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THE ATTACHED OFFERING MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON WITHOUT THE PRIOR WRITTEN CONSENT OF THE SOLE BOOKRUNNER AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY ADDRESS IN THE UNITED STATES. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED OFFERING MEMORANDUM IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. UNDER NO CIRCUMSTANCES SHALL THIS OFFERING MEMORANDUM CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THE SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL.

Confirmation of Your Representation: You have accessed the attached Offering Memorandum on the basis that you have confirmed to No Va Land Investment Group Corporation (the “Company”) and the Sole Bookrunner that: (1) you are not located in the United States, (2) the e-mail address that you gave the Company and to which this e-mail has been delivered is not located in the United States, (3) you consent to delivery of this document and any amendments or supplements by electronic transmission and (4) to the extent you purchase the securities in the attached Offering Memorandum you will be doing so pursuant to Regulation S under the Securities Act. Recipients of the attached Offering Memorandum who intend to subscribe for or purchase the Bonds are reminded that any subscription or purchase may only be made on the basis of the information contained in this Offering Memorandum.

The Offering Memorandum has been made available to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently neither the Company nor the Sole Bookrunner nor any of its affiliates, directors, officers, employees, representatives, agents and each person who controls any of them accepts any liability or responsibility whatsoever in respect of any such alteration or change to the Offering Memorandum distributed to you in electronic format or any difference between the Offering Memorandum distributed to you in electronic format and the hard copy version. The Company will provide a hard copy version to you upon request. You are reminded that the attached Offering Memorandum has been delivered to you on the basis that you are a person into whose possession this Offering Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorized to deliver this Offering Memorandum electronically or otherwise, to any other person and, in particular, to any person or address in the U.S. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Sole Bookrunner or any affiliate of the Sole Bookrunner is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Sole Bookrunner or such affiliate on behalf of the Company in such jurisdiction. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the Securities.

Notification under Section 309B(1)(c) of the SFA: In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 (the “CMP Regulations 2018”), the Company has determined the classification of the instrument described herein as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

You are reminded that you have accessed the Offering Memorandum on the basis that you are a person into whose possession the Offering Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located.

Actions that you may not take: If you receive the Offering Memorandum by e-mail, you should not reply by e-mail to this electronic transmission, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected.

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature



No Va Land Investment Group Corporation

(Established in Vietnam as a Joint Stock Company with Business License No. 0301444753 pursuant to the Law on Enterprises)

US\$300,000,000 5.25% Convertible Bonds due 2026

Convertible into Ordinary Shares of No Va Land Investment Group Corporation

Issue Price: 100%

No Va Land Investment Group Corporation (the “Company”) is offering US\$300,000,000 5.25% Convertible Bonds due 2026 (the “Bonds”). The Bonds will bear interest at the rate of 5.25% per annum and interest will be payable semi-annually in arrears on the interest payment dates falling on January 16 and July 16 of each year commencing on January 16, 2022.

Subject to the rights of the Company to make a cash election and as otherwise provided in the terms and conditions of the Bonds (the “Conditions”), the Bonds are convertible by holders into ordinary shares of the Company (the “Conversion Shares”) at any time on or after the date which is 41 days after the later of the Closing Date (as defined below) up to the close of business (at the place where the Certificate evidencing such Bond is deposited for conversion) on the tenth day prior to July 16, 2026 (the “Maturity Date”), unless previously converted, redeemed, or purchased and canceled (subject as provided in this Offering Memorandum). The conversion price (subject to adjustment in the manner provided in this Offering Memorandum (the “Conversion Price”) will initially be VND135,700 per Conversion Share with a fixed rate of exchange on conversion of VND23,012 per U.S.\$1.00, and is subject to reset in the circumstances provided in this Offering Memorandum. The Shares are listed on the HSX. See “Terms and Conditions of the Bonds — Conversion.”

Unless previously redeemed, repurchased and canceled, or converted, each Bond will be redeemed at their principal amount together with unpaid accrued interest (if any) calculated in accordance with the Conditions on the Maturity Date. At any time after August 6, 2024 and prior to the Maturity Date, the Company may, subject to the satisfaction of certain conditions provided in the Conditions, redeem in whole but not in part, the Bonds at their principal amount plus interest accrued up to the date of redemption, provided that the Closing Price of the Shares on each of 20 consecutive Trading Days, the last of which occurs not more than 30 days prior to the date upon which notice of such redemption is published, (translated into United States Dollars at the Prevailing Rate) was at least 130% of U.S.\$200,000 as at each of such Trading Days for a Bond with a principal amount of U.S.\$200,000 divided by the Conversion Ratio in effect on each of such Trading Days. At any time prior to the Maturity Date, the Company may, subject to the satisfaction of certain conditions provided in the Conditions, redeem in whole but not in part, the Bonds for the time being outstanding at their principal amount plus interest accrued up to the date of redemption, provided that at least 90.0% in principal amount of the Bonds originally issued (which, for this purpose, shall be the aggregate of the principal amount of the Bonds, the principal amount of any Optional Bonds and the principal amount of any further bonds issued pursuant to the Conditions) has already been converted, redeemed or repurchased and canceled. All, but not part, of the Bonds may also be redeemed by the Company at any time at their principal amount plus interest accrued up to the date of redemption in the event of certain changes relating to taxation in Vietnam, as described herein. Unless the Bonds have previously been redeemed, or converted or purchased and canceled, each Bondholder shall have the right, at such Bondholder’s option, to require the Company to redeem all or part of the Bonds held by such Bondholder on July 16, 2024 at their principal amount plus interest accrued up to the date fixed for redemption. Each Bondholder will also have the right to require the Company to redeem in whole but not in part of such Bondholder’s Bonds at their principal amount plus interest accrued up to the date of redemption upon the occurrence of a Change of Control or a Delisting (each as defined in the Conditions). See “Terms and Conditions of the Bonds — Redemption, Purchase and Cancellation.”

