End of year	262,799,866,843	414,115,027,558



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13 TANGIBLE FIXED ASSETS

	Buildings VND	Plants and machinery VND	Motor vehicles VND	Office, equipment, VND	Other fixed assets VND	Total VND
Historical cost						
As at 1 January 2019 (Restated)	653,476,267,623	16,025,696,657	135,088,324,591	33,694,081,027	341,609,091	838,625,978,989
New purchases	1,694,313,348	3,441,833,574	8,089,840,182	10,603,870,579	-	23,829,857,683
Transfers from construction in progress (Note 16)	25,229,038,713	10,914,220,240	-	-	-	36,143,258,953
Increase from acquisition of subsidiaries	9,384,980,781	8,226,923,462	4,105,493,211	2,504,247,880	-	24,221,645,334
Disposal	(354,000,000)	-	(15,166,727,273)	-	(124,000,000)	(15,644,727,273)
As at 31 December 2019	689,430,600,465	38,608,673,933	132,116,930,711	46,802,199,486	217,609,091	907,176,013,686
Accumulated depreciation						
As at 1 January 2019 (Restated)	(98,225,199,652)	(12,571,042,626)	(35,491,319,061)	(17,707,740,779)	(323,156,800)	(164,318,458,918)
Charge for the year	(17,841,730,216)	(1,622,111,804)	(17,768,325,175)	(6,464,832,569)	(11,654,078)	(43,708,653,842)
Increase from acquisition of subsidiaries	(3,211,767,187)	(406,565,658)	(626,314,972)	(2,254,415,912)	-	(6,499,063,729)
Disposals	354,000,000	-	5,288,237,408	-	124,000,000	5,766,237,408
As at 31 December 2019	(118,924,697,055)	(14,599,720,088)	(48,597,721,800)	(26,426,989,260)	(210,810,878)	(208,759,939,081)
Net book value						
As at 1 January 2019 (Restated)	555,251,067,971	3,454,654,031	99,597,005,530	15,986,340,248	18,452,291	674,307,520,071
As at 31 December 2019	570,505,903,410	24,008,953,845	83,519,208,911	20,375,210,226	6,798,213	698,416,074,605

Historical cost of fully depreciated tangible fixed assets but still in use as at 31 December 2019 was VND36,025 million (as at 31 December 2018: VND26,554 million).

Tangible fixed assets pledged as security for the borrowings granted to the Group was VND424,886 million (as at 31 December 2018: nil).

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14 INTANGIBLE FIXED ASSETS

	Land use rights VND	Brand name and Trademark VND	Software VND	Total VND
Historical cost				
As at 1 January 2019 (Restated)	68,582,465,587	30,000,000	23,202,334,010	91,814,799,597
Additions	-	-	11,093,259,845	11,093,259,845
Transfers from construction in progress (Note 16)	119,702,360	-	65,643,483,220	65,763,185,580
Increase from acquisition of subsidiaries	-	-	35,585,000	35,585,000
As at 31 December 2019	68,702,167,947	30,000,000	99,974,662,075	168,706,830,022
Accumulated amortisation				
As at 1 January 2019 (Restated)	-	(30,000,000)	(10,241,886,780)	(10,271,886,780)
Charge for the year	-	-	(16,770,879,742)	(16,770,879,742)
Increase from acquisition of subsidiaries	-	-	(35,585,000)	(35,585,000)
As at 31 December 2019	-	(30,000,000)	(27,048,351,522)	(27,078,351,522)
Net book value				
As at 1 January 2019 (Restated)		-	12,960,447,230	81,542,912,817
As at 31 December 2019	68,702,167,947	-	72,926,310,553	141,628,478,500

Historical cost of fully depreciated tangible fixed assets but still in use as at 31 December 2019 was VND10,304 million (as at 31 December 2018: VND2,951 million).

Intangible fixed assets pledged as security for the borrowings granted to the Group was VND33,822 million (as at 31 December 2018: nil).

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15 INVESTMENT PROPERTIES

	Land use rights VND	Buildings VND	Total VND
Historical cost			
As at 1 January 2019	1,080,322,321,985	2,119,133,997,514	3,199,456,319,499
Transfers from construction in progress (Note 16)	-	5,950,477,083	5,950,477,083
Transfers from inventories	-	744,375,307,588	744,375,307,588
Increase from acquisition of subsidiaries	-	178,628,541,211	178,628,541,211
Transfers to inventories	-	(37,195,313,098)	(37,195,313,098)
Decrease due to divestment of subsidiaries	(74,272,375,621)	(21,400,470)	(74,293,776,091)
Other decrease	-	(5,012,499,521)	(5,012,499,521)
As at 31 December 2019	1,006,049,946,364	3,005,859,110,307	4,011,909,056,671
Accumulated amortisation			
As at 1 January 2019	-	(142,670,962,782)	(142,670,962,782)
Charge for the year	-	(53,548,692,375)	(53,548,692,375)
Transfers to inventories	-	3,779,703,034	3,779,703,034
Disposal	-	30,819,394	30,819,394
Increase from acquisition of subsidiaries	-	(21,079,753,576)	(21,079,753,576)
Decrease due to divestment	-	21,400,470	21,400,470
As at 31 December 2019	-	(213,467,485,835)	(213,467,485,835)
Net book value			
As at 1 January 2019	1,080,322,321,985	1,976,463,034,732	3,056,785,356,717
As at 31 December 2019	1,006,049,946,364	2,792,391,624,472	3,798,441,570,836

Investment properties are mainly for leases. As at 31 December 2019, investment properties with a carrying value of VND2,229,357 million (as at 31 December 2018: VND2,169,471 million) were pledged with banks as security for short-term and long-term borrowings granted to the Group.

16 CONSTRUCTION IN PROGRESS

	31.12.2019 VND	31.12.2018 VND
Projects in construction progress	464,785,187,965	112,501,193,888
Purchase of assets	140,155,939,740	111,143,618,459
Office repairs and maintenance	17,767,992,676	19,493,162,674
Showhouses	42,431,128,278	2,303,440,369
Others	2,952,296,769	2,775,976,769
	668,092,545,428	248,217,392,159

Movements in the construction in progress during the year are as follows:

	2019 VND	2018 VND
Beginning of year	248,217,392,159	136,896,442,364
Increases	537,087,011,700	686,555,734,213
Transfers to fixed assets (Note 13)	(36,143,258,953)	(476,791,120,805)
Transfers to intangible fixed assets (Note 14)	(65,763,185,580)	(39,314,579,203)
Transfers to investment properties (Note 15)	(5,950,477,083)	-
Transfers to long-term prepaid expenses (Note 12(b))	-	(58,419,635,995)
Transfers to short-term prepaid expenses	-	(314,370,291)
Other decreases	(9,354,936,815)	(395,078,124)
End of the year	668,092,545,428	248,217,392,159

17 GOODWILL

Movements in goodwill during the year are as follows:

	2019 VND	2018 VND (Restated)
Beginning of year	6,355,909,039,839	2,265,883,994,496
Increases (*)	1,305,272,410,195	4,556,626,494,260
Decrease from disposal of subsidiaries	-	(55,496,126,738)
Allocation (Note 36)	(819,723,509,670)	(411,105,322,179)
End of year	6,841,457,940,364	6,355,909,039,839

(*) Details of goodwill arising from business combinations during the year and estimated allocation period are as below:

	Goodwill VND	Allocation period (Year)
Group of companies: Truong Tay Real Estate Investment Joint Stock Company and Dat Viet Development Joint Stock Company	890,051,372,955	10
Aqua City Company Limited	220,668,749,763	10
Group of companies: Truong Thanh Real Estate Investment Joint Stock Company, Long Hung Phat Consulting Company Limited and Long Hung Phat Real Estate Investment Company Limited	194,552,287,477	10
	1,305,272,410,195	

Details of goodwill arising from business combinations are presented in Note 3.

18 SHORT-TERM TRADE ACCOUNTS PAYABLE

	31.12.2019		31.12.2018	
	Value VND	Able-to-pay amount VND	Value VND (Restated)	Able-to-pay amount VND (Restated)
Third parties				
Henry Enterprise Group Company Limited	619,680,395,588	619,680,395,588	619,680,395,588	619,680,395,588
Nova Homes Trading Joint Stock Company	2,554,839	2,554,839	322,726,367,725	322,726,367,725
Others	1,924,602,250,778	1,924,602,250,778	1,575,240,488,899	1,575,240,488,899
Related parties (Note 41(b))	316,457,900	316,457,900	489,425,295	489,425,295
	2,544,601,659,105	2,544,601,659,105	2,518,136,677,507	2,518,136,677,507

As at 31 December 2019 and 31 December 2018, the Company had no short-term trade accounts payable overdue.

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19 SHORT-TERM ADVANCES FROM CUSTOMERS

The short-term advances from customers mainly included advances from customers, prepaid amounts or deposits of customers according to the property transfer agreements of the Group's projects. The amount is recognised as revenue when the Group completes and hands over apartments to customers.

As at 31 December 2019 and 31 December 2018, there were no customers accounting from 10% or more of the total balance.

20 TAXES AND (RECEIVABLES FROM)/PAYABLES TO THE STATE

Movements of tax and (receivables from)/payables to the State are as below:

	As at 1.1.2019 VND (Restated)	Receivables/payables during the year VND	Settled during the year VND	Net off VND	As at 31.12.2019 VND
(a) Tax receivables					
VAT to be reclaimed	(705,713,717,315)	(600,909,939,940)	-	327,697,480,721	(978,926,176,534)
BIT temporary paid	(76,162,454,487)	-	(24,088,159,733)	77,185,565,871	(23,065,048,349)
Overpaid business income tax	(8,893,236,939)	(2,543,725,911)	(229,777,442)	986,547,515	(10,680,192,777)
Others	(1,072,033,826)	(73,302,990,075)	(73,137,843)	67,289,095	(74,380,872,649)
	(791,841,442,567)	(676,756,655,926)	(24,391,075,018)	405,936,883,202	(1,087,052,290,309)
(b) Tax payables					
Land use tax	-	116,096,032,968	(116,096,032,968)	-	-
BIT	510,495,602,928	692,893,634,740	(946,929,843,769)	(78,172,113,386)	178,287,280,513
VAT on domestic sales	21,120,586,488	495,887,371,472	(182,571,268,781)	(327,697,480,721)	6,739,208,458
Personal income tax	13,932,100,758	84,321,731,061	(96,361,715,257)	(67,289,095)	1,824,827,467
Others	12,694,677,943	123,492,805,103	(117,325,749,729)	-	18,861,733,317
	558,242,968,117	1,512,691,575,344	(1,459,284,610,504)	(405,936,883,202)	205,713,049,755

21 PAYABLES TO EMPLOYEES

	31.12.2019 VND	31.12.2018 VND
Salary	499,876,797	242,838,365
13th month salary, bonus	30,796,453,126	32,925,319,384
	31,296,329,923	33,168,157,749

22 SHORT-TERM ACCRUED EXPENSES

	31.12.2019 VND	31.12.2018 VND (Restated)
Constructions costs	1,661,156,307,763	1,456,748,802,039
Interest on borrowings and investment co-operation	725,859,264,145	793,230,782,566
Others	310,781,134,326	459,817,819,180
	2,697,796,706,234	2,709,797,403,785

In which, the balances with related parties and third parties are as follows:

Third parties	2,695,828,185,412	2,709,797,403,785
Related parties (Note 41(b))	1,968,520,822	-
	2,697,796,706,234	2,709,797,403,785

23 OTHER PAYABLES

(a) Short-term

	31.12.2019 VND	31.12.2018 VND (Restated)
Project development and investment co-operation (Note 23(b)(*))	2,079,350,000,000	1,775,365,000,000
Payables relating to deposits received for contracts which were liquidated		
Maintenance fund payables (i)	434,148,010,658	491,047,930,179
Deposits for purchases of real estates	88,824,850,000	96,978,456,978
Others	530,015,202,176	380,062,677,572
	3,624,338,062,834	2,743,454,064,729

(i) The maintenance fund payables represent 2% of the total net value of the contracts which the Group collected from the residents for the maintenance of apartments. This amount will be transferred to the Residence Committees when they are established.

