

CÔNG TY CỔ PHẦN
TẬP ĐOÀN ĐẦU TƯ ĐỊA ỐC NO VA
NO VA LAND INVESTMENT
GROUP CORPORATION

Số/No.: 839/2020-CV-NVLG

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Tp. Hồ Chí Minh, ngày 18 tháng 11 năm 2020

Ho Chi Minh City, November 2020

**CÔNG BỐ THÔNG TIN THAY ĐỔI SỐ LƯỢNG CỔ PHIẾU
CÓ QUYỀN BIỂU QUYẾT ĐANG LƯU HÀNH
DISCLOSURE OF INFORMATION ON CHANGE OF
OUTSTANDING VOTING SHARES**

Kính gửi: - Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở giao dịch chứng khoán TP.HCM/ *Hochiminh Stock Exchange*

- Tên tổ chức/ Organization name: CÔNG TY CỔ PHẦN TẬP ĐOÀN ĐẦU TƯ ĐỊA ỐC NO VA/ NO VA LAND INVESTMENT GROUP CORPORATION

- Mã Chứng khoán/ Securities Symbol: NVL

- Địa chỉ trụ sở chính/ Address: 313B – 315 Nam Kỳ Khởi Nghĩa, Phường 07, Quận 3, TP. HCM

- Điện thoại/ Telephone: (84) 906 35 38 38

STT	Nội dung	Trước khi thay đổi	Thay đổi	Sau khi thay đổi	Lý do Thay đổi
No.	Content	Initial	Change	After	Reason
01	Vốn điều lệ (VND)	9.857.159.720.000	3.795.500.000	9.860.955.220.000	Phát hành cổ phiếu phổ thông để chuyển đổi trái phiếu chuyển đổi / Share Issuance of ordinary shares for conversion of the convertible bonds
	Charter Capital (VND)				
02	Tổng số cổ phiếu	985.715.972	379.550	986.095.522	
	Total number of shares				
03	Số lượng cổ phiếu quỹ	0	0	0	
	Treasury Stock				



04	Số lượng cổ phiếu có quyền biểu quyết đang lưu hành	985.715.972	379.550	986.095.522	Phát hành cổ phiếu phổ thông để chuyển đổi trái phiếu chuyển đổi / <i>Share Issuance of ordinary shares for conversion of the convertible bonds</i>
	<i>Total number of outstanding voting shares</i>				
05	Số lượng cổ phiếu ưu đãi khác (nếu có)	0	0	0	
	<i>Number of preferred shares</i>				

CÔNG TY CỔ PHẦN TẬP ĐOÀN ĐẦU TƯ ĐỊA ỐC NO VA
NO VA LAND INVESTMENT GROUP CORPORATION
ĐẠI DIỆN THEO PHÁP LUẬT
LEGAL REPRESENTATIVE *C. Dang*



BUI XUÂN HUY
TỔNG GIÁM ĐỐC
CHIEF EXECUTIVE OFFICER



**NO VA LAND INVESTMENT GROUP
CORPORATION**
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No: 337/2020 - CV - NVLG

SOCIALIST REPUBLIC OF VIET NAM
Independence - Freedom - Happiness
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Ho Chi Minh City, 18 November 2020

REPORT ON CONVERSION OF CONVERTIBLE BONDS INTO ORDINARY SHARES

NO VA LAND INVESTMENT GROUP CORPORATION

To: State Securities Commission

Ho Chi Minh City Stock Exchange

Name of issuer: NO VA LAND INVESTMENT GROUP CORPORATION

Head office address: 313B - 315 Nam Ky Khoi Nghia, Ward 7, District 3, Ho Chi Minh City, Vietnam