Approval in-principle has been received for the listing and quotation of the Bonds on the Singapore Exchange Securities Trading Limited (the “SGX-ST”). The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this Offering Memorandum. Approval in-principle from, admission to the Official List of, and listing and quotation of the Bonds on, the SGX-ST is not to be taken as an indication of the merits of the Company and its subsidiaries or associated companies, or the Bonds. Approval has also been obtained from the State Securities Commission of Vietnam (the “SSC”) for the listing of the Bonds on the SGX-ST. The Bonds will be traded on the SGX-ST in a minimum board lot size of US\$200,000 as long as any of the Bonds are listed on the SGX-ST. Currently, there is no market for the Bonds. Investors are advised to read and understand the contents of this Offering Memorandum before investing. If in doubt, investors should consult their advisors.

Investing in the Bonds involves risks. See “Risk Factors” beginning on page 18.

The Bonds have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any other jurisdiction. The Bonds may not be offered or sold within the United States (as defined under Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Bonds are being offered and sold only in offshore transactions in compliance with Regulation S under the Securities Act. See “Plan of Distribution” and “Transfer Restrictions” for additional information about eligible offerees and transfer restrictions.

The Bonds will be represented by beneficial interests in a global note (the “Global Note”) in registered form, which will be registered in the name of a nominee of, and shall be deposited on or about July 16, 2021 (the “Closing Date”) with, a common depository for Euroclear Bank SA/NV (“Euroclear”) and Clearstream Banking S.A. (“Clearstream”). Beneficial interests in the Global Note will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream. Except as described in the Global Note, certificates for Bonds will not be issued in exchange for interests in the Global Note.

Sole Bookrunner and Lead Manager



Offering Memorandum dated July 7, 2021

IMPORTANT INFORMATION

We confirm that (i) this Offering Memorandum contains all information with respect to us and the Bonds that is material in the context of the offering and the issue of the Bonds; (ii) the statements contained in this Offering Memorandum relating to us are in every material respect true and accurate and not misleading; (iii) the opinions and intentions expressed in this Offering Memorandum with regard to us are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions; (iv) there are no other facts in relation to us or the Bonds the omission of which would, in the context of the issue and offering of the Bonds, make this Offering Memorandum, as a whole, misleading in any material respect; and (v) we have made all reasonable inquiries to ascertain such facts and to verify the accuracy of all such information and statements. We accept responsibility for the information contained in this Offering Memorandum.

Where information contained in this Offering Memorandum includes extracts from summaries of information and data from various published and private sources, the Company accepts responsibility for accurately reproducing such summaries and data.

U.S. federal, state or foreign securities commissions or regulating authorities have not approved of, disapproved of or recommended the Bonds being offered hereby, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Bonds or the accuracy or adequacy of this offering memorandum. Any representation to the contrary is a criminal offense in the United States and may be a criminal offense in other jurisdictions.

This Offering Memorandum does not constitute an offer of, or an invitation by or on behalf of the Company, Credit Suisse (Singapore) Limited as sole bookrunner and sole lead manager (the “Sole Bookrunner”) and the Trustee or the Agents (each as defined in this Offering Memorandum) to subscribe for or purchase any of, the Bonds and may not be used for the purpose of an offer to, or a solicitation by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorized or is unlawful. The distribution of this Offering Memorandum and the offering of the Bonds in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Memorandum comes are required to inform themselves about and to observe any such restrictions. For a description of certain further restrictions on offers and sales of the Bonds and distribution of this Offering Memorandum, see “Plan of Distribution” and “Transfer Restrictions.”

None of the Sole Lead Manager, the Trustee and any of the Agents has separately verified the information contained in this Offering Memorandum. Accordingly, no representation or warranty, express or implied, is made by the Sole Lead Manager, the Trustee or the Agents or any of their respective affiliates or advisers as to the accuracy or completeness of the information contained herein or any other information supplied in connection with the Bonds, and nothing contained in this Offering Memorandum is, or shall be relied upon as, a promise, representation or warranty by the Sole Lead Manager, the Trustee or the Agents, or any of their respective affiliates or advisers. Each person receiving this Offering Memorandum acknowledges that such person has not relied on the Sole Lead Manager, the Trustee, the Agents or on any person affiliated with the Sole Lead Manager, the Trustee or the Agents in connection with its investigation of the accuracy of such information or its investment decision.

This Offering Memorandum should not be considered as a recommendation by any of the Company, the Sole Lead Manager, the Trustee or the Agents or any of their respective affiliates or advisers that any recipient of this Offering Memorandum should purchase the Bonds. Each potential purchaser of the Bonds should determine for themselves the relevance of the information contained in this Offering Memorandum and their purchase of the Bonds should be based upon such independent investigations and consultations with their own tax, legal and business advisers as they deem necessary.

No person is authorized to give any information or to make any representation not contained in this Offering Memorandum and any information or representation not so contained must not be relied upon as having been authorized by or on behalf of the Company, the Sole Lead Manager, the Trustee or the Agents. The delivery of this Offering Memorandum at any time does not imply that the information contained in it is correct as of any time subsequent to its date.

In making an investment decision, investors must rely on their own examination of the Company and the terms of the Bonds, including the merits and risks involved. See “Risk Factors” for a discussion of certain factors to be considered in connection with an investment in the Bonds. The Company, the Sole Lead Manager, the Trustee and the Agents are not making any representation to any purchaser of Bonds

regarding the legality of any investment in the Bonds by such purchaser under any legal investment or similar laws or regulations.