(b) Long-term

	31.12.2019 VND	31.12.2018 VND (Restated)
Project development and investment co-operation (*)	14,127,007,050,899	2,564,610,000,000
Others	6,024,939,545	3,981,870,100
	14,133,031,990,444	2,568,591,870,100

(*) The balance represents the received amount for project development and investment cooperation with related parties and third-parties. The Group is obliged to refund this amount in full to counter parties at the end of the projects. The Group will share profit at the end of the projects based on the agreed sharing ratio between parties in the agreement. In addition, for some contracts, the Group will have to pay a fixed interest according to the agreed payment schedule in the contract.

As at 31 December 2019 and 31 December 2018, there was no balance of other short-term payables which was past due or not past due but doubtful.

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24 BORROWINGS AND FINANCE LEASE LIABILITIES

	As at 1.1.2019 VND	Increase VND	Decrease VND	Current portion of long-term borrowings VND	As at 31.12.2019 VND
(a) Short-term					
Bank loans (*)	1,788,874,788,035	381,324,369,652	(2,315,704,614,433)	1,906,625,151,717	1,761,119,694,971
Bonds (**)	5,041,840,000,000	600,000,000,000	(5,041,840,000,000)	1,976,900,000,000	2,576,900,000,000
Borrowings from third parties (***)	4,833,216,940,896	5,113,645,485,446	(8,148,542,426,342)	1,932,912,500,000	3,731,232,500,000
Borrowings from related parties (Note 41(b))	-	384,230,000,000	-	-	384,230,000,000
Costs of issuing bonds	(18,541,998,854)	(8,244,320,000)	25,790,010,174	(7,847,875,965)	(8,844,184,645)
	11,645,389,730,077	6,470,955,535,098	(15,480,297,030,601)	5,808,589,775,752	8,444,638,010,326
(b) Long-term					
Bank loans (*)	3,942,190,026,837	10,973,146,862,215	(244,108,485,028)	(1,906,625,151,717)	12,764,603,252,307
Bonds (**)	8,801,555,000,000	3,934,025,000,000	(400,000,000,000)	(1,976,900,000,000)	10,358,680,000,000
Borrowings from third parties (***)	3,834,687,500,000	1,392,700,000,000	-	(1,932,912,500,000)	3,294,475,000,000
Cost of issuing bonds	(315,746,329,873)	(52,230,181,903)	88,014,831,997	7,847,875,965	(272,113,803,814)
	16,262,686,196,964	16,247,641,680,312	(556,093,653,031)	(5,808,589,775,752)	26,145,644,448,493

(*) Details of bank loans:

	31.12.2019 VND	31.12.2018 VND
Short-term		
Vietnam Prosperity Joint Stock Commercial Bank (i)	816,804,000,000	-
Joint Stock Commercial Bank for Foreign Trade of Vietnam - South Saigon Branch (ii)	224,711,513,310	226,342,014,763
Vietnam Prosperity Joint Stock Commercial Bank (iii)	190,000,000,000	190,000,000,000
Industrial and Commercial Bank of China Limited - Ha Noi Branch (iv)	118,000,000,000	-
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (xi)	136,818,182,000	-
Sai Gon Thuong Tin Commercial Joint Stock Bank - District 4 Branch (v)	113,798,571,753	151,731,436,000
Kien Long Commercial Joint Stock Bank - Sai Gon Branch (vi)	67,375,000,000	48,125,000,000
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (vii)	60,441,000,000	-
Deutsche Investitions-und Entwicklungsgesellschaft mbH (viii)	33,171,427,908	-

	31.12.2019 VND	31.12.2018 VND
Short-term		
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch (xvi)	-	444,108,485,028
Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland	-	313,807,500,000
Maybank International Labuan Branch	-	188,284,500,000
Vietnam Prosperity Joint Stock Commercial Bank - Ho Chi Minh City Branch	-	94,666,000,000
The Shanghai Commercial & Savings Bank, Ltd. Offshore Banking Branch	-	62,761,500,000
Chailease International Financial Services Co., Ltd	-	41,841,000,000
Malayan Banking Berhad (Maybank) - Ho Chi Minh City Branch	-	20,016,000,000
Military Commercial Joint Stock Bank - North Sai Gon Branch	-	7,191,352,244
	1,761,119,694,971	1,788,874,788,035

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24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

	31.12.2019 VND	31.12.2018 VND
Short-term		
Credit Suisse AG - Singapore Branch (ix)	3,458,200,000,000	-
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (ix)	23,500,000,000	-
Credit Suisse AG - Singapore Branch (x)	2,322,000,000,000	-
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh Branch (x)	23,500,000,000	-
Vietnam Prosperity Joint Stock Commercial Bank (i)	1,783,196,000,000	2,000,000,000,000
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (xi)	1,368,181,818,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh Branch (xii)	1,157,000,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland (xiii)	673,380,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 1 (xiii)	23,000,000,000	-
Vietnam Prosperity Joint Stock Commercial Bank (xiv)	600,000,000,000	-
Deutsche Investitions-unEntwicklungsgesellschaft mbH (viii)	431,228,572,092	-
Ho Chi Minh City Development Joint Stock Commercial Bank - Headquarter (viii)	700,000,000	-
Vietnam Prosperity Joint Stock Commercial Bank (iii)	380,000,000,000	570,000,000,000
Kien Long Commercial Joint Stock Bank - Sai Gon Branch (vi)	250,250,000,000	317,625,000,000
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (vii)	148,000,000,000	208,441,000,000
Phuong Dong Commercial Joint Stock Bank - District 4 Branch (xv)	122,466,862,215	-
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch (xvi)	-	732,325,455,084
Sai Gon Thuong Tin Commercial Joint Stock Bank - District 4 Branch (v)	-	113,798,571,753
	12,764,603,252,307	3,942,190,026,837

- (i) These are borrowings in Vietnamese Dong with the amount of VND2,600,000,000,000 for a term of thirty six (36) - forty eight (48) months since the first drawdown. As at 31 December 2019, the Group had outstanding balance of VND2,600,000,000,000. The interest rate is applied at the bank's highest rate of the twelve-month normal saving deposit to individuals (paid in arrears) plus a margin of 4.45% per annum to 4.8% per annum. These borrowings are secured by the shares and contributed capital of the Group's subsidiary and associate, and the property rights arising from compensation for land clearance in District 2, Ho Chi Minh City.
- (ii) These are borrowings in Vietnamese Dong under a credit facility of VND250,000,000,000 for a term of 12 months to finance working capital of the Company. Interest rates are being specified in each drawdown. As at 31 December 2019, the Group had the outstanding balance of VND224,711,513,310 which bears an interest rate from 6.7% per annum to 7.3% per annum. These borrowings are secured by deposit contracts at the lender ensuring the total value of collateral assets over the outstanding balance, at all time, is 10%.

- (iii) These are borrowings in Vietnamese Dong with a credit limit of VND760,000,000,000 for a term of 60 months since the drawdown on 27 December 2017. The interest is applied at a rate of the twelve-month saving deposits in Vietnamese Dong (paid in arrears) plus a margin of 4% per annum. These borrowings are secured by the land use right of a real estate in District 2, Ho Chi Minh City and the shares owned by the Company in a subsidiary.
- (iv) These are borrowings in Vietnamese Dong under a credit facility of VND350,000,000,000 for a term of 12 months to finance the working capital. Interest rates are being specified in each drawdown. As at 31 December 2019, the Group had an outstanding balance of VND118,000,000,000 with an interest rate of 8.9% per annum. The loans are secured by shares of the Company owned by the shareholders.
- (v) These are borrowings in Vietnamese Dong with a credit limit of VND800,000,000,000, which are due for repayment within 36 month duration since the first drawdown on 28 September 2017. The interest rates of these borrowings are equal to basic interest rate plus a margin of 3.5% per annum. These borrowings are secured by the land use right and assets formed in the future of a Project in District 4, Ho Chi Minh City.
- (vi) These are borrowings in Vietnamese Dong with a credit limit of VND385,000,000,000 for a term of 60 months since the drawdown date. Interest rate is 9.65% per annum for the first month and 10.5% per annum for the next two months, then adjusted every three (3) months at a rate of the thirteen-month saving deposits in Vietnamese Dong (paid in arrears) plus a margin of 3.69% per annum and not lower than current interest rate quoted at the time of adjustment (for loans with the same type and method). As at 31 December 2019, the Group had the outstanding balance of VND317,625,000,000 which bears an interest rate of 10.47% per annum. These borrowings are secured by a real estate in District 1, Ho Chi Minh City.
- (vii) These are borrowings in Vietnamese Dong with a credit limit of VND232,000,000,000 for a term of 60 months and the grace period is 12 months since the drawdown date. The principal is paid on a three-month basis. Interest rate is 10.5% per annum for the first three-month period, and at a rate of the thirteen-month saving deposits from individuals in Vietnamese Dong (paid in arrears) plus a margin of 3.5% per annum from the fourth (4th) month onwards. These borrowings are secured by parking areas of Tropic 1 and Lexington project and a part of commercial blocks of three Sunrise City projects (South, Central, North).
- (viii) These are borrowings with a credit facility of USD20,000,000 and VND700,000,000 to No Va Land Investment Group Corporation, including 2 borrowings as follows.
- The borrowings in USD with a credit limit of USD20,000,000 from Deutsche Investitions-und Entwicklungsgesellschaft mbH. The loan duration is ninety-six (96) months and does not exceed 15 June 2027. The interest rate is defined as the 6-month LIBOR rate plus a margin of 4.4% per annum. Interest is paid every six (6) months.
 - The borrowings in Vietnamese Dong with a credit limit of VND700,000,000 from Ho Chi Minh City Development Joint Stock Commercial Bank for a term of ninety-six (96) months from the date following the date of drawdown and does not exceed 15 June 2027. The principal is paid on a six-month basis and the grace period is twelve (12) months since the drawdown date. Interest rate is 12% per annum for the first three months and since the fourth month, the interest is defined at a rate of the twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) at Ho Chi Minh City Housing Development Joint Stock Commercial Bank plus a margin of 4.7% per annum.
- These borrowings are secured by the land use right and the properties associated with the land belonging to a project in Can Tho province.
- (ix) These are borrowings with a credit facility of USD251,000,000 to Nova Hospitality Joint Stock Company, including 2 borrowings as follows:
- The borrowings in USD arranged by Credit Suisse AG, Singapore Branch; Industrial and Commercial Bank of China Limited, Hanoi City Branch; Taichung Commercial Bank Co, Ltd., Offshore Banking Branch; Taiwan Business Bank, Offshore Banking Branch; Taiwan Cooperative Bank, Offshore Banking Branch and other syndicated lenders. The loan duration is forty-two (42) months from the first date of drawdown. Interest rate is defined as LIBOR rate plus a margin of 4.25% per annum and repayable every six (6) months. Until 31 December 2019, these borrowings were disbursed partially by USD149,000,000. These borrowings are secured by a project in District 2, Ho Chi Minh City.
 - The borrowings in Vietnamese Dong from Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch with a credit limit of VND23,500,000,000 (equivalent to USD1,000,000) for a term of forty eight (48) months and ten (10) days since the drawdown date. Interest rate are adjusted every 6 months at a rate of twelve-month saving deposits from individuals plus a margin of 3.5% per annum. These borrowings are secured by deposit contracts at the bank.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (x) These are borrowings with a credit facility of USD251,000,000 to Nova Hospitality Joint Stock Company, including 2 borrowings as follows:
 - The borrowings in USD arranged by Credit Suisse AG, Singapore Branch and other syndicated lenders. The loan duration is forty-two (42) months from the first date of drawdown. Interest rate is defined as LIBOR rate plus a margin of 4.25% per annum and repayable every six (6) months. Until 31 December 2019, these borrowings were disbursed partially by USD100,000,000. These borrowings are secured by a project in Phan Thiet City, Binh Thuan Province and another project in District 8, Ho Chi Minh City.
 - The borrowings in Vietnamese Dong from Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh Branch with a credit limit of VND23,500,000,000 (equivalent to USD1,000,000) for a term of forty eight (48) months and ten (10) days since the drawdown date. Interest rate are adjusted every 6 months at a rate of twelve-month saving deposits from individuals plus a margin of 3% per annum. These borrowings are secured by deposit contracts at the bank.
- (xi) These are borrowings in Vietnamese Dong with the amount of VND1,505,000,000,000 for a term of forty eight (48) months since the first drawdown. As at 31 December 2019, the Group had outstanding balance of VND1,505,000,000,000. The interest rate is applied at the bank's interest rate of the thirteen-month saving deposit to individuals (paid in arrears) plus a margin of 4.0% per annum. These borrowings are secured by the contributed capital of the Group's subsidiary, real estates and property rights of a project in Long Hung Commune, Bien Hoa City, Dong Nai Province.
- (xii) These are borrowings in Vietnamese Dong with the amount of VND1,700,000,000,000 for a term of thirty-six (36) months since the first drawdown date. As at 31 December 2019, the outstanding balance is VND1,157,000,000,000. The loan bears an interest rate at 11.3% per annum and the interest rate is adjusted every three (3) months at a rate of twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) plus the additional cost of capital mobilization determined by Vietnam Joint Stock Commercial Bank for Industry and Trade in case of market fluctuations plus a margin of 4.5% per annum. The loans are secured by all of the Group's contributed capital in the subsidiary; the capital contribution of the Group's subsidiary and the real estate, property rights under the project in Long Hung Commune, Bien Hoa City, Dong Nai Province.
- (xiii) These are borrowings from Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland, which Vietinbank - Branch 1 is the facility agent and the arranger agent. Loan amount is USD30,000,000, in which with respective parties as Vietinbank - Branch 1 (USD1 million, equivalent to VND23 billion) and Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland (USD29 million) for a term of thirty (30) months. The borrowing in USD is bearing an interest rate of 3-month LIBOR plus a margin of 5.5% per annum and the borrowing in Vietnamese Dong is bearing an interest rate of the twelve-month saving deposit in Vietnamese Dong from individuals in Vietinbank - Branch 1 plus a margin of 4% per annum. These borrowings are secured by parking area of three Sunrise City projects (South, Central, North) and two commercial blocks of Sunrise City South project.
- (xiv) These are borrowings in Vietnamese Dong with the amount of VND600,000,000,000 for a term of sixty-six (60) months since the first drawdown date of 29 December 2017. These loans bear an interest rate of the bank's highest rate of the twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) of the highest level at Vietnam Prosperity Joint Stock Commercial Bank plus a margin of 4% per annum. These borrowings are guaranteed by shares of the Company owned by the shareholders and the capital contribution of the Group's subsidiary.
- (xv) These are borrowings in Vietnamese Dong with a credit limit of VND300,000,000,000 for a term of 12 years and the grace period is 24 months since the drawdown date. After the grace period, the principal is paid on a three-month basis. Interest rates are being specified in each drawdown and are adjusted every three (3) months at a rate of twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) of Orient Commercial Joint Stock Bank plus a margin of 3.5% per annum. These borrowings are secured by shares of the Company owned by shareholders, shares in the Developer Company, and total value of assets formed in the future of Ibis Vung Tau Project.
- (xvi) These are borrowings in Vietnamese Dong with a credit limit of VND3,400,000,000,000, which are due for repayment within forty-eight (48) months duration since the first drawdown on 3 August 2016. The interest rates of these borrowings are equal to basic interest rate plus a margin of 4% per annum. These borrowings are secured by the total value of assets formed in the future of Binh Khanh Project. Until 31 December 2019, these borrowings were early repaid.

