

**NO VA LAND INVESTMENT GROUP  
CORPORATION**

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No: 236/2020 - CV - NVLG

**SOCIALIST REPUBLIC OF VIET NAM  
Independence - Freedom - Happiness**

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Ho Chi Minh City, 21<sup>st</sup> August 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

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Website: [www.novaland.com.vn](http://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.

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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 27<sup>th</sup>, 2017; Resolution No.16/2017-NQ-NVLG dated August 10<sup>th</sup>, 2017; Resolution No.03/2018-NQ-NVLG dated January 24<sup>th</sup>, 2018; Resolution No.06/2018-NQ-NVLG February 28<sup>th</sup>, 2018 and Resolution No.19/2018-NQ.DHĐCĐ-NVLG dated April 26<sup>th</sup>, 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: 8.5 bonds
3. Total value of converted bonds (par value): 1,700,000 USD
4. Conversion ratio: 75,910 shares / bond
5. Conversion Date: August 21<sup>st</sup>, 2020
6. Closing date of bondholders list for conversion: None
7. Date of receipt of conversion notice from bondholders: August 20, 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: 645,235 shares
13. Total value of shares to be converted: 6,452,350,000 VND
14. The total number of converted bonds accounted for 0.71% 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                                                             |
| <b>I. Special Shareholders</b>                                          | <b>0</b>                      | <b>0</b>                                | <b>0</b>                                             | <b>0</b>       | <b>0</b>       | <b>0</b>                                                      |
| 1. Board of Directors<br><i>Of which - Foreign</i><br><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                                                             |
| <b>III. Treasury shares</b>                                             | <b>0</b>                      | <b>0</b>                                | <b>0</b>                                             | <b>0</b>       | <b>0</b>       | <b>0</b>                                                      |
| <b>IV. Other shareholders</b>                                           | <b>0</b>                      | <b>0</b>                                | <b>0</b>                                             | <b>0</b>       | <b>0</b>       | <b>0</b>                                                      |
| <b>1. Domestic (Onshore)</b>                                            | <b>0</b>                      | <b>0</b>                                | <b>0</b>                                             | <b>0</b>       | <b>0</b>       | <b>0</b>                                                      |
| 1.1 Individual                                                          | 0                             | 0                                       | 0                                                    | 0              | 0              | 0                                                             |
| 1.2 Institution<br><i>Trong đó Nhà nước:</i>                            | 0                             | 0                                       | 0                                                    | 0              | 0              | 0                                                             |
| <b>2. Foreign (Offshore)</b>                                            | <b>1186.5</b>                 | <b>8.5</b>                              | <b>0</b>                                             | <b>645,235</b> | <b>645,235</b> |                                                               |
| 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 | 1186.5                        | 8.5                                     | 0                                                    | 645,235        | 645,235        | 0.71%                                                         |
| <b>TOTAL</b>    | <b>1186.5</b>                 | <b>8.5</b>                              | <b>0</b>                                             | <b>645,235</b> | <b>645,235</b> | <b>0.71%</b>                                                  |

#### 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      |                                                      |             |         | 22.253%        |

| 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 | 10.912%        |
| 3            | NOVAGROUP CORPORATION                  | 198,186,040        | 0313468212                                           | 02/10/2015  | 315 Nam Ky Khoi Nghia, Ward 07. District 3, Ho Chi Minh                                                                                                                                                             | 20.414%        |
| 4            | Cao Thi Ngoc Suong                     | 54,944,685         |                                                      |             |                                                                                                                                                                                                                     | 5.660%         |
| <b>TOTAL</b> |                                        | <b>575,112,634</b> |                                                      |             |                                                                                                                                                                                                                     | <b>59.239%</b> |

**V. CAPITAL STRUCTURE AFTER BOND CONVERSION:**

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

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|                            |                    |                      |                |
|----------------------------|--------------------|----------------------|----------------|
| 2                          | Major shareholder  | 5,751,126,340        | 59.239 %       |
| 3                          | Other shareholders | 3,957,186,330        | 40.761 %       |
| 4                          | Treasury shares    | 0                    | 0%             |
| <b>Total</b>               |                    | <b>9,708,312,670</b> | <b>100%</b>    |
| <i>In which - Domestic</i> |                    | <b>9,102,665,090</b> | <b>93.762%</b> |
| <i>- Foreign</i>           |                    | <b>605,647,580</b>   | <b>6.238%</b>  |

#### 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