PRIIPs REGULATION/PROHIBITION OF SALES TO EEA RETAIL INVESTORS — The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Regulation (EU) 2017/1129 (the “Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Bonds or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS — The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Notification under Section 309B of the Securities and Futures Act (Chapter 289 of Singapore), as modified or amended from time to time (the “SFA”) — In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), of the classification of the Bonds as “prescribed capital markets products” (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

CERTAIN DEFINED TERMS AND CONVENTIONS

In this Offering Memorandum, unless otherwise specified or the context otherwise requires, references to the terms the “Company” and “Novaland” are to No Va Land Investment Group Corporation; references to the terms “we,” “us,” “our” and the “Group” are to the Company and its consolidated entities. We undertake a significant portion of our business through unrelated third parties. In particular, we collaborate with unrelated third-party “project development companies” for the acquisition of land and the development of real estate projects. We often choose to acquire these project development companies when the underlying projects reach certain legal milestones. We enter into “business cooperation contracts” with unrelated parties to obtain financing for some of the land purchases or development costs by project development companies. We rely on Nova Homes Trading Joint Stock Company (“NovaHomes”) and Novareal Joint Stock Company (“NovaReal”), third-party property marketing companies that are independent from us and the project development companies, as our and the project development companies’ marketing and sales consultancy agent or offtaker, including for pre-sales of properties after the completion of the foundation of the relevant real estate projects. For a description of these entities and our contractual arrangements with them, see “Business.”

All references to “contracted pre-sales” include housing units for which we have entered into sales contracts with our customers prior to completion of construction. Until such time as the housing unit is completed and handed over, the cash collected from such contracted pre-sales is not recognized as revenue in our financial statements. “Contracted pre-sales” is a non-GAAP measure. Pursuant to prevailing rules and regulations, developers

engaging in pre-sales of commercial housing projects are permitted to collect a maximum of 30% of the full sale price upon contract signing and not more than 70% of the full sale price prior to handover of the unit.

All references to our “land bank” include land that we hold directly as well as land held by project development companies that we expect to acquire pursuant to contractual arrangements or understandings in place as of the date of this Offering Memorandum. Land bank also includes land that we have acquired but whose real estate projects we have yet to launch for sale.

All references to “housing units” include residential apartments, townhouses and shophouses in Ho Chi Minh City as well as low and high-rise apartments, villas, townhouses and shophouses in our satellite and second home and hospitality projects.

Measurements of site area, gross floor area, net saleable area and number of units for projects under development as described in “Business — Our Projects — Projects under Development” reflect our planned designs, and may change as we obtain new or amended project approvals.

All references to “Vietnam” are references to the Socialist Republic of Vietnam and all references to the “U.S.” and “United States” are references to the United States of America. All references to “Government” are references to the government of Vietnam. All references to “SSC” are references to the State Securities Commission of Vietnam, all references to “SBV” are references to the State Bank of Vietnam and all references to “MOF” are references to the Vietnamese Ministry of Finance. All references to “Vietnamese Dong” and “VND” are to the lawful currency of Vietnam and all references to “U.S. Dollars” or “US\$” are to the lawful currency of the United States of America. All references to “ASP” are references to average sale price, which is the average price of all new units sold in a particular project, on a per square foot basis, as of the date of this Offering Memorandum. All references to “takeup rate” are references to the percentage of a particular project which has been launched and sold as of the date of this Offering Memorandum.

The average annualized interest rate for our onshore borrowings with a floating interest rate is calculated by adding the assumed deposit rate, equal to 5.0%, to the margin, which varies between 3.5% and 4.0%, yielding the assumed interest rate. For our onshore borrowings with a fixed interest rate we use a margin of 10.0%, which is equal to the assumed interest rate. We then take the simple average of the assumed interest rate of all our onshore borrowings, resulting in the annualized interest rate for our onshore borrowings.

The average annualized interest rate for our offshore borrowings with a floating interest rate is calculated by adding the assumed London Interbank Offer Rate (“LIBOR”), equal to 0.2%, to the margin, which varies between 4.25% and 4.40%, yielding the assumed interest rate. For our offshore borrowings with a fixed interest rate we use a margin of 5.50%, which is equal to the assumed interest rate. We then take the simple average of the assumed interest rate of all our offshore borrowings, resulting in the annualized interest rate for our offshore borrowings.

The English names of the Vietnamese nationals, entities, departments, facilities, laws, regulations, certificates, titles and the like are translations of their Vietnamese names and are included for identification purposes only. In the event of any inconsistency, the Vietnamese name prevails.

PRESENTATION OF FINANCIAL INFORMATION

Unless otherwise indicated, our consolidated historical financial statements included herein and the financial information in this Offering Memorandum have been prepared and presented in accordance with the Vietnamese Enterprise Accounting System and Vietnamese Accounting Standards (“VAS”), which differs in certain respects from International Financial Reporting Standards (“IFRS”). See “Summary of Certain Differences Between VAS and IFRS.” Our financial year runs from January 1 to December 31 of each year.

This Offering Memorandum contains our consolidated financial statements as of and for the years ended December 31, 2018, 2019 and 2020 prepared in accordance with VAS, which have been audited by PwC (Vietnam) Limited as stated in their reports appearing elsewhere in this Offering Memorandum. This Offering Memorandum also contains our consolidated financial statements as of and for the quarters ended March 31, 2020 and 2021 prepared in accordance with VAS, which have been reviewed by PwC (Vietnam) Limited as stated in their report appearing elsewhere in this Offering Memorandum. In 2019 we determined that a subsidiary which we previously consolidated would be classified as an associate, and therefore not consolidated into the

Group's consolidated financial statements. As a result, our financial statements for the year ended December 31, 2018, included elsewhere in this Offering Memorandum, have been restated. See note 45 to our consolidated financial statements as of and for the year ended December 31, 2019 for further information.

Solely for the convenience of the reader, certain Vietnamese Dong amounts in this Offering Memorandum have been translated into U.S. Dollars using the exchange rate of US\$1.00 = VND23,065, the exchange rate quoted by Bloomberg L.P. on March 31, 2021, giving effect to rounding where applicable. The convenience translation is unaudited and should not be construed as a representation that the Vietnamese Dong amounts represent, or have been or could be converted into, U.S. Dollars at this or any other exchange rate.