(**) Details of issued bonds are:

	31.12.2019 VND	31.12.2018 VND
Short-term		
Bonds issued at par		
Tien Phong Commercial Joint Stock Bank (i)	800,000,000,000	-
Military Commercial Joint Stock Bank - North Sai Gon Branch (viii)	570,900,000,000	-
MB Securities Joint Stock Company (ii)	400,000,000,000	-
Vietnam Public Joint Stock Commercial Bank - Sai Gon Branch (iii)	200,000,000,000	-
Bao Viet Group (iv)	200,000,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade – Ho Chi Minh City Branch (v)	146,000,000,000	295,000,000,000
VietinBank Insurance Joint Stock Company (vi)	100,000,000,000	100,000,000,000
VietinBank Gold & Jewellery Company Limited (vi)	100,000,000,000	100,000,000,000
Tien Phong Commercial Joint Stock Bank (xii)	60,000,000,000	-
Vietnam Technological and Commercial Joint Stock Bank	-	1,500,000,000,000
Indovina Bank Limited	-	1,050,000,000,000
Techcom Securities Limited Company	-	750,000,000,000
Military Commercial Joint Stock Bank - North Sai Gon Branch	-	500,000,000,000
MB Securities Joint Stock Company	-	400,000,000,000
IB Securities Limited Company	-	346,840,000,000
	2,576,900,000,000	5,041,840,000,000
Long-term		
Bonds issued at par		
The Bank of New York Mellon, London Branch (vii)	5,549,580,000,000	5,555,555,000,000
Military Commercial Joint Stock Bank - North Sai Gon Branch (viii)	1,159,100,000,000	1,000,000,000,000
Vietnam Public Joint Stock Commercial Bank - Sai Gon Branch (iii)	1,100,000,000,000	-
Tien Phong Commercial Joint Stock Bank (i)	700,000,000,000	1,500,000,000,000
Military Commercial Joint Stock Bank - North Sai Gon Branch (ix)	600,000,000,000	-
Vietnam Public Joint Stock Commercial Bank - Sai Gon Branch (x)	500,000,000,000	-
MB Securities Joint Stock Company (xi)	410,000,000,000	-
Tien Phong Commercial Joint Stock Bank (xii)	140,000,000,000	-
Agribank Securities Joint Stock Company (xiii)	200,000,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade – Ho Chi Minh City Branch (v)	-	146,000,000,000
Military Commercial Joint Stock Bank (xiv)	-	400,000,000,000
Bao Viet Group (iv)	-	200,000,000,000
	10,358,680,000,000	8,801,555,000,000

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (i) Bonds issued at par value in Vietnamese Dong, including three (3) bonds with total par value of VND1,500,000,000,000. The details are as follows :
- Bond A: par value of VND500,000,000,000 with a term of eighteen (18) months, maturing in 2020.
 - Bond B: par value of VND300,000,000,000 with a term of twenty four (24) months, maturing in 2020.
 - Bond C: par value of VND700,000,000,000 with a term of thirty six (36) months, maturing in 2021.
- The interest rate of these bonds is 10.5% per annum for the first period. The interest period is three (3) months. The interest rate applied for the remaining period will be defined at a rate of the twelve-month saving deposits in Vietnamese Dong from individuals (paid in arrears) of TPBank plus a margin of 4.0% per annum. These bonds are secured by the development right of the project Grand Manhattan and shares of the Developer of this project owned by shareholders.
- (ii) Bonds issued at the total par value of VND400,000,000,000, with VND200,000,000,000 maturing in March 2020 and VND200,000,000,000 maturing in May 2020, Bonds maturing in March 2020 bears a fixed interest rate of 10.8% per annum. Bonds maturing in May 2020 bears an interest rate of 11% per annum for the first period. The interest period is six (6) months. The interest rate will be adjusted for every six (6) months for the remaining period and will be defined as a reference rate plus 3.5% per annum. The reference rate is calculated by the average of the interest rate offered for twelve-month deposits from individuals in Vietnamese Dong (paid in arrears) by four (4) banks including: Bank for Investment and Development of Viet Nam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade and Military Joint Stock Commercial Bank. These bonds are secured by shares of the Company owned by shareholders.
- (iii) Bonds issued at par value in Vietnamese Dong to Vietnam Public Joint Stock Commercial Bank - Sai Gon Branch. Bond package has a total value of VND1,300,000,000,000 and the final maturity date in 2023. The interest rate for the first interest period is 11.75% per annum. The interest rate for remaining periods is adjusted on a three-month basis and is defined as base rate at the time of adjustment plus 4.25% per annum. Base rate is the highest interest rate of "Public Bank Deposit" twelve-month saving deposits (paid in arrears), with the currency corresponding to that of borrowings, according to the deposit interest rate schedule of Vietnam Public Joint Stock Commercial Bank published from time to time. These bonds are secured by shares of the Company owned by the shareholders.
- (iv) Bonds issued at par value in Vietnamese Dong to Bao Viet Group, maturing on 20 January 2020, bearing an interest rate of 10.4% per annum for the first interest period. The interest rate applied for the remaining period will be adjusted every twelve (12) months and defined as a reference rate plus 2.5% per annum. The reference rate is calculated by average of the interest rate offered for twelve-month deposits from individuals in Vietnamese Dong (paid in arrears) by Ho Chi Minh City branches of four (4) banks including: Bank for Investment and Development of Viet Nam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Vietnam Bank for Agriculture and Rural Development. These bonds are secured by shares of the Company owned by shareholders.
- (v) Bonds issued at par value in Vietnamese Dong to Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch. Package of bonds with a par value of VND736,000,000,000, maturing in August 2020, bearing an interest rate of 10% per annum for the first three months. The interest rate will be adjusted for every three months at the interest rate of the twelve-month deposit from individuals (paid in arrears) in Vietnamese Dong plus a margin of 4.0% per annum. The reference rate is calculated by average of the interest rates offered for the twelve-month deposits from individuals in Vietnamese Dong (paid in arrears) on the date of interest rate determination. Until 31 December 2019, the Company repurchased total VND590,000,000,000 of par value, the remaining balance of bonds is VND146,000,000,000. These bonds are secured by shares of the Company owned by shareholders, receivables relating to a Company's project, part of shares owned by the Company in subsidiary.
- (vi) Bonds issued at par value of VND200,000,000,000 in Vietnamese Dong, advised by Vietinbank Securities which will be matured in September 2020, bearing an interest rate of 10.75% per annum. These bonds are secured by shares of the Company owned by shareholders.

- (vii) These are 800 convertible bonds issued on 27 April 2018 ("Issue Date") and additional 400 convertible bonds issued on 14 December 2018 at par value in USD to international investors which The Bank of New York Mellon - London Branch is trustee, Credit Suisse - Singapore Branch is arranger and issuance agents. The package of convertible bonds amounted of USD240,000,000 with a par value of USD200,000 per bond will mature on 27 April 2023 ("Maturity Date"), subject to a bond coupon interest of 5.5% per annum which will be repaid every 6 months and a redemption yield of 6.25% per annum which is calculated on a 6 month basis. These bonds are unsecured and could be converted into shares of No Va Land Investment Group Corporation (NVL) since the 41st day from the Issue Date until the 10th day before the Maturity Date. The initial conversion price was determined at VND74,750 per share, and was adjusted to VND60,000 per share on 27 October 2019, corresponding to the conversion rate of 75,910 shares per convertible bond and may be adjusted in the following cases: (1) Business events resulting in a change in the share value, and/or (2) adjustment corresponding to the decrease in NVL share price with an adjustment not exceeding 75% of the Initial Conversion Price, VND56,062.5 per share. Until 31 December 2019, the Group repurchased USD1,000,000 of par value, the remaining balance of bonds is USD239,000,000.
- (viii) Bonds issued at par value in Vietnamese Dong, advised by MB Securities Joint Stock Company, with a total par value of VND1,730,000,000,000, maturing in December 2022. The interest rate for the first 3 months is 7.5% per annum. Then, the interest rate is adjusted to 10.0% per annum for the following 9 months and after that, it is adjusted every three (3) months and defined as a reference rate plus 3.5% per annum. The reference rate is calculated by average of the interest rate offered for twelve-month deposits from individuals in Vietnamese Dong (paid in arrears) by four (4) banks including: Bank for Investment and Development of Viet Nam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade, and Military Joint Stock Commercial Bank. These bonds are secured by the capital contribution of the Company at the issuing company.
- (ix) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, with a total par value of VND600,000,000,000, maturing in December 2022. The interest rate for the first year is 10.5% per annum then it is determined as the twelve-month normal saving deposit of Military Commercial Joint Stock Bank (paid in arrears) plus a margin of 3.5% per annum. These borrowings are secured by the land use rights and the property rights related to the project at Long Truong Ward, District 9, Ho Chi Minh City and all contributed capital of a Group's subsidiary at the project's Developer.
- (x) Bonds issued at par value in Vietnamese Dong to Vietnam Public Joint Stock Commercial Bank - Sai Gon Branch, with a total par value of VND500,000,000,000, maturing in 2023. The interest rate for the first interest period is 12.5% per annum. The interest rate for remaining periods is adjusted on a three-month basis and is defined as base rate at the time of adjustment plus 5% per annum. Base rate is the highest interest rate of "Public Bank Deposit" twelve-month saving deposits (paid in arrears), with the currency corresponding to that of borrowings, according to the deposit interest rate schedule of Vietnam Public Joint Stock Commercial Bank published from time to time. These bonds are secured by shares of the Company owned by the shareholders.
- (xi) Bonds issued at par value in Vietnamese Dong to MB Securities Joint Stock Company, including:
- The package of bonds with a par value of VND200,000,000,000, maturing in May 2021, bearing an interest rate of 11% per annum for the first interest period. Then, the interest rate is adjusted every six (6) months and calculated by average of the interest rate offered for twelve-month deposits from individuals in Vietnamese Dong (paid in arrears) by four (4) banks including: Bank for Investment and Development of Viet Nam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade, and Military Joint Stock Commercial Bank plus a margin of 4.0% per annum. These bonds are secured by shares of the Company owned by shareholders.
 - The package of bond with par value of VND210,000,000,000, maturing in December 2021, bearing an interest rate of 11% per annum for the first interest period. Then, the interest rate is adjusted every three (3) months and calculated by average of the interest rate offered for twelve-month deposits from individuals in Vietnamese Dong (paid in arrears) by four (4) banks including: Bank for Investment and Development of Viet Nam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade, and Military Joint Stock Commercial Bank plus a margin of 4.0% per annum. These bonds are secured by shares of the Company owned by shareholders.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (xii)