Phone: (028) 3 5210553

Fax: (028) 377 52999

Website: www.novaland.com.vn

I. GENERAL INFORMATION ABOUT THE ISSUED CONVERTIBLE BOND:

1. Type of bond: International convertible bond
2. Par value of bonds: 200,000 USD / bond, equivalent to 4,554,600,000 VND / Bond at the fixed exchange rate that expected to apply at the time of conversion is 22,773 VND / USD
3. Selling price: 200,000 USD / bond
4. Volume of issue: 1200 bonds
5. Form of issuance: The offer of international convertible bonds is through the distribution agent Credit Suisse in Singapore
6. Issuing Date: April 27, 2018 and December 14, 2018
7. Maturity date: April 27, 2023
8. Bond purchase payment period: April 27, 2018 and December 14, 2018
9. Bond issuance purpose: The proceeds from the international convertible bond offering is USD 240,000,000 USD and it will be used to: (i) Increase capital of No Va My Dinh Joint Stock Company; (ii) Increase capital in No Va Nippon Joint Stock Company; (iii) To increase working capital of Novaland Group.
10. Total volume of convertible bonds issued: 1200 bonds.

This document is a translation of report on conversion of convertible bonds into ordinary shares – No Va Land Investment Group Corporation in 21st August 2020. The translation is for informational purposes only, and is not a substitute for the official policy. If any questions arise related to the accuracy of the information contained in the translation, please refer to the Vietnamese version of the document. Any discrepancies or differences created in the translation are not binding and have no legal effect for compliance or enforcement purposes.

11. Total value of convertible bonds issued (in par value): 240,000,000 USD
12. Interest rate: 5.5% / year
13. Duration: 05 years
14. Principles of interest and principal payment:
 - Interest payment period: Interest is paid per 6 months
 - Principle payment period: Principle of the bonds are paid at maturity if the bondholder does not exercise the right to convert.
15. Principle of conversion into stocks:
 - Conversion ratio: 75,910 shares / Bond. This rate has been adjusted for the Conversion Price
 - Conversion period: 41 days after the Initial Completion Date until the end of working hours (at the location where the Bond Certificate is submitted for conversion) of the 10th day prior to the Maturity Date (including these two days) or, if such Bond is to be redeemed by the Issuer before the Maturity Date, until the end of business hours (at the above location) on a date no later than seven days (at the above location) before the specific date for buyback of Bond or if the notice of the request for buyback has been given by the owner of the Bond under either Condition 8 (D) or 8 (E) of the Bonds. The Terms and Conditions are until the end of business hours (at the above location) on the working day prior to the date of notice is given.
 - Conversion price: 60,000 VND / share. This conversion price has been adjusted downward in proportion to the decrease in share price under the terms of Conversion Price Adjustment.

II. SUMMARY OF CONVERSION RESULTS OF CONVERTED BONDS INTO SHARES

(The conversion of convertible bonds into shares are done according to the international convertible bond issuance plan approved by the following resolutions: Annual General Meeting's Resolution No.07/2017-NQ-NVLG dated April 27th, 2017; Resolution No.16/2017-NQ-NVLG dated August 10th, 2017; Resolution No.03/2018-NQ-NVLG dated January 24th,2018; Resolution No.06/2018-NQ-NVLG February 28th, 2018 and Resolution No.19/2018-NQ.DHĐCĐ-NVLG dated April 26th, 2018. Resolution No. 14/2020-NQ-NVLG dated June 5, 2020).

1. Name of converted bond: International convertible bond of No Va Land Investment Group Corporation
2. Total volume of converted bonds: 5 bonds
3. Total value of converted bonds (par value): 1,700,000 USD
4. Conversion ratio: 75,910 shares / bond
5. Conversion Date: November 18th, 2020
6. Closing date of bondholders list for conversion: None
7. Date of receipt of conversion notice from bondholders: November 11th, 2020
8. Name of shares that are converted from bonds: No Va Land Investment Group Corporation
9. Stock code: NVL
10. Type of stock: Common stock
11. Face value: 10,000 VND (in words)

12. Number of shares converted: 379,550 shares
13. Total value of shares to be converted: 3,795,500,000 VND
14. The total number of converted bonds accounted for 0.42% of the total number of issued convertible bonds (1200 bonds)