NON-GAAP MEASURES

This Offering Memorandum contains non-GAAP measures such as Adjusted EBITDA that are supplemental measures of our performance and that are not required by, or presented in accordance with, VAS or IFRS and should not be considered as an alternative to net profit, operating profit or any other performance measures derived in accordance with VAS or IFRS. These non-GAAP measures have limitations as analytical tools, and you should not consider them in isolation from, or as a substitute for, your own analysis of our financial condition or results of operations, as reported under VAS. These non-GAAP measures are not standardized terms. Because of these limitations, Adjusted EBITDA and other non-GAAP measures should not be considered as measures of discretionary cash available to us to invest in the growth of our businesses or to service our debt obligations and may not be comparable to similarly titled measures presented by other companies. See "Summary — Summary Financial Information" for a reconciliation of Adjusted EBITDA to its most directly comparable measure under VAS.

INDUSTRY DATA

This Offering Memorandum includes certain industry and market data (including forecasts and other forward-looking information) obtained from Savills Vietnam Co., Ltd. ("Savills") and internal surveys, market research, publicly available information and industry publications. While we believe that the data provided by these sources is reliable, the accuracy and completeness of that information is not guaranteed and have not been independently verified, and neither we, the Sole Lead Manager, the Trustee nor the Agents makes any representation as to the accuracy of that information.

ROUNDING

In this Offering Memorandum, where information has been presented in thousands or millions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained in this Offering Memorandum due to rounding.

FORWARD-LOOKING STATEMENTS

Certain statements in this Offering Memorandum constitute "forward-looking statements." Some of these statements can be identified by forward-looking terms such as "expect," "believe," "plan," "intend," "estimate," "anticipate," "may," "would" and "could" or similar words or phrase. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Among the important factors that could cause our actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, the condition of and changes in the local, regional or global economy that adversely affect Vietnam's property market, the regulations applicable to the Vietnamese property market and the manner in which they are interpreted and enforced, the continuation and lasting impact of the COVID-19 pandemic, competition in Vietnam's real estate industry, our ability to source additional sites for our land bank and to obtain the necessary approvals and financing to develop those sites and to control and effectively manage the cost of additional sites

and the raw materials used in its construction projects. Additional factors that could cause actual results, performance or achievements to differ materially include those discussed under “Risk Factors” and “Business.” These forward-looking statements speak only as of the date of this Offering Memorandum. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this Offering Memorandum to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

NO INCORPORATION OF WEBSITE INFORMATION

The information on our websites or any website directly or indirectly linked to such websites or the websites of any of our related corporations or other entities in which we may have an interest is not incorporated by reference into, and do not form part of, this Offering Memorandum.

ENFORCEMENT OF CIVIL LIABILITIES

The Company and its subsidiaries are incorporated in Vietnam and substantially all of the members of their respective board of directors and key executives and certain of the experts named in this Offering Memorandum are residents of Vietnam. Substantially all of our assets and the assets of the members of our Board of Directors and key executives and certain of the experts are located in Vietnam. As a result, your ability to recover damages from us or these persons under a judgment made by a court outside of Vietnam, including judgments based, in whole or in part, on the federal securities laws of the United States, is subject to requirements on recognition and enforcement of such judgment in Vietnam. Under Article 423 of the Vietnamese Civil Procedure Code, a Vietnamese court will consider recognizing and enforcing a judgment rendered by a foreign court only in the following circumstances: (i) where such judgment has been made in, or by the court of a country which is a party to a relevant international treaty of which Vietnam is a participant or a signatory, (ii) where such judgment is permitted to be recognized and enforced under Vietnamese law, or (iii) on a reciprocal basis without the condition that Vietnam and the relevant country are signatories or participants of a relevant international treaty. In addition, under Article 439.8 of the Vietnamese Civil Procedure Code, a judgment made by a foreign court will not be recognized and enforced in Vietnam where, among others, the Vietnamese court in which the recognition and enforcement is requested determines that the recognition and enforcement of such judgment in Vietnam is contrary to “the fundamental principles of the laws of Vietnam” which is at the discretion of the court to interpret.

It is our understanding that to date Vietnam and the United States have not signed nor participated in any treaty with respect to the recognition and enforcement of court judgments. Furthermore, we are not aware of any judgment made by any court of the United States that has been recognized and enforced in Vietnam, whether on a reciprocal basis or otherwise. Therefore, it is possible that a judgment rendered by a court of the United States will not be recognized and enforced in Vietnam.

We have been advised by Allen & Overy Legal (Vietnam) LLC, our Vietnamese legal advisor, that any arbitral award of a foreign arbitral tribunal in country which is a signatory to the 1958 New York Convention on Recognition and Enforcement of Foreign Arbitral Awards (the “New York Convention”) (such as the Singapore International Arbitration Centre) may be recognized and enforced in Vietnam provided that such arbitral award is not considered by a Vietnamese court as being ineffective, and the enforcement of such arbitral award would not be deemed contradictory to the fundamental principles of Vietnamese laws pursuant to Article 459 of the 2015 Code on Civil Proceedings. With respect to arbitral awards delivered in a country which is not a signatory to the New York Convention, such an arbitral award may be recognized by a Vietnamese court for enforcement on a reciprocal basis and at the sole discretion of that Vietnamese court.

STABILIZATION

In connection with the offering of Bonds contemplated in this Offering Memorandum, Credit Suisse (Singapore) Limited or any person acting on its behalf, may, to the extent permitted by applicable laws, overallocate or effect transactions with a view to supporting the market price of the Bonds at a level higher than that which might otherwise prevail for a limited period after the issue date. However, there may be no obligation on Credit Suisse (Singapore) Limited or any person acting on its behalf to do this. Such stabilization, if commenced, may be discontinued at any time, and must be brought to an end after a limited period.