Bonds issued at par value in Vietnamese Dong with a total par value of VND200,000,000,000 and a term of two (2) years. The last maturity date is in October 2021 and early redemption before the twelfth month is VND60 billion, the eighteenth month is VND60 billion, the twenty-fourth month is VND80 billion. The interest rate for the first interest period is 11% per annum and then it is adjusted every three (3) months and defined as the twelve-month normal saving deposit from individuals in Vietnamese Dong (paid in arrears) by Tien Phong Commercial Joint Stock Bank plus with a margin of 4% per annum. These bonds are secured by shares of the Company owned by the shareholders.
- (xiii)

Bonds issued at par value in Vietnamese Dong to Agribank Securities Joint Stock Company with a total par value of VND200,000,000,000, maturing in December 2023. The interest rate for the first interest period is 11% per annum. The interest rate applied for the remaining period will be adjusted every six (6) months and defined as a reference rate plus 4% per annum. The reference rate is calculated by average of the interest rate offered for twelve-month deposits from individuals in Vietnamese Dong (paid in arrears) by four (4) banks including: Bank for Investment and Development of Viet Nam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade and Bank for Agriculture and Rural Development of Vietnam. These bonds are secured by shares of the Company owned by the shareholders.
- (xiv)

Bonds issued at par value in Vietnamese Dong to Military Joint Stock Commercial Bank – North Sai Gon Branch ("MB"). The package of bonds with a par value of VND400,000,000,000 has the last maturity in 2021, bearing an interest rate of 10.0% per annum for the first year. The interest rate applied for the remaining period will be defined as a reference rate plus 3.5% per annum. The reference rate is calculated by average of the interest rate offered for twelve-month deposits from individuals in Vietnamese Dong (paid in arrears) by four (4) banks including: Bank for Investment and Development of Viet Nam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade and Military Joint Stock Commercial Bank. These bonds are secured by shares of the Company owned by shareholders, the collateral assets including assets of The 21st Century International Development Company Limited relating to Lakeview City project, part of shares owned by the Company in subsidiary. Until 31 December 2019, these bonds were repurchased.

(***) Details for the balances of third parties were as follows:

	31.12.2019 VND	31.12.2018 VND
Term borrowings		
GPI3 Co., Ltd (i)	1,392,000,000,000	-
Nova Homes Trading Joint Stock Company (iv)	1,046,300,000,000	1,563,454,440,896
Credit Suisse AG- Singapore Branch (ii)	667,859,500,000	286,225,500,000
Crane Investment .Ltd (ii)	337,953,000,000	144,837,000,000
Credit Suisse AG- Singapore Branch	-	1,627,150,000,000
GW Supernova Pte. Ltd. (v)	-	1,162,250,000,000
Others (iv)	287,120,000,000	49,300,000,000
	3,731,232,500,000	4,833,216,940,896

	31.12.2019 VND	31.12.2018 VND
Term borrowings		
Credit Suisse AG, Singapore Branch (iii)	1,393,200,000,000	-
Credit Suisse AG, Singapore Branch (ii)	954,085,000,000	1,621,944,500,000
Crane Investment Ltd. (ii)	482,790,000,000	820,743,000,000
GW Supernova Pte.Ltd. (v)	464,400,000,000	-
GPI3 Co., Ltd (i)	-	1,392,000,000,000
	3,294,475,000,000	3,834,687,500,000

- (i)

These are borrowings in Vietnamese Dong with a credit limit of USD90,000,000, in which Standard Chartered Bank is the arranger and bookrunner and Standard Chartered Bank (Hong Kong) Limited is the facility agent and security agent. The borrowings will mature in September 2020 with the principal being paid on the maturity date. The interest of these borrowings is paid on every six (6) month at the rate of 6% per annum. At maturity or early repayment, the Company would pay an additional amount to ensure that lender receives a target internal rate of return of 11% per annum. These borrowings are secured by shares of the Company owned by shareholders. Until 31 December 2019, an amount of USD60,000,000 was disbursed partially by GPI3 Co., Ltd.
- (ii)

These are borrowings according to the loan agreement and appendices with a credit facility of USD125,000,000, which Credit Suisse AG, Singapore Branch is the facility agent and the arranger agent. In 2017, Credit Suisse AG, Singapore Branch transferred a portion of borrowing amounting to USD42,000,000 to Crane Investments Limited In Respect Of Series 211. The loan duration is forty-two (42) months from the first date of drawdown, the principal is repayable every six (6) months from the eighteenth (18th) month since the first date of drawdown to maturity. Interest rate is defined as LIBOR rate plus a margin of 5.5% per annum and repayable every three (3) months. At maturity or early repayment or conversion, the Company would pay an additional amount to ensure that lender receives a target IRR of 13% per annum. These borrowings are unsecured. Until 31 December 2019, these borrowings were repaid by USD18,750,000.
- (iii)

These are borrowings according to the loan agreement and appendices with a credit facility of USD100,000,000, which is arranged by Credit Suisse AG, Singapore Branch. Interest rate is defined as LIBOR rate plus a margin of 5.5% per annum and repayable every three (3) months. At maturity or early repayment or conversion, the Company would pay an additional amount to ensure that lender receives a target IRR of 11.5% per annum. These borrowings are secured by shares of the Company owned by shareholders. Until 31 December 2019, an amount of USD60,000,000 was disbursed partially.
- (iv)

These are borrowings in Vietnamese Dong, maturing in 5 months, bearing interest at the rate from 5.0% per annum to 5.5% per annum and are unsecured.
- (v)

These borrowings are denominated in USD from GW Supernova Pte. Ltd., with a credit facility of USD50,000,000, maturing in thirty-six (36) months since the first drawdown in December 2016, including a portion of non-convertible borrowing amounting to USD20,000,000 and the other portion of convertible borrowing amounting to USD30,000,000. These borrowings are unsecured. The maturity date of the borrowing of USD20,000,000 was adjusted to 31 March 2021. These borrowings bear an interest rate of 6% per annum and is repayable every six (6) months, the principal is repayable at the maturity date. If the Company makes repayment or early repayment at any time before 21 December 2019, the Company has to pay an additional amount to ensure that lender receives a target IRR of 15% per annum for the period from 1 April 2019 to the date of repayment or early repayment. If the Company makes repayment or early repayment at any time from 21 December 2019, the Company has to pay a fee to ensure the target IRR is the sum of: 15% per annum calculated for the period from 1 April 2019 to and including 21 December 2019 and 13% per annum for the period from 22 December 2019 to the date of repayment or early repayment. Until 31 December 2019, the borrowing of USD30,000,000 were settled.

25 PROVISION FOR LONG-TERM LIABILITIES

This balance represents the provision for warranty of properties that have been sold to customers.

26 OWNERS' CAPITAL

(a) Number of shares

	31.12.2019		31.12.2018	
	Ordinary shares	Preference shares	Ordinary shares	Preference shares
Number of shares registered	969,540,797	-	930,446,674	6,830,000
Number of shares issued	969,540,797	-	930,446,674	6,830,000
Number of existing shares in circulation	969,540,797	-	930,446,674	6,830,000

(b) Movement of share capital

	Ordinary shares	Preference shares	Total
As at 1 January 2018	642,828,788	6,830,000	649,658,788
New shares issued for employee stock ownership plan ("ESOP") 2017	9,809,962	-	9,809,962
Bonus shares issued	202,317,178	-	202,317,178
Issuance of ordinary shares	52,500,000	-	52,500,000
New shares issued for converting bonds	320,746	-	320,746
New shares issued for ESOP 2018	22,670,000	-	22,670,000
As at 31 December 2018	930,446,674	6,830,000	937,276,674
New shares issued for ESOP 2019	18,604,123	-	18,604,123
New shares issued for converting preference shares	20,490,000	(6,830,000)	13,660,000
As at 31 December 2019	969,540,797	-	969,540,797

Par value per share: VND10,000.



Saigon Royal Project (D.4, HCMC)

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27 MOVEMENTS IN OWNERS' EQUITY

	Ordinary shares VND	Preference shares VND	Share premium VND	Post-tax undistributed earnings VND	Non-controlling interests VND	Total VND
As at 1 January 2018 (Restated)	6,428,287,880,000	68,300,000,000	3,206,830,905,400	2,409,303,626,710	641,462,196,970	12,754,184,609,080
Issuance of ordinary shares for ESOP	98,099,620,000	-	-	-	-	98,099,620,000
Bonus shares issued from share premium	2,023,171,780,000	-	(2,023,171,780,000)	-	-	-
Issuance of ordinary shares	525,000,000,000	-	2,793,725,115,626	-	-	3,318,725,115,626
Issuance of ordinary shares for converting bonds	3,207,460,000	-	19,565,540,000	-	-	22,773,000,000
Issuance of ordinary shares for ESOP 2018	226,700,000,000	-	(110,000,000)	-	-	226,590,000,000
Net profit for the year	-	-	-	3,238,878,304,013	40,070,983,473	3,278,949,287,486
Dividends paid	-	-	-	(20,490,000,000)	(12,908,761,912)	(33,398,761,912)
New acquisition and establishment of subsidiaries	-	-	-	-	453,995,837,235	453,995,837,235
Change in ownership of subsidiaries	-	-	-	(8,993,760,894)	(141,125,256,414)	(150,119,017,308)
As at 31 December 2018 (Restated)	9,304,466,740,000	68,300,000,000	3,996,839,781,026	5,618,698,169,829	981,494,999,352	19,969,799,690,207
Issuance of ordinary shares for ESOP 2019 (i)	186,041,230,000	-	-	-	-	186,041,230,000
Issuance of ordinary shares for converting preference shares (ii)	204,900,000,000	(68,300,000,000)	(136,600,000,000)	-	-	-
Share issuance costs	-	-	(50,000,000)	-	-	(50,000,000)
Net profit for the year	-	-	-	3,431,331,162,442	(44,009,060,531)	3,387,322,101,911
Dividends paid	-	-	-	(21,076,808,219)	(19,719,873,178)	(40,796,681,397)
New acquisition and establishment of subsidiaries	-	-	-	-	1,328,995,600,196	1,328,995,600,196
Change in ownership of subsidiaries	-	-	-	(306,123,803,463)	(64,114,305,607)	(370,238,109,070)
As at 31 December 2019	9,695,407,970,000	-	3,860,189,781,026	8,722,828,720,589	2,182,647,360,232	24,461,073,831,847

(i) According to the Resolution No. 12/2019-NQ.DHDCD-NVLG dated 26 April 2019 of the General Meeting of Shareholders and the Resolution No. 54/2019-NQ.HDQT-NVLG dated 17 October 2019, the Board of Directors approved the issuance of Shares under the Employee Stock Ownership Plan ("ESOP") with the maximum number of 18,608,933 shares. In 2019, the Company completed the issue of 18,604,123 ordinary shares to employees at par value of VND10,000 per share under the Resolution No. 70/2019-NQ.HDQT-NVLG. As the issuing price is equal to par value of VND10,000 per share, total value of issued share was recorded as the share capital.

(ii) According to the Resolution No. 71/2019-NQ.HDQT-NVLG dated 3 December 2019, the Board of Directors has approved the issuance of ordinary shares to convert the dividend preference shares at a ratio of 1:3 (1 dividend preference share will receive 3 ordinary shares). In 2019, the Company completed the conversion of 6,830,000 preference shares into 20,490,000 ordinary shares for the preference shareholders.