III. RESULT OF BOND CONVERSION:

Object	Number of bonds owned (bonds)	Number of bonds to be converted (bonds)	Number of shares to be converted from bonds (shares)			Proportion of share ownership over total converted shares (%)
			Transfer restriction	Common	Total	
1	2	3	4	5	6=4+5	7
I. Special Shareholders	0	0	0	0	0	0
1. Board of Directors <i>Of which - Foreign</i> <i>- Domestic</i>	0	0	0	0	0	0
2. Board of Supervisor	0	0	0	0	0	0
3. Board of Directors	0	0	0	0	0	0
4. Finance Director	0	0	0	0	0	0
5. Chief Accountant	0	0	0	0	0	0
6. Authorized person of information disclosure	0	0	0	0	0	0
III. Treasury shares	0	0	0	0	0	0
IV. Other shareholders	0	0	0	0	0	0
1. Domestic (Onshore)	0	0	0	0	0	0
1.1 Individual	0	0	0	0	0	0
1.2 Institution <i>Trong đó Nhà nước:</i>	0	0	0	0	0	0
2. Foreign (Offshore)	1173.5	5.0	0	379,550	379,550	
2.1 Individual	0	0	0	0	0	0

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Object	Number of bonds owned (bonds)	Number of bonds to be converted (bonds)	Number of shares to be converted from bonds (shares)			Proportion of share ownership over total converted shares (%)
			Transfer restriction	Common	Total	
2.2 Institution	1173.5	5.0	0	379,550	379,550	0.42%
TOTAL	1173.5	5.0	0	379,550	379,550	0.42%

IV. LIST OF MAJOR SHAREHOLDERS AFTER BONDS CONVERSION:

Based on the list of NVL shareholders at July 31, 2020 prepared by the Vietnam Securities Depository - Ho Chi Minh City Branch, Reports the results of converting bonds into shares No. 212/2020-CV- NVLG dated August 07, 2020 ; Reports on the results of converting bonds into shares No. 218/2020-CV-NVLG dated August 14, 2020 and Report on the results of converting bonds into shares No. 236/2020-CV-NVLG dated August 21, 2020.

STT	Shareholder	Number of shares	ID number/Passport/Business registration certificate	Date issued	Địa chỉ	Proportion (%)
1	Bui Thanh Nhon	216,041,837				21.990%

STT	Shareholder	Number of shares	ID number/Passport/Business registration certificate	Date issued	Địa chỉ	Proportion (%)
2	DIAMOND PROPERTIES JOINT STOCK COMPANY	105,940,072	0312077569	05/12/2012	Area I, Commercial-Service Area-Office, Floor 2-Office Area, No. 2.01, Office Building – Commercial Service – The Prince Residence, No. 17-19-21 Nguyen Van Troi, Ward 12, Phu Nhuan District, Ho Chi Minh City, VN	10.743%
3	NOVAGROUP CORPORATION	198,186,040	0313468212	02/10/2015	315 Nam Ky Khoi Nghia, Ward 07. District 3, Ho Chi Minh	20.098%
4	Cao Thi Ngoc Suong	54,944,685				5.572%
TOTAL		575,112,634				58.403%

V. CAPITAL STRUCTURE AFTER BOND CONVERSION:

No	Category	Value (thousand dong)	Proportion (%)
1	State Shareholders	0	0%

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2	Major shareholder	5,759,126,340	58.403 %
3	Other shareholders	4,101,828,880	41.597 %
4	Treasury shares	0	0%
Total		9,860,995,220	100%
<i>In which - Domestic</i>		9,313,317,890	94.446%
<i>- Foreign</i>		547,637,330	5.554%

VI. COMMITMENTS OF LISTING ORGANIZATION:

We guarantee that the information and data presented in this report are complete, accurate and truthful. We commit to undertake strictly compliance with all obligations of a listing organization as well as the legislation laws on securities and securities markets and take all forms of handling if we violate the above commitments.

ATTACHMENT DOCUMENTS: attached

Recipients:

- As above
- For archive

LEGAL REPRESENTATIVE

GENERAL DIRECTOR

(Signed and sealed)

BUI XUAN HUY