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SUMMARY

The following summary is qualified in its entirety by the more detailed information appearing elsewhere in this Offering Memorandum. Prospective investors should read the entire Offering Memorandum, including the information set forth in “Risk Factors” and our consolidated financial statements and the related notes thereto included elsewhere in this Offering Memorandum, prior to making an investment decision with respect to the Bonds.

Overview

We are one of the largest mid-market residential real estate developers based in Ho Chi Minh City (“HCMC”), one of Vietnam’s principal economic centers. According to Savills, we accounted for 8% of the total sales volume of apartments in HCMC between 2016 and 2020, and as of March 31, 2021, approximately 53% and 47% of the inventory of second-home units in Binh Thuan and Ba Ria — Vung Tau Province, respectively, were delivered by us. We focus on developing and selling mid-market low-rise and high-rise residential apartments in prime and sub-central urban areas of HCMC, townships in cities surrounding the greater HCMC area and second-home and hospitality projects in tourism clusters in south-central and southern Vietnam. In addition, we also develop and sell a relatively smaller proportion of officetel units that typically comprise part of our residential developments.

As of March 31, 2021, we had completed 28 projects and delivered more than 26,500 housing and officetel units, comprising a total net saleable area (“NSA”) of approximately 1,907,932 sq.m within the greater HCMC area. In addition, we had 11 projects under development and planned to deliver approximately 37,000 housing, commercial and officetel units. As of the same date, we had a total land bank of approximately 5,400 hectares, which includes land held by project development companies that we expect to acquire in 2021, see “Business — Our Projects — Our Land Bank.”

We have built up “Novaland” to be a well-recognized brand in the Vietnam real estate industry and we have made ourselves one of the top real estate developers in Vietnam by ensuring timely delivery of good-quality and reasonably priced housing and officetel units to our customers. Over the years, our focus on a centralized management system and a standardized operational model, which integrates planning, design, procurement, construction management, sales and property management, and gives us end-to-end control over the real estate development process, has allowed us to ensure timely completion and delivery of our projects and quickly replicate our success across HCMC and the surrounding areas. All of our urban residential and officetel projects in HCMC are strategically located in prime areas with convenient access to transportation links and other amenities. Our residential projects in satellite urban areas such as Dong Nai City are well-connected to newly developed and expanding infrastructure, including a public transportation network comprising rapid transit busses and high-speed railways as well as an international airport. Our second home projects are positioned at the center of fast developing tourism clusters such as Binh Thuan Province, Khanh Hoa Province, and Ba Ria Vung Tau Province.

We engage reputable architects and designers to ensure that our projects are well designed with modern style elements that appeal to our target market of middle-to-high income customers. Due to our large number of real estate projects under development, we believe that we are able to benefit from economies of scale and to procure building materials and equipment from suppliers at more competitive prices.

We are recognized as one of the top real estate developers in Vietnam. Among other plaudits, we were awarded “Vietnam Developer of the Year” by Dot Property, “Top Developer in Vietnam; Innovative Real Estate Green Sector” by Euromoney, and “Best Companies to Work for in Asia” by HR Asia in 2020. In prior years, we received “Best Prestigious Real Estate Developer” by the Viet Nam Real Estate Association in 2018, “Asia’s Best Employer Brand Awards” by the Employer Branding Institute, “Top 10 Best Developer 2019 in Vietnam” by the Vietnam Report, “Best Developer Vietnam 2019” and “Best Entertainment and Tourism Complex in Southeast Asia 2019” by Dot Property, “Top 3 Listed Companies in 2019” by ASEAN Corporate Governance Scorecard 2019, “Top 51 Best Workplaces in Asia 2019” by HR Asia, “Forbes Top 50 Best Listed Vietnamese Companies 2019” and “Top 40 Most Valuable Vietnamese Brands 2019 and 2020” by Forbes, the “Corporate Excellence Award 2019” by Asia Pacific Entrepreneurship Awards, “Top 10 Sustainable Companies 2019” by the Vietnam Business Council for Sustainable Development, and “Top 5 Sustainable Annual Report 2019” by the Vietnam Chamber of Commerce and Industry.

We engage building contractors, many of whom we have collaborated with since we commenced our business, to develop our real estate projects. We have experienced in-house design teams, who work with third-party architects and designers, and in-house construction management teams, who supervise construction at all our project sites. To cater to the needs of our customers, our projects are typically integrated residential complexes, ranging from low-rise and high-rise housing units, with retail units and community facilities. We have acquired a substantial land bank, typically by purchasing companies that own tracts of land in prime areas of HCMC and surrounding areas, in anticipation of the growth of both our business operations and the real estate market in HCMC and its satellite areas. We estimate that our existing land bank will be sufficient for the next fifteen to twenty years based on our current development plans. We believe the size of our land bank allows us to be more selective in evaluating opportunities to acquire additional land bank and also allows us to focus more effectively on developing our existing real estate projects.

Our strong brand recognition is complemented by our large and well-trained in-house salesforce, which has enabled us to achieve a high level of pre-sales during the construction phases of our projects. We are one of the few real estate developers in Vietnam with a large in-house salesforce of more than 1,000 salespersons. We have historically sold our real estate projects to end-users and we place a strong emphasis on training our salesforce to ensure that they are familiar with each of our real estate projects, so as to allow them to effectively market and highlight all of the unique features of our projects to potential customers.

For the years ended December 31, 2018, 2019 and 2020, our total contracted pre-sales amounted to VND10,417 billion, VND39,327 and VND41,666 billion (US\$1,806.2 million), respectively, with total contracted pre-sales NSA of approximately 150,028 sq.m., 789,087 sq.m. and 813,969 sq.m., respectively. For the three months ended March 31, 2020 and 2021, our total contracted pre-sales amounted to VND3,572 billion and VND17,241 billion (US\$747.5 million), respectively, with a total contracted pre-sales NSA of approximately 70,206 sq.m. and 279,976 sq.m., respectively. The average selling price for our contracted pre-sales in 2020 was VND51.2 million (US\$2,220) per sq.m. As of March 31, 2021, 86% of the total NSA of our launched real estate projects have been sold. See below “Summary Financial Information,” below, for details of consolidated assets and liabilities, net revenue, gross profit, Adjusted EBITDA and other financial information for these periods.