28 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to shareholders after deducting the bonus and welfare fund by the weighted average number of ordinary shares outstanding during the year, excluding ordinary shares repurchased by the Company and held as treasury shares. The details were as follows:

	2019	2018 (Restated)
Net profit attributable to shareholders (VND)	3,431,331,162,442	3,238,878,304,013
Dividend on preference shares (VND)	(21,076,808,219)	(20,490,000,000)
Profit calculation of basic earnings per share (VND)	3,410,254,354,223	3,218,388,304,013
Weighted average number of ordinary shares in issue (shares)	952,771,601	887,112,850
Mandatorily convertible shares (shares)	-	20,490,000
Weighted average number of ordinary share including mandatorily convertible shares (shares)	952,771,601	907,602,850
Basic earnings per share (VND)	3,579	3,546

(b) Diluted earnings per share

Diluted earnings per share is calculated by dividing the net profit attributable to shareholders, which already subtracted the bonus and welfare fund, by the weighted average number of ordinary shares outstanding during the year and the ordinary shares expected to be issued.

	2019	2018 (Restated)
Net profit attributable to shareholders (VND)	3,431,331,162,442	3,238,878,304,013
Dividend on preference shares (VND)	(21,076,808,219)	(20,490,000,000)
Adjustment (VND) (*)	276,046,535,969	129,145,431,230
Profit calculation of diluted earnings per share (VND)	3,686,300,890,192	3,347,533,735,243
Weighted average number of ordinary shares in issue (shares)	952,771,601	887,112,850
Mandatorily convertible shares (shares)	-	20,490,000
Potential shares (shares) (*)	90,712,450	76,658,408
Weighted average number of ordinary shares including potential shares (shares)	1,043,484,051	984,261,258
Diluted earnings per share (VND)	3,533	3,401

(*) The Company considered each issue or series of potential ordinary shares in determining whether potential ordinary shares are dilutive. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share.

These are the adjustments of net profit attributable to shareholders corresponding with the adjustments of potential shares with assumption they will be converted in the future from convertible bonds.

29 OFF CONSOLIDATED BALANCE SHEET ITEMS

(a) Foreign currencies

	31.12.2019	31.12.2018
Foreign currencies (USD)	15,465,950	132,996,989

(b) Operating lease assets

The future minimum lease receipts under non-cancellable operating leases were presented in Note 42.

30 NET REVENUE FROM SALES OF GOODS AND RENDERING OF

	2019 VND	2018 VND (Restated)
Revenue from sales of goods and rendering of services		
Revenue from sales of real estates	10,131,286,857,382	15,208,973,643,057
Rendering of services for corporate management, project development and sales consultancy	686,543,413,433	270,405,836,179
Revenue from leasing properties	145,750,926,845	93,784,549,745
Others	62,651,799,893	62,140,083,712
	11,026,232,997,553	15,635,304,112,693
Sales deductions		
Trade discounts	(64,977,626,473)	(129,481,199,377)
Sales rebates	(1,378,181,818)	-
Sales returns	(28,894,077,342)	(215,546,180,923)
	(95,249,885,633)	(345,027,380,300)
Net revenue from sales of goods and rendering of services		
Net revenue from sales of real estates	10,036,036,971,749	14,863,946,262,757
Net revenue from rendering of services for corporate management, project development and sales consultancy	686,543,413,433	270,405,836,179
Net revenue from leasing properties	145,750,926,845	93,784,549,745
Others	62,651,799,893	62,140,083,712
	10,930,983,111,920	15,290,276,732,393

31 COST OF GOODS SOLD AND SERVICES RENDERED

	2019 VND	2018 VND (Restated)
Cost of real estates sold	7,056,259,636,988	9,795,542,246,989
Cost of rendering of services for corporate management, project development and sales consultancy	555,260,697,725	190,683,761,578
Cost of leasing properties	84,844,148,120	66,485,446,940
Others	82,960,695,243	79,588,930,207
	7,779,325,178,076	10,132,300,385,714

32 FINANCIAL INCOME

	2019 VND	2018 VND (Restated)
Revaluation of investments at each business combination stage (*)	460,281,890,852	803,210,831,450
Interest income from deposits at banks	265,587,601,766	214,170,315,597
Gain from divestment of subsidiaries (**)	214,601,984,325	61,630,398,838
Interest income from lending	46,470,491,854	82,178,294,689
Foreign exchange gains	36,015,567,528	2,808,935,427
Interest income from co-operation contracts	372,602,740	64,553,619,208
Interest income from late payment	694,003,345	64,998,281,511
Others	3,184,278,964	3,056,017,213
	1,027,208,421,374	1,296,606,693,933

(*) This income was earned from the revaluation of the initial investment of the Group in Dat Viet Development Joint Stock Company, Long Hung Phat Consulting Company Limited, Van Phat Investment Development Real Estate Joint Stock Company at the acquisition date (Note 3.1).

(**) This is the gain from disposal of No Va Land Company Limited (Note 3.2)

33 FINANCIAL EXPENSES

	2019 VND	2018 VND (Restated)
Interest expenses	1,145,609,766,192	1,383,337,897,930
Borrowing related costs (*)	558,194,907,075	209,316,830,346
Expenses on cross currency swap contracts	166,652,685,235	43,611,441,769
Interest expenses on investment co-operation contracts	123,121,422,247	66,424,277,992
Cost of issuing bonds	41,082,232,900	60,395,142,297
Foreign exchange losses	40,209,102,733	157,630,916,852
Payment discount	-	4,101,055,850
Others	9,944,363,842	7,618,496,526
	2,084,814,480,224	1,932,436,059,562

(*) Borrowing related costs included mostly the cost related to repurchasing conversion loan (Note 24) and borrowing arrangement fee.

34 SHARE OF PROFIT FROM ASSOCIATES

For the year ended 31 December 2018, share of profit from associates included VND1,311,089,626,408 which is the excess of the Group's share of the fair value of identifiable net asset over the cost of the investment in Thai Binh Real Estate Trading Joint Stock Company and Dat Viet Development Joint Stock Company.

For the year ended 31 December 2019, there was no share of profit from associates arising from the excess of the Group's share of the fair value of identifiable net asset over the cost of the investment.

35 SELLING EXPENSES

	2019 VND	2018 VND
Staff costs	22,724,795,329	29,079,769,779
Material and package costs	10,650,000	79,851,600
Tools and supplies	45,335,080	1,720,366,776
Depreciation and amortisation	4,275,111,791	1,366,951,618
Outside services expenses	201,651,983,874	236,580,019,305
Other expenses	66,161,206,425	155,390,350,048
	294,869,082,499	424,217,309,126

36 GENERAL AND ADMINISTRATION EXPENSES

	2019 VND	2018 VND (Restated)
Staff costs	63,919,829,149	53,490,433,210
Tools and supplies	1,428,465,492	345,452,957
Stationary expenses	3,616,299,216	1,489,777,297
Depreciation and amortisation	13,425,693,396	5,806,083,380
Tax and other fees	6,603,231,960	2,623,320,186
Provisions	2,229,746,091	2,530,435,437
Outside services expenses	173,979,970,633	124,390,485,535
Other expenses	112,292,425,998	126,033,029,767
Goodwill allocation (Note 17)	819,723,509,670	411,105,322,179
	1,197,219,171,605	727,814,339,948

37 OTHER INCOME AND OTHER EXPENSES

	2019 VND	2018 VND (Restated)
Other income		
Gain on bargain purchase (*)	3,684,174,254,384	-
Fines received on contract violation	155,721,996,209	65,880,231,420
Income from sales of tools and scrap	184,718,636	1,187,240,505
Net gains on disposal of fixed assets	-	598,603,810
Others	7,053,775,969	3,553,725,270
	3,847,134,745,198	71,219,801,005
Other expenses		
Fines paid on contract violation	156,129,392,640	56,010,884,822
Net losses on disposal of fixed assets	3,189,421,674	15,189,551,130
Others	7,965,091,434	3,281,103,998
	167,283,905,748	74,481,539,950

(*) For the year ended 31 December 2019, gain on bargain purchase is the excess of the Group's share of the fair value of identifiable net asset over the cost of the investment in Huynh Gia Huy; group of companies 38 Real Estate, Hoa Thang and Thu Minh Nguyen; group of companies Khanh An and Carava Resort; group of companies Van Phat and Forest City; group of companies Ngoc Uyen, Bao Phuc, Nova Lexington, KM and Delta Valley; group of companies Thuan Phat and Cuu Long (Note 3.1).

38 BUSINESS INCOME TAX ("BIT")

(a) Deferred BIT

Deferred BIT assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred BIT relate to the same taxation authority.

Movements in deferred BIT are as follows:

	2019 VND	2018 VND (Trình bày lại)
Deferred BIT assets		115,761,289,160
Deferred BIT liabilities	(2,298,846,949,689)	(1,263,436,653,583)
Beginning of year	(2,228,888,639,451)	(1,147,675,364,423)
Income statement charged (Note 38(b))	(192,385,441,843)	(420,493,495,532)
Impact of business combination during the year (*)	(3,757,727,455,735)	(660,719,779,496)
End of year	(6,179,001,537,029)	(2,228,888,639,451)
In which:		
Deferred BIT assets	76,536,421,869	69,958,310,238
Deferred BIT liabilities	(6,255,537,958,898)	(2,298,846,949,689)

(*) This is deferred tax liabilities incurred from business combination during the year (Note 3).

The deferred BIT assets and liabilities mainly arise from the temporary differences relating to unrealised profits from business combination.

The Group uses tax rate of 20% in year 2019 for determining deferred tax assets and deferred tax liabilities (2018: 20%).

Deferred BIT assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

The Group's tax losses can be carried forward to offset against future taxable profit for a maximum period of no more than five consecutive years from the year right after the year in which the loss was incurred. The actual amount of tax losses that can be carried forward is subject to review and approval of the tax authorities and may be different from the figures presented. The estimated amount of tax losses available for offset against the Group's future taxable profit are:

Year of tax loss	Loss carried forward VND
2015	88,763,066,258
2016	304,593,365,848
2017 (*)	2,497,913,009,927
2018 (*)	2,762,667,803,917
2019 (*)	3,450,134,645,609

(*) As at the issuance date of these separate financial statements, the tax loss is not taken to account for the impact of Decree No. 20/2017/ND-CP dated 27 February 2017 because this degree is on draft.

The Group did not recognise deferred income tax assets relating to the above tax losses carried forward, as the realisation of the related tax benefit through future taxable profit currently cannot be assessed as probable.

38 BUSINESS INCOME TAX (continued)

(b) BIT

The BIT on the Group's accounting profit before tax differs from the theoretical amount that would arise using the applicable tax rate of 20% as follows:

	2019 VND	2018 VND
Net accounting profit before tax	4,272,235,676,472	4,685,614,310,237
Tax calculated at a rate of 20%	854,447,135,294	937,122,862,047
Effect of:		
Goodwill allocation	163,944,701,934	82,221,064,436
Expenses not deductible for tax purposes	9,055,649,681	8,911,014,815
Income not subject to tax	-	(780,912,000)
Tax losses utilisation	(16,607,252,646)	(45,801,020,818)
Tax loss for which deferred tax asset is not recognised	606,214,484,847	424,151,803,703
Difference on gain from transfers of subsidiaries	89,168,478,764	(292,488,368)
Gain from revaluation of previous investments at the date of control of subsidiaries	(89,098,889,973)	-
Share of profit from associates	1,867,585,071	(1,534,218,160)
Gain from subsidiaries acquisitions	(736,834,850,877)	(174,822,805)
Adjustments for business income tax of previous years	2,756,532,466	2,841,739,901
BIT charge (*)	884,913,574,561	1,406,665,022,751
Charged to consolidated income statement:		
BIT - current	692,528,132,718	986,171,527,219
BIT - deferred (Note 38(a))	192,385,441,843	420,493,495,532
	884,913,574,561	1,406,665,022,751

(*) The BIT charge for the year is based on estimated taxable income and is subject to review and possible adjustments by the tax authorities.