Competitive Strengths

We believe that we have the following key competitive strengths:

Leading real estate developer in HCMC with quality properties in prime locations, maximizing exposure to Vietnam’s growing middle-class affluence and housing consumption

We are the largest mid-market residential real estate developer in HCMC, with a focus on developing and selling low-rise and high-rise housing units in prime areas of HCMC, satellite townships and second home and hospitality projects in south-central and southern Vietnam. According to Savills, we accounted for 8% of the total sales volume of apartments in HCMC between 2016 and 2020, and as of March 31, 2021, approximately 53% and 47% of the inventory of second-home units in Binh Thuan and Ba Ria — Vung Tau Province, respectively, were delivered by us. As of March 31, 2021, we had completed 28 projects and delivered more than 26,500 housing and officetel units, comprising a total NSA of approximately 1,907,932 sq.m in the greater HCMC area. As of the same date, we also had 11 projects under development and planned to deliver more than 37,000 housing, commercial and officetel units. Our HCMC urban residential, commercial and officetel projects are located in prime locations in HCMC, with most of our projects situated within 30 minutes from the central business district of HCMC by car, and in close proximity to transportation links and amenities.

Our satellite township development, located just outside of HCMC, has been strategically selected to be in close proximity to infrastructure projects. We expect the township to benefit from greater connectivity to HCMC as a result of recently completed transportation infrastructure and additional infrastructure scheduled for completion in the next two to three years.

We are well positioned to benefit from the favorable population demographics and macroeconomic conditions in Vietnam and HCMC. Vietnam has weathered the COVID-19 pandemic well relative to other economies and continues to experience steady population growth, an expanding working population, growing disposable income, a high rate of urbanization, a stable CPI, robust foreign reserves, positive balance of trade, a relatively stable currency compared to other ASEAN currencies as well as an increasing GDP per capita. We believe that these factors will facilitate increased consumer spending going forward. According to the General Statistics

Office of Vietnam, Vietnam's GDP grew by an average of 6.9% from 2015 to 2020, and the Asian Development Bank estimates GDP growth of 6.7% in 2021.

HCMC is the commercial hub of Vietnam and benefits from the overall economic growth of the country. According to the General Statistics Office of Vietnam, HCMC's population of approximately 9.0 million in 2019, representing approximately 9.3% of Vietnam's total population, contributed approximately 20.0% of the country's GDP in each of the years from 2016 through 2019 and had the second highest GDP per capita, approximately US\$6,328 in 2020. According to Savills, HCMC's population is expected to grow at a CAGR of 1.9% to approximately 13 million to 14 million by 2040, compared to 9.0 million today. HCMC has also historically been the preferred destination for foreign direct investment in Vietnam. According to the Provincial Statistics Office of HCMC, in 2020, HCMC received the highest amount of foreign direct investment in Vietnam, approximately US\$4.4 billion.

Infrastructure investment and development in Vietnam and HCMC have also increased in recent years. According to Vietnam's Ministry of Planning and Investment approximately US\$17 billion was spent on infrastructure in 2020 and the same ministry has set an infrastructure investment target of US\$119 billion between 2021 and 2025. Recent infrastructure projects include (i) the new Long Thanh International Airport, near HCMC and expansion of three existing international airports elsewhere in Vietnam, (ii) new metro lines for HCMC and Hanoi, and a rapid transit bus system in HCMC, (iii) the planned high-speed railway between Hanoi and HCMC, and (iv) the construction of seven new highways and three ring roads in HCMC, all of which are expected to significantly improve connectivity in Vietnam and support growth in real estate values and development.

We believe that our market reputation, our significant pipeline of projects and our substantial total land bank of approximately 5,400 hectares, as of March 31, 2021 (which includes land held by project development companies that we expect to acquire during 2021, see "Business — Our Projects — Our Land Bank") position us well to continue to benefit from the aforementioned demographic and macroeconomic trends and to capitalize on the anticipated growth in consumer spending by the growing urban upper and middle income segment in Vietnam and, in particular, HCMC.

Strong brand leader with reputation synonymous with good-quality real estate projects largely delivered ahead of schedule, stemming from strong operation performance and established track record

We are a brand leader in HCMC, synonymous with good-quality real estate projects, through our established track record of strong operational performance. Many of our real estate projects, including Saigon Royal, Sun Avenue, Sunrise City, Tropic Garden, The Prince Residence, Icon 56, Lexington Residence, Rivergate, Gardengate, Lucky Palace, Lakeview City, Tresor and Kingston Residence, have become iconic developments in HCMC. We have also developed a robust home-buyer database and leverage this database to cross sell our new projects and create repeat customers.

We believe that we command a premium for our real estate projects through our customers' recognition of the good-quality of our developments, coupled with consistent on time and early delivery of our real estate projects. Our standardized operational model covers various phases of our development process, including planning, design, procurement, construction, sales and property management. We use reputable sub-contractors, who are keen to collaborate with us as a result of our strong brand name, which has allowed us to maintain our good-quality standards on a large-scale basis, effectively control our costs, and deliver projects ahead of schedule, often allowing us to charge higher than average market selling prices.

Superior project pipeline and substantial land bank within HCMC, its surrounding areas and tourism locations underpinning concrete and visible growth for the coming years

We have a strong and good-quality real estate project pipeline and land bank, providing strong and visible growth for our business. Our pipeline of projects comprises a variety of residential and mix-use developments in prime locations in the urban districts and satellite urban areas of HCMC and tourism destinations in south-central and Southern Vietnam. As of March 31, 2021, we had 11 projects under various stages of development and upon completion of such projects we expect to deliver approximately 37,000 housing units.