39 COSTS OF OPERATIONS BY FACTOR

Costs of operation by factor represent all costs incurred during the year, excluding cost of merchandises for trading activities. The details are as follows:

	2019 VND	2018 VND (Restated)
Real estate development costs	33,622,732,922,002	15,766,639,285,450
Labour costs	820,865,284,212	673,783,996,538
Outside services expenses	525,055,503,514	474,497,283,986
Depreciation, amortisation and goodwill allocation	933,751,735,629	481,127,522,226
Other expenses	190,157,614,171	287,682,148,631
	36,092,563,059,528	17,683,730,236,831

40 ADDITIONAL INFORMATION ON CERTAIN ITEMS OF THE CONSOLIDATED CASH FLOW STATEMENT

(a) Significant non-cash transactions affect of cash flow statement

	2019 VND	2018 VND
Bonus shares issued from share premium	-	2,023,171,780,000
Issuance of ordinary shares for converting debts	-	22,773,000,000

(b) Amount of borrowings actually drawn down during the year

	2019 VND	2018 VND
Proceeds from borrowings following normal borrowing contracts	16,579,388,731,867	13,151,307,736,734
Issuing bonds	3,881,023,998,097	9,001,741,752,275
	20,460,412,729,964	22,153,049,489,009

(c) Amount of borrowings actually repaid during the year

	2019 VND	2018 VND (Restated)
Repayments of borrowings under normal borrowing contracts	(10,708,355,525,803)	(11,746,863,168,477)
Repayments of bonds	(5,441,840,000,000)	(3,025,000,000,000)
	(16,150,195,525,803)	(14,771,863,168,477)

41 RELATED PARTY DISCLOSURES

During the year, the Group has transactions and balances with the following related parties:

Relationship	Name
Associate	Sai Gon Electronics and Industrial Service Joint Stock Company
Associate	Ben Thanh Housing Service and Development Joint Stock Company
Associate	Dat Viet Development Joint Stock Company (*)
Associate	Thanh My Loi Joint Stock Company
Associate	Saigon Golf Company Limited
Company owned by shareholders	NSQ Investment Development Joint Stock Company (separated from Diamond Properties Joint Stock Company)

(a) Related party transactions

During the year, the following transactions were carried out with related parties:

	2019 VND	2018 VND (Restated)
(i) Purchase of services		
Ben Thanh Housing Service and Development Joint Stock Company	40.563.316.278	55.056.246.652
(ii) Interest on lending		
Sai Gon Electronics and Industrial Service Joint Stock Company	805.628.445	-
Thanh My Loi Joint Stock Company	6.054.738.414	5.181.762.538
Saigon Golf Company Limited	1.142.493.151	-
	8.002.860.010	5.181.762.538
(iii) Interest expense		
Thai Binh Real Estate Trading Joint Stock Company (*)	-	5.032.465.753
Saigon Golf Company Limited	1.968.520.822	-
	1.968.520.822	5.032.465.753
(iv) Other expense		
Saigon Golf Company Limited	2.398.134.247	-
(v) Compensation of key management		
Gross salaries and other benefits	21.405.636.681	23.726.625.300

41 RELATED PARTY DISCLOSURES (continued)

(b) Year end balances with related parties

	31.12.2019 VND	31.12.2018 VND (Restated)
(i) Short-term trade account receivables (Note 6)		
NSQ Investment Development Joint Stock Company	30,410,645,644	40,024,130,644
Ben Thanh Housing Service and Development Joint Stock Company	4,988,815,626	149,745,844
	35,399,461,270	40,173,876,488
(ii) Short-term lendings (Note 8)		
Thanh My Loi Joint Stock Company	49,629,003,300	49,629,003,300
Saigon Golf Company Limited		
Sai Gon Electronics and Industrial Service Joint Stock Company	0	7,520,000,000
	272,629,003,300	57,149,003,300
(iii) Other short-term receivables (Note 9(a))		
Saigon Golf Company Limited		388,560,000,000
Ben Thanh Housing Service and Development Joint Stock Company		38,324,741,374
Sai Gon Electronics and Industrial Service Joint Stock Company		
Thanh My Loi Joint Stock Company	12,517,152,804	6,462,414,402
	454,041,456,293	460,087,261,215
(iv) Other long-term receivables (Note 9(b))		
Ben Thanh Housing Service and Development Joint Stock Company		5,682,317,455
Dat Viet Development Joint Stock Company (*)	-	46,000,000,000
	5,682,317,455	51,682,317,455
(v) Short-term trade accounts payable (Note 18)		
Ben Thanh Housing Service and Development Joint Stock Company	316,457,900	489,425,295
(vi) Short-term accrued expenses (Note 22)		
Saigon Golf Company Limited	1,968,520,822	-
(vii) Borrowings (Note 24)		
Saigon Golf Company Limited	384,230,000,000	-

(*) During the year ended and as at 31 December 2019, thease companies became the Group's subsidiaries and were consolidated in the consolidated financial statement of the Group.

42 COMMITMENTS UNDER OPERATING LEASES

The future minimum lease payments under non-cancellable operating leases were as follows:

	Office rental	
	2019 VND	2018 VND (Restated)
Within one year	70,712,545,970	31,642,142,336
From one to five years	127,176,250,710	52,541,621,124
Over five years	295,203,538,968	268,351,209,756
Total minimum payments	493,092,335,648	352,534,973,216

43 CAPITAL COMMITMENTS

Capital expenditure contracted for at the balance sheet date but not recognised in the consolidated financial statements was as follows:

	2019 VND	2018 VND (Restated)
Construction cost of projects	3,521,454,232,828	3,388,907,840,847

44 SEGMENT REPORTING

Business activity segments:

As the Group's revenue and profit are mainly derived from the business activities of the real estate while other sources of revenue are not material as a whole, the Board of Management accordingly believes that the Group's real estate and supporting activities for real estate are in a sole business segment only.

Geographical segments:

The Group's activities are mainly segmented by domestic activities. The Group does not monitor its operation results, fixed assets, other non-current assets or non-cash major expenses by the geographical areas of customers.

45 COMPARATIVE FIGURES

As disclosed on the notes to the Group's consolidated financial statements in the previous periods, on 26 November 2018, Thanh Nhon Real Estate Joint Stock Company ("Thanh Nhon Real Estate") and Saigontourist Holding Company ("Saigon Tourist") signed the agreement to cancel the Capital transfer contract at Saigon Golf Company Limited ("Saigon Golf") which was signed on 3 March 2017 and completed the transfer in 2017. According to this Cancellation agreement, the parties agreed to return to each other all that had been received from the other, the parties will coordinate to carry out the procedures for amending the Charter and Business registration certificate of Saigon Golf, and Saigon Tourist will appoint a representative of the capital contribution at Saigon Golf.

45 COMPARATIVE FIGURES (continued)

On 9 January 2019, Saigon Tourist has refunded to Thanh Nhon Real Estate the capital transfer with the amount of VND645,444,132,075. On 26 June 2019, Saigon Tourist has appointed a representative of the capital contribution at Saigon Golf according to the Cancellation agreement. Following procedures of this Cancellation agreement are continuing to be performed. As at the date of these consolidated financial statements, based on the content and progress of the Cancellation agreement, The Board of Management assessed and decided that the capital transfer transaction and the accounting treatment of Saigon Golf business combination carried out in 2017 were canceled. Accordingly, the Board of Management decided to retrospectively adjust the consolidated financial statements of 2017 and 2018 in order to not consolidate Saigon Golf because it was not a subsidiary, but was identified as an associate, therefore, was presented under the equity method on the Group's consolidated financial statements of 2017 and 2018.

Details of the restatement are as follows:

CONSOLIDATED BALANCE SHEET				
Code	Assets	As at 31 December 2018		
		As previously reported VND	Restatements VND	Restated VND
100	CURRENT ASSETS	50,860,944,465,153	(779,922,884,784)	50,081,021,580,369
110	Cash and cash equivalents	12,326,942,295,680	(11,771,532,069)	12,315,170,763,611
111	Cash	7,595,717,278,814	(11,771,532,069)	7,583,945,746,745
130	Short-term receivables	4,665,352,597,458	956,177,038,693	5,621,529,636,151
132	Short-term prepayments to suppliers	1,501,273,791,900	(77,827,093,382)	1,423,446,698,518
136	Other short-term receivables	1,984,653,214,476	1,034,004,132,075	3,018,657,346,551
140	Inventories	32,826,041,845,846	(1,703,154,697,304)	31,122,887,148,542
141	Inventories	32,833,620,893,772	(1,703,154,697,304)	31,130,466,196,468
150	Other current assets	946,915,920,290	(21,173,694,104)	925,742,226,186
151	Short-term prepaid expenses	133,941,405,843	(40,622,224)	133,900,783,619
152	Value Added Tax to be reclaimed	726,686,085,221	(20,972,367,906)	705,713,717,315
153	Other taxes receivable	86,288,429,226	(160,703,974)	86,127,725,252
200	LONG-TERM ASSETS	19,051,268,698,390	(10,163,333,578)	19,041,105,364,812
220	Fixed assets	787,142,924,879	(31,292,491,991)	755,850,432,888
221	Tangible fixed assets	705,600,012,062	(31,292,491,991)	674,307,520,071
222	Historical cost	875,356,758,139	(36,730,779,150)	838,625,978,989
223	Accumulated depreciation	(169,756,746,077)	5,438,287,159	(164,318,458,918)
227	Intangible fixed assets	81,542,912,817	-	81,542,912,817

45 COMPARATIVE FIGURES (continued)

Code	Assets	As at 31 December 2018		
		As previously reported VND	Restatements VND	Restated VND
228	Historical cost	91,934,799,597	(120,000,000)	91,814,799,597
229	Accumulated amortisation	(10,391,886,780)	120,000,000	(10,271,886,780)
250	Long-term investments	7,556,238,420,121	146,665,352,356	7,702,903,772,477
252	Investments in associates, joint ventures	7,548,298,670,121	146,665,352,356	7,694,964,022,477
260	Other long-term assets	6,965,518,571,578	(125,536,193,943)	6,839,982,377,635
262	Deferred income tax assets	70,055,011,414	(96,701,176)	69,958,310,238
269	Goodwill	6,481,348,532,606	(125,439,492,767)	6,355,909,039,839
270	TOTAL ASSETS	69,912,213,163,543	(790,086,218,362)	69,122,126,945,181
Code	RESOURCES	As at 31 December 2018		
		As previously reported VND	Restatements VND	Restated VND
300	LIABILITIES	49,452,086,677,765	(299,759,422,791)	49,152,327,254,974
310	Short-term liabilities	27,969,394,567,002	25,748,855,571	27,995,143,422,573
311	Short-term trade accounts payable	2,523,012,259,596	(4,875,582,089)	2,518,136,677,507
315	Short-term accrued expenses	2,711,170,532,425	(1,373,128,640)	2,709,797,403,785
319	Other short-term payables	2,711,456,498,429	31,997,566,300	2,743,454,064,729
330	Long-term liabilities	21,482,692,110,763	(325,508,278,362)	21,157,183,832,401
337	Other long-term payables	2,495,831,870,100	72,760,000,000	2,568,591,870,100
341	Deferred income tax liabilities	2,697,115,228,051	(398,268,278,362)	2,298,846,949,689
400	OWNERS' EQUITY	20,460,126,485,778	(490,326,795,571)	19,969,799,690,207
410	Capital and reserves	20,460,126,485,778	(490,326,795,571)	19,969,799,690,207
421	Undistributed earnings	6,107,694,627,582	(488,996,457,753)	5,618,698,169,829
421a	Undistributed post-tax profits of previous years	2,886,728,106,652	(497,914,479,942)	2,388,813,626,710
421b	Post-tax profit of current year	3,220,966,520,930	8,918,022,189	3,229,884,543,119
429	Non-controlling interests	982,825,337,170	(1,330,337,818)	981,494,999,352
440	TOTAL RESOURCES	69,912,213,163,543	(790,086,218,362)	69,122,126,945,181

CONSOLIDATED INCOME STATEMENT				
Code		For the year ended 31 December 2018		
		As previously reported VND	Restatements VND	Restated VND
01	Revenue from sales of goods and rendering of services	15,635,421,288,785	(117,176,092)	15,635,304,112,693
10	Net revenue from sales of goods and rendering of services	15,290,393,908,485	(117,176,092)	15,290,276,732,393
11	Cost of goods sold and services rendered	(10,132,440,436,138)	140,050,424	(10,132,300,385,714)
20	Gross profit from sales of goods and rendering of services	5,157,953,472,347	22,874,332	5,157,976,346,679
21	Financial income	1,296,684,713,154	(78,019,221)	1,296,606,693,933
22	Financial expenses	(1,930,195,994,193)	(2,240,065,369)	(1,932,436,059,562)
23	Including: Interest expense	(1,381,414,621,001)	(1,923,276,929)	(1,383,337,897,930)
24	Share of profit from associates	1,322,274,553,324	(3,513,836,118)	1,318,760,717,206
26	General and administration expenses	(743,726,773,586)	15,912,433,638	(727,814,339,948)
30	Net operating profit	4,678,772,661,920	10,103,387,262	4,688,876,049,182
31	Other income	71,083,646,568	136,154,437	71,219,801,005
40	Net other expenses	(3,397,893,382)	136,154,437	(3,261,738,945)
50	Net accounting profit before tax	4,675,374,768,538	10,239,541,699	4,685,614,310,237
52	Business income tax - deferred	(422,133,052,602)	1,639,557,070	(420,493,495,532)
60	Net profit after tax	3,267,070,188,717	11,879,098,769	3,278,949,287,486
Attributable to:				
61	Owners of the parent company	3,227,004,714,155	11,873,589,858	3,238,878,304,013
62	Non-controlling interests	40,065,474,562	5,508,911	40,070,983,473
70	Basic earnings per share	3,533	13	3,546
71	Diluted earnings per share	3,389	12	3,401

45 COMPARATIVE FIGURES (continued)

CASH FLOW FROM OPERATING ACTIVITIES (INDIRECT METHOD)				
Code		For the year ended 31 December 2018		
		As previously reported VND	Restatements VND	Restated VND
01	Net profit before tax	4,675,374,768,538	10,239,541,699	4,685,614,310,237
Adjustments for:				
02	Depreciation, amortisation, goodwill allocation and gain on bargain purchase	517,049,317,948	(20,176,035,165)	496,873,282,783
05	Profits from investing activities	(2,468,804,185,787)	3,444,575,327	(2,465,359,610,460)
06	Interest expense and bond issuance costs	1,441,738,182,823	1,994,857,404	1,443,733,040,227
08	Operating profit before changes in working capital	4,313,213,191,976	(4,497,060,735)	4,308,716,131,241
09	Decrease in receivables	2,824,622,148,839	(87,601,726,366)	2,737,020,422,473
10	Decrease in inventories	127,667,292,027	42,891,925,718	170,559,217,745
11	Increase in payables	(4,315,181,771,102)	48,546,817,786	(4,266,634,953,316)
12	Decrease in prepaid expenses	65,320,845,837	30,569,135	65,351,414,972
14	Interest paid	(1,793,288,879,653)	56,418,082	(1,793,232,461,571)
20	Net cash inflows from operating activities	575,268,253,692	(573,056,380)	574,695,197,312
CASH FLOWS FROM INVESTING ACTIVITIES				
21	Purchases of fixed assets and other long-term assets	(170,699,012,647)	301,017,739	(170,397,994,908)
27	Dividends and Interest received	364,661,390,314	(78,019,221)	364,583,371,093
30	Net cash outflows from investing activities	(5,861,344,223,355)	222,998,518	(5,861,121,224,837)
33	Proceeds from borrowings	22,160,749,489,009	(7,700,000,000)	22,153,049,489,009
34	Repayments of borrowings	(14,779,563,168,477)	7,700,000,000	(14,771,863,168,477)
50	Net increase in cash and cash equivalents	5,676,501,642,583	(350,057,862)	5,676,151,584,721
60	Cash and cash equivalents at beginning of year	6,650,160,994,741	(11,421,474,207)	6,638,739,520,534
70	Cash and cash equivalents at end of year	12,326,942,295,680	(11,771,532,069)	12,315,170,763,611

46 EVENTS AFTER THE CONSOLIDATED BALANCE SHEET DATE

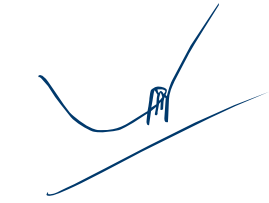
Utilise shares of No Va Land Investment Joint Stock Company (a subsidiary) to secure financial liabilities

According to the Decision No. 01/2020-NQ.HDQT-NVLG dated 22 January 2020, the Board of Directors approved for the Company utilising 11,833,000 shares of No Va Land Investment Joint Stock Company to secure for bonds with total maximum value of VND1,950 billions issued by No Va Land Investment Joint Stock Company to Military Commercial Joint Stock Bank – North Saigon Branch.

The consolidated financial statements were approved by the Board of Management on 24 February 2020



Nguyen Ngoc Bang
Preparer



Tran Thi Thanh Van
Chief Accountant



Bui Xuan Huy
General Director

Code	ASSETS	Note	As at 31 December	
			2019 VND	2018 VND
100	CURRENT ASSETS		5,936,998,024,235	9,842,808,514,571
110	Cash and cash equivalents	3	1,425,533,678,899	6,307,617,528,607
111	Cash		773,882,285,757	4,364,094,540,471
112	Cash equivalents		651,651,393,142	1,943,522,988,136
120	Short-term investments		116,815,000,000	3,317,247,322
123	Investments held to maturity	4(a)	116,815,000,000	3,317,247,322
130	Short-term receivables		1,921,590,321,682	978,301,813,696
131	Short-term trade accounts receivable	5	107,330,909,046	141,867,503,918
132	Short-term prepayments to suppliers	6	345,135,474,007	374,209,855,850
135	Short-term lending	7	-	7,520,000,000
136	Other short-term receivables	8(a)	1,469,123,938,629	454,704,453,928
140	Inventories	10	2,361,253,926,178	2,357,821,074,991
141	Inventories		2,361,253,926,178	2,357,821,074,991
150	Other current assets		111,805,097,476	195,750,849,955
151	Short-term prepaid expenses	11(a)	46,717,810,024	58,028,744,567
152	Value added tax ("VAT") to be reclaimed	18(a)	60,377,552,738	133,012,370,674
153	Tax and other receivables from the State	18(a)	4,709,734,714	4,709,734,714
200	LONG-TERM ASSETS		37,393,054,590,184	29,777,511,680,692
210	Long-term receivables		294,943,665,239	25,087,340,239
216	Other long-term receivables	8(b)	294,943,665,239	25,087,340,239
220	Fixed assets		642,536,374,881	567,016,293,701
221	Tangible fixed assets	12(a)	500,907,896,381	485,494,214,215
222	Historical cost		576,656,910,869	542,192,578,806
223	Accumulated depreciation		(75,749,014,488)	(56,698,364,591)
227	Intangible fixed assets	12(b)	141,628,478,500	81,522,079,486
228	Historical cost		168,388,989,622	91,532,544,197
229	Accumulated amortisation		(26,760,511,122)	(10,010,464,711)
230	Investment properties	13	1,291,184,192,405	1,292,989,706,133
231	Historical cost		1,320,322,609,888	1,316,000,730,094
232	Accumulated depreciation		(29,138,417,483)	(23,011,023,961)
240	Long-term assets in progress		219,037,930,780	263,991,199,358
241	Long-term work in progress	14	181,995,269,013	181,962,136,884
242	Construction in progress	15	37,042,661,767	82,029,062,474
250	Long-term investments		34,827,515,277,977	27,496,490,177,977
251	Investments in subsidiaries	4(b)	34,710,359,617,977	27,411,298,117,977
252	Investments in associates and joint ventures	4(b)	75,392,060,000	85,192,060,000
255	Investments held to maturity	4(a)	41,763,600,000	-
260	Other long-term assets		117,837,148,902	131,936,963,284
261	Long-term prepaid expenses	11(b)	116,861,275,330	130,961,089,712
262	Deferred income tax assets	24	975,873,572	975,873,572
270	TOTAL ASSETS		43,330,052,614,419	39,620,320,195,263

Code	RESOURCES	Note	Year ended 31 December	
			2019 VND	2018 VND
300	LIABILITIES		26,435,427,681,373	23,324,963,926,892
310	Short-term liabilities		6,053,175,955,559	11,617,464,209,775
311	Short-term trade accounts payable	16	55,875,278,383	132,842,393,354
312	Short-term advances from customers	17	349,802,498,306	376,442,933,681
313	Tax and other payables to the State	18(b)	11,933,446,442	302,622,383,493
314	Payables to employees		30,109,208,993	32,093,345,384
315	Short-term accrued expenses	19	746,330,141,817	1,183,462,917,145
318	Short-term unearned revenue	20(a)	1,439,444,804	1,489,172,289
319	Other short-term payables	21(a)	73,910,814,946	1,001,628,405,420
320	Short-term borrowings	22(a)	4,778,226,256,573	8,581,333,793,714
322	Bonus and welfare funds		5,548,865,295	5,548,865,295
330	Long-term liabilities		20,382,251,725,814	11,707,499,717,117
336	Long-term unearned revenue	20(b)	63,005,509,560	64,377,614,795
337	Other long-term payables	21(b)	7,931,632,016,438	1,540,932,195
338	Long-term borrowings	22(b)	12,376,414,774,350	11,641,581,170,127
342	Provision for long-term liabilities	23	11,199,425,466	-
400	OWNERS' EQUITY		16,894,624,933,046	16,295,356,268,371
410	Capital and reserves		16,894,624,933,046	16,295,356,268,371
411	Owners' capital	25, 26	9,695,407,970,000	9,372,766,740,000
411a	Ordinary shares with voting rights		9,695,407,970,000	9,304,466,740,000
411b	Preference shares		-	68,300,000,000
412	Share premium	26	3,860,189,781,026	3,996,839,781,026
421	Undistributed earnings	26	3,339,027,182,020	2,925,749,747,345
421a	Undistributed post-tax profits of previous years		2,925,749,747,345	1,456,189,367,998
421b	Post-tax profits of current year		413,277,434,675	1,469,560,379,347
440	TOTAL RESOURCES		43,330,052,614,419	39,620,320,195,263

Do Phuong Thuy
Preparer

Tran Thi Thanh Van
Chief Accountant



Bui Xuan Huy
Legal representative
24 February 2020

Code		Note	Year ended 31 December	
			2019 VND	2018 VND
01	Revenue from sales of goods and rendering of services		1,281,618,655,883	3,803,674,313,262
02	Less deductions		(17,808,171,359)	-
10	Net revenue from sales of goods and rendering of services	28	1,263,810,484,524	3,803,674,313,262
11	Cost of goods sold and service rendered	29	(1,018,996,444,728)	(1,546,772,564,425)
20	Gross profit from sales of goods and rendering of services		244,814,039,796	2,256,901,748,837
21	Financial income	30	2,999,762,211,056	1,938,004,182,314
22	Financial expenses	31	(2,527,725,122,469)	(2,157,483,807,684)
23	Including: Interest expense	31	(1,651,978,253,306)	(1,696,283,554,055)
25	Selling expenses	32	(53,078,292,147)	(90,133,019,101)
26	General and administration expenses	33	(174,242,749,126)	(143,489,558,924)
30	Net operating profit		489,530,087,110	1,803,799,545,442
31	Other income		16,038,666,277	14,239,428,402
32	Other expenses		(71,214,510,493)	(8,644,806,475)
40	Net other (expenses)/income	34	(55,175,844,216)	5,594,621,927
50	Net accounting profit before tax		434,354,242,894	1,809,394,167,369
51	Business income tax ("BIT") - current	35	-	(339,833,788,022)
52	BIT - deferred	24, 35	-	-
60	Net profit after tax		434,354,242,894	1,469,560,379,347