We believe that our substantial land bank gives us a significant cost advantage and will provide high operating margins in coming years. Our focus on developing good-quality mid-market low-rise and high-rise housing units

and second home villas is expected to benefit from positive demographic and economic trends and to capitalize on the anticipated growth in consumer spending by the growing urban upper and middle income segment in Vietnam and, in particular, HCMC.

We estimate that our land bank, which is well diversified in terms of geographic location throughout HCMC and the surrounding areas of HCMC, will be sufficient for the projects we intend to develop over the next fifteen to twenty years. Our land bank is strategically located either in areas that are in proximity to the central business district of HCMC, transportation links and amenities or at fast developing tourism clusters such as Binh Thuan Province, Khanh Hoa Province, and Ba Ria Vung Tau Province.

We believe that our network of local land owners, knowledge of local market conditions and reputation and track record as a developer of good-quality and complex real estate projects provide us with a competitive advantage in obtaining land for our projects. We also believe that our strong pipeline and significant land bank create barriers to entry into the HCMC real estate market for our competitors, including as a result of the scarcity of strategically located land and increasing land prices in HCMC.

Strong cash flows generated in early stages of project development, minimizing project risk profiles and providing for a capital efficient business model

We leverage our large and well-trained in-house salesforce of over 1,000 salespersons to provide us with strong pre-sales cash flows. Through robust pre-sales, we have generally been able to break even on a project within the first year of development, with a typical project taking up to 36 months to complete. Pre-sales have allowed us to benefit from deposit and milestone payments from our customers, which we are able to use as working capital for the construction of our projects, thereby allowing us to maintain healthy levels of working capital and reduce our debt servicing costs. Typically, milestone payments, on a cumulative basis, comprise of payments of up to 30% of the sale price when the building's foundation (for high-rise buildings) or the basic infrastructure (for low-rise buildings) of the project is complete, up to 70% of the sale price when the superstructure of the real estate project is complete, up to 95% when the relevant property is handed over and 100% when the certificate of property ownership for the relevant property is delivered to the buyer. We have different payment options available to our buyers, which generally provide for higher upfront payments, such as 45% to 55%, 50% to 90%, and greater than 90% of the sale price, for which buyers would get correspondingly increasing discounts on the sale price, of 3% to 4%, 5% to 7% and 8% to 12%, respectively. Historically, approximately 50%, 15% and 5% of our customers have chosen to make upfront payments of 45% to 55%, 50% to 90% and greater than 90%, respectively, of the sale price, which have provided us with strong cash flows in the early stages of project development.

In addition to our cash flow from sales of real estate projects, we benefit from diversified funding sources, including domestic equity and debt markets, bank financing, international equity-linked investors, private equity funds and others. Since 2018 up to March 31, 2021, we have raised (i) VND9,110.8 billion (US\$395.0 million) from the issuance or private placement of ordinary shares and convertible preference shares and (ii) VND78,106.9 billion (US\$3,386.4 million) from the sale of onshore and offshore bonds, including convertible bonds, from bank borrowings, including leading domestic and international commercial banks such as VietinBank, Credit Suisse AG, VPBank, MBBank, Vietcombank, and Sacombank and borrowings from other third-parties and related parties. We believe that our access to such diversified funding sources has enabled us to gain access to lower cost capital and generate substantially higher liquidity and financial flexibility as compared to many other real estate developers in Vietnam.

Proven and experienced management team with strong execution track record and guided by strong corporate governance policies in place

We have a highly experienced management team composed of well-regarded individuals in the real estate industry and business community in Vietnam. Our management team comprises individuals who have extensive experience in the real estate industry, project management, accounting and finance, private equity and/or human resource management. Our chairman of the Board of Directors, Mr. Bui Thanh Nhon, has more than 30 years of experience in the private sector, particularly in real estate and agriculture. Our Chief Executive Officer, Mr. Bui Xuan Huy, has more than 20 years of experience in the real estate industry and our Deputy Chief Executive Officer, Ms. Hoang Thu Chau, has more than 18 years of experience with us and set up our accounting system. See "Management." Further, we have also engaged Mr. Pham Tien Van, a former director general of Vietnam Ministry Foreign Affairs and former Ambassador Extraordinary and Plenipotentiary at Republic of Korea, Mr. Le Quoc Hung, a former deputy director and director of the Ho Chi Minh City Department of Foreign

Affairs, former Party Member of Term VIII — Executive Committee of Ho Chi Minh City Party Committee term 2005-2010 and former Consulate General of Vietnam in San Francisco, USA and Ms. Nguyen My Hanh, former auditing director and risk management consultant at PwC Vietnam and former team leader of risk and insurance management at Vietnam Oil and Gas Group's Phu Quoc Petroleum Operating Company.

Under the leadership of our management team, we were able to grow from a company focused on selling veterinary medicine and animal healthcare products in 1992, to completing the development of a few villas in District 2 in 1995, to completing our first large-scale real estate project, Sunrise City, consisting of 2,227 housing units and 170 officetel units, in 2009, to becoming a company that has completed and delivered 28 projects and more than 26,500 units within the greater HCMC area and have one of the largest landbanks in HCMC, as of March 31, 2021. As a means to continue our strong growth, our management team has implemented a result-oriented management model, which is focused on goal-setting and performance evaluation, and underpinned by strong corporate governance policies. We believe that the management team's emphasis on our core values of integrity, professionalism and effectiveness has allowed us to cultivate a productive corporate culture that commands strong loyalty from our employees, which in turn enhances our competitiveness, creativity and our business execution capabilities.

We believe that our strong growth over the recent years has demonstrated the ability of our management team to source, structure and successfully execute property development projects, and lead our company into the next phases of our growth.