Do Phuong Thuy
Preparer

Tran Thi Thanh Van
Chief Accountant



Bui Xuan Huy
Legal representative
24 February 2020

Code		Note	Year ended 31 December	
			2019 VND	2018 VND
	CASH FLOWS FROM OPERATING ACTIVITIES			
01	Net accounting profit before tax		434,354,242,894	1,809,394,167,369
	Adjustments for:			
02	Depreciation and amortisation		47,216,327,238	33,690,947,426
03	Provisions		8,933,177,392	-
04	Unrealised foreign exchange (gains)/losses		(784,784,154)	136,061,065,597
05	Profits from investing activities		(2,972,657,574,672)	(1,897,940,148,655)
06	Interest expense and bond issue fee allocation		1,762,299,601,550	1,772,653,667,492
08	Operating (loss)/profit before changes in working capital		(720,639,009,752)	1,853,859,699,229
09	Decrease in receivables		38,891,001,788	1,293,779,330,507
10	(Increase)/decrease in inventories		(3,391,585,468)	51,030,948,391
11	Increase in payables		6,735,076,553,069	543,381,565,363
12	Decrease/(increase) in prepaid expenses		25,410,748,925	(8,750,393,929)
14	Interest paid		(1,962,295,970,433)	(1,286,700,996,193)
15	BIT paid		(276,507,937,651)	(5,000,000,000)
20	Net cash inflows from operating activities		3,836,543,800,478	2,441,600,153,368
	CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchases of fixed assets and other long-term assets		(81,501,104,054)	(68,872,576,324)
22	Proceeds from disposals of fixed assets and long-term assets		6,689,068,191	585,107,136
23	Loans granted, purchases of debt instruments of other entities		(158,578,600,000)	(3,317,247,322)
24	Collection of loans, proceeds from sales of debt instruments of other entities		10,837,247,322	655,823,076,974
25	Investments in other entities		(9,271,597,044,327)	(11,579,859,830,510)
26	Proceeds from divestment in other entities		1,491,636,838,396	1,061,304,600,000
27	Dividends and interest received		2,279,624,685,439	1,987,420,867,693
30	Net cash outflows from investing activities		(5,722,888,909,033)	(7,946,916,002,353)

Code		Note	Year ended 31 December	
			2019 VND	2018 VND
	CASH FLOWS FROM FINANCING ACTIVITIES			
31	Proceeds from issue of shares and capital contribution		186,041,230,000	3,643,414,735,626
33	Proceeds from borrowings		7,689,020,867,748	14,470,993,767,038
34	Repayments of borrowings		(10,855,051,148,910)	(7,757,081,605,185)
40	Net cash (outflows)/inflows from financing activities		(2,979,989,051,162)	10,357,326,897,479
50	Net (decrease)/increase in cash and cash equivalents		(4,866,334,159,717)	4,852,011,048,494
60	Cash and cash equivalents at beginning of year	3	6,307,617,528,607	1,455,689,692,352
61	Effect of foreign exchange differences		(15,749,689,991)	(83,212,239)
70	Cash and cash equivalents at end of year	3	1,425,533,678,899	6,307,617,528,607

Additional information relating to the cash flow statement is presented in Note 38

Do Phuong Thuy
Preparer

Tran Thi Thanh Van
Chief Accountant



Bui Xuan Huy
Legal representative
24 February 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME

for the year ended 31 December 2019 and 31 December 2018

	2019 VND	2018 VND
Revenue from contracts with customers	11,589,254,090,987	15,935,976,672,893
Cost of sales	(9,264,712,183,919)	(11,394,015,409,819)
Gross profit	2,324,541,907,068	4,541,961,263,074
Selling and distribution expenses	(319,484,314,755)	(428,866,852,422)
Administrative expenses	(604,919,118,770)	(560,820,778,126)
Other operating income	4,522,122,104,331	935,512,167,709
Other operating expenses	(86,010,282,457)	(74,481,539,950)
Net fair value gains/(losses) on financial assets at fair value through profit or loss	190,646,925	-
Operating profit	5,836,440,942,342	4,413,304,260,285
Finance income	372,600,804,887	875,736,941,661
Finance costs	(2,753,742,528,370)	(1,915,354,951,737)
Finance costs - net	(2,381,141,723,483)	(1,039,618,010,076)
Share of (loss)/profit of associates	(9,578,783,868)	1,318,760,717,206
Profit before tax	3,445,720,434,991	4,692,446,967,415
Income tax expense	(774,254,539,314)	(1,498,236,109,192)
Profit for the year	2,671,465,895,677	3,194,210,858,223
Profit is attributable to:		
Equity holders of the parent	2,720,567,118,680	3,168,876,808,798
Non-controlling interests	(49,101,223,003)	25,334,049,425
Other comprehensive income		
Items that may be reclassified to profit or loss		
Change in cashflow hedge	(27,069,578,145)	(39,967,333,224)
Other comprehensive income for the year, net of tax	(27,069,578,145)	(39,967,333,224)
Total comprehensive income for the year	2,644,396,317,532	3,154,243,524,999
Total comprehensive income is attributable to:		
Equity holders of the parent	2,693,497,540,535	3,128,909,475,574
Non-controlling interests	(49,101,223,003)	25,334,049,425
Earning per share for profit attributable to the ordinary equity holders of the Company:		
Basic earnings per share	2,833	3,469
Diluted earnings per share	2,833	3,330

	2019 VND	2018 VND (Restated)
NON-CURRENT ASSETS		
Property, plant and equipment	1,366,508,620,033	922,524,912,230
Intangible assets	141,628,478,500	81,542,912,817
Investment properties	7,817,910,037,096	6,683,686,460,025
Investment in associates	3,782,726,051,104	3,030,645,866,642
Deferred income tax assets	6,189,456,231,168	8,189,809,412,460
Financial asset at fair value through profit and loss	160,010,396,357	81,527,335,841
Long-term prepaid expenses	8,130,396,925	7,939,750,000
Long-term lending	195,690,225,201	325,444,051,411
Long-term financial assets at amortised cost	166,631,340,201	26,370,481,511
Right-of-use assets	221,099,144,288	-
Other long-term receivables	246,518,066,748	209,403,896,052
Total non-current assets	20,296,308,987,621	19,558,895,078,989
CURRENT ASSETS		
Inventories	58,780,086,405,596	32,816,153,932,878
Contract assets	990,477,926,323	635,417,513,521
Trade receivables	75,947,515,265	113,354,207,211
Short-term prepayments to suppliers	833,905,092,647	1,423,446,698,518
Short-term prepaid expenses	153,319,680,177	253,835,962,567
Short-term lending	897,703,488,099	556,433,379,836
Short-term financial assets at amortised cost	477,346,389,670	98,491,475,237
Short-term deposits at banks	11,852,064,565	-
Tax receivables	1,087,052,290,309	791,841,442,567
Other short-term receivables	3,068,763,237,827	2,880,304,192,627
Restricted cash	714,590,859,886	754,343,049,202
Cash and cash equivalents	5,767,760,833,713	11,570,601,689,489
Total current assets	72,858,805,784,077	51,894,223,543,653
TOTAL ASSETS	93,155,114,771,698	71,453,118,622,642
LIABILITIES		

	2019 VND	2018 VND (Restated)
Non-current liabilities		
Long-term borrowings	40,910,949,868,295	18,517,612,117,726
Long-term unearned revenue	2,386,285,720	2,273,231,407
Deferred income tax liabilities	6,446,486,733,450	2,528,549,810,603
Other long-term payables	6,024,939,545	3,981,870,100
Long term lease liability	166,260,720,113	-
Provisions for long-term payables	156,012,851,046	-
Total non-current liabilities	47,688,121,398,169	21,052,417,029,836
Current liabilities		
Short-term borrowings	10,808,536,653,054	14,012,003,917,050
Trade payable	4,404,083,739,348	4,434,703,298,726
Contract liabilities	1,893,077,345,300	8,807,327,517,503
Derivative financial liabilities	74,389,727,926	36,842,333,224
Other short-term payables	1,378,367,085,127	790,445,812,979
Short term lease liability	62,278,590,943	-
Current income tax liabilities	178,287,280,513	510,495,602,928
Other tax payables	27,425,769,242	47,747,365,189
Total current liabilities	18,826,446,191,453	28,639,565,847,599
Total Liabilities	66,514,567,589,622	49,691,982,877,435
Net assets	26,640,547,182,076	21,761,135,745,207
EQUITY		
Share capital	9,517,407,970,000	9,191,066,740,000
Share premium	7,367,358,298,440	6,406,846,176,796
Other capital	249,161,092,896	219,428,884,932
Other reserves	(66,568,161,369)	(39,967,333,224)
Retained earnings	7,412,962,060,058	5,021,519,500,114
Equity attributable to equity holders of the parent	24,480,321,260,025	20,798,893,968,618
Non-controlling interests	2,160,225,922,051	962,241,776,589
Total equity	26,640,547,182,076	21,761,135,745,207

	2019 VND	2018 VND (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	3,445,720,434,991	4,692,446,967,415
Adjustments for:		
Depreciation, amortisation	143,248,929,719	86,079,612,923
Impairment of goodwill	171,048,833,124	156,425,226,291
Provisions	152,077,733,090	10,321,013,452
Gain on bargain purchase	(3,684,174,254,384)	(874,114,025)
Unrealised foreign exchange losses/(gain)	(118,964,795)	166,284,095,002
Loss on disposal of investment properties, intangible assets and property, plant and equipment	3,189,421,674	14,590,947,320
Gain on disposal of subsidiaries	(214,705,468,281)	(60,207,421,229)
Gain on financial assets at fair value through profit or loss	(190,646,925)	-
Interest income	(332,706,955,050)	(805,747,821,535)
Interest expenses	2,541,248,876,560	1,677,744,096,590
Share of profit of associates	9,578,783,868	(1,318,760,717,206)
Revaluation of investments at each business combination stage	(460,281,890,852)	(803,210,831,450)
ESOP expense	921,998,225,734	704,279,893,305
Operating profit before changes in working capital	2,695,933,058,473	4,519,370,946,853
Decrease in trade and other receivables	1,334,313,634,691	2,803,427,298,440
Decrease/(Increase) in inventories	2,766,462,118,692	170,559,217,745
(Decrease)/Increase in trade and other payables	(7,912,804,262,653)	(5,845,882,279,730)
Decrease/(Increase) in prepaid expenses	119,120,886,872	57,054,685,576
Interest receipt	294,193,687,515	362,783,371,093
Interest paid	(2,935,222,466,199)	(2,027,949,610,235)
Business income tax paid	(971,247,780,944)	(647,084,574,232)
Net cash (outflows)/inflows from operating activities	(4,609,251,123,553)	(607,720,944,490)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant, equipment and investment properties	(383,243,115,853)	(170,397,994,908)
Proceeds from sale of property, plant, equipment and investment properties	11,199,068,191	44,855,532,242
Payment for short-term deposits	(456,383,012,598)	(98,275,336,096)

	2019 VND	2018 VND (Restated)
Receipt from short-term deposits	45,777,952,235	557,810,603,115
Loan granted to other parties	(717,953,832,348)	(647,378,266,786)
Collection of loan from other parties	414,886,748,934	3,019,115,684,999
Cash advance to other parties	(1,417,820,281,660)	(680,910,100,000)
Collection of cash advances to other parties	1,418,337,820,000	133,305,155,559
Payment for acquisition of subsidiaries, net of cash acquired	(12,585,759,792,995)	(7,789,755,967,704)
Proceeds on disposal of subsidiaries, net of cash disposal	288,538,289,065	833,835,774,717
Payment for acquisition of associates	(310,283,000,000)	(1,341,481,075,000)
Proceed from disposal of associates	9,559,141,485	-
Received from collection of financial assets through profit and loss	-	270,000,000
Dividends receipt from associates	2,400,000,000	1,800,000,000
Net cash outflows from investing activities	(13,680,744,015,544)	(6,137,205,989,862)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issues of shares	185,991,230,000	3,643,414,735,626
Capital withdrawal of non-controlling interests, buying back issued stocks	(82,000,000)	(50,046,482,000)
Proceeds from borrowings	35,152,751,295,000	25,189,732,658,663
Repayment of borrowings	(22,768,331,909,364)	(16,261,493,568,477)
Principal elements of lease payments	(22,935,264,048)	-
Restricted bank deposits	39,752,189,316	(245,507,471,884)
Dividend paid to non-controlling interests	(19,719,873,178)	(12,908,761,912)
Payment for further acquisition of non-controlling interest	(84,480,000,000)	(101,004,450,510)
Capital contribution from non-controlling interests	19,948,500,000	931,800,000
Net cash inflows from financing activities	12,502,894,167,726	12,163,118,459,506
Net increase in cash and cash equivalents	(5,787,100,971,371)	5,418,191,525,154
Effects of translation differences	(15,739,884,405)	279,658,356
Cash and cash equivalents at beginning of year	11,570,601,689,489	6,152,130,505,979
Cash and cash equivalents at end of year	5,767,760,833,713	11,570,601,689,489

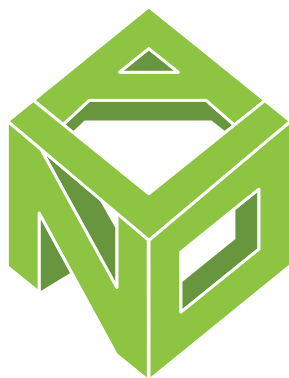
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