Strategies

The main elements of our business strategy include the following:

Focus on residential property development in HCMC to remain the top mid-market real estate brand in HCMC

We intend to continue to leverage our project development expertise, strong brand name in the mid-market segment for housing units in HCMC, and favorable macroeconomic environment in HCMC to continue growing our leading market share in HCMC. We plan to focus on and further develop our core-strength of identifying and securing prime sites in HCMC, which are in close proximity to amenities and have convenient access to transportation networks and developing good-quality mid-market low-rise and high-rise residential projects in a timely and capital efficient manner, with a goal of remaining the top brand in mid-market low-rise and high-rise residential development in HCMC.

Expand into satellite urban development areas of HCMC

HCMC is promoting infrastructure development in its eastern area and surrounding provinces to reduce population density. We intend to take advantage of resulting opportunities and aim to continue to develop a number of ecological and smart technology satellite townships, creating green space and balanced lifestyles for residents in satellite urban areas such as Dong Nai City. Such areas are well-connected to the newly developed and expanding infrastructure, including a public transportation network comprising rapid transit busses and high-speed railways as well as an international airport. We believe these satellite urban areas present attractive business opportunities due to their sound economic growth rate, rising household disposable income, accelerating urbanization level and increasing demand for quality residential properties. We intend to leverage our standardized operational model for developing quality real estate development that has enabled us to effectively execute our real estate projects in HCMC, and replicate similar development processes, including planning, design, procurement, construction, sales and property management.

Develop second home and hospitality investment properties in fast developing tourism clusters

We plan to expand our core strength and expertise in property development through introducing second home and hospitality investment properties, including products such as sports, entertainment and retail areas, villas, bungalows, townhouses and shophouses at the center of fast developing tourism clusters such as Binh Thuan Province, Khanh Hoa Province and Ba Ria Vung Tau Province, specifically targeting the mid to high-end income population and pensioners. We also intend to continue exploring the development and operation of resort properties as a component of the larger second home and hospitality projects with reputable hotel management partners.

Continue to replenish and build our land bank in prime locations, sub-central urban areas and fast developing tourism clusters with significant potential for future value appreciation

We plan to continue to replenish and build our land bank to ensure it is well-diversified in terms of geographic location, which would allow us to build a range of project types to achieve maximum profit potential. We plan to continue to leverage our network of local land owners, knowledge of local market conditions and reputation and track record as a developer of good-quality and complex real estate projects to continue acquiring prime areas of HCMC, sub-central urban areas of HCMC, fast developing tourism clusters or other areas which we believe to have significant potential for future value appreciation. We believe that a large and well-composed land bank would allow us to continue to scale up our business operations, whilst having the flexibility to react to changing market conditions and develop the most profitable real estate products.

Increase development of townhouses and other low-rise developments, which require shorter construction time and provide higher profit margins

Following the successful pre-sales of our properties in Lakeview City, Golf Park, our first satellite urban area project in Dong Nai City and other low-rise developments such as our second home projects in Binh Thuan Province, Khanh Hoa Province, and Ba Ria Vung Tau Province, we intend to increase the proportion of low-rise developments in our product mix in the near- and mid-term. Low-rise developments do not require piling works and the construction of a superstructure, the more costly components of our mid-and large-scale high-rise developments, which we expect will allow us to enjoy higher profit margins on a per-unit basis and accelerate the timing in which we are able to recognize revenue from sales of such properties.

Recent Developments

On April 27, 2021, at the annual general meeting of shareholders, our shareholders approved, among others, the following matters for our Board of Directors to implement:

- the transfer of shares held by our Chairman and his affiliates in our company to Novagroup JSC and upon completion of such transfer, Novagroup JSC will become a major shareholder holding at least 25% of our voting shares; and
- the issuance of dividend preference shares and/or redeemable preference shares via private placement to professional securities investors which are to be determined by our Board of Directors.

On May 26, 2021 our Board of Directors approved an increase of our charter capital by issuing approximately 385,917,715 additional shares to our existing shareholders at the ratio of 555:198. We expect to complete this capitalization by July 2021.

We constantly monitor potential sources of capital and, subject to factors including general market conditions, interest rates, the market's perception of our growth potential, our current and potential future earnings and the market price of our ordinary shares, we may seek to raise additional capital, including in the near term.

Corporate Information

Our principal corporate offices are located at Novaland Building, 313B – 315 Nam Ky Khoi Nghia, Vo Thi Sau Ward, District 3, Ho Chi Minh City, Vietnam. Our telephone number at this address is +84 906 35 38 38.

Investors should contact us for any inquiries through the address and telephone number of our principal corporate offices. Our website is www.novaland.com.vn. The information contained on our website is not a part of this Offering Memorandum.

THE OFFERING

The following is a general summary of the Terms and Conditions of the Bonds. This summary is derived from and should be read in conjunction with, and is qualified in its entirety by, the full text of the Terms and Conditions of the Bonds and the Indenture relating to the Bonds. The Terms and Conditions of the Bonds and the Indenture will prevail to the extent of any inconsistency with the terms set out in this summary. Capitalized terms used in this Offering Memorandum and not otherwise defined have the respective meanings given to such terms in the Terms and Conditions of the Bonds.

Issuer	No Va Land Investment Group Corporation (the “Company”)
Offering	US Dollars denominated 5.25% Convertible Bonds due 2026 (the “Bonds”), to be offered and sold outside the United States in reliance on Regulation S only of the Securities Act
Underlying Shares	Bonds are convertible into ordinary shares of the Company listed on the Ho Chi Minh Stock Exchange (“HSX”) with the stock code: NVL (the “Shares”), and Bloomberg ticker of NVL VN
Use of Proceeds	<p>We estimate that the net proceeds from this offering will be approximately US\$289.6 million, after deducting initial purchasers’ fees and commissions and other estimated transaction expenses (including the fees and expenses of other third parties, including legal counsels and advisors appointed by us in connection with the offering).</p> <p>We intend to use the net proceeds to acquire certain project development companies, for working capital and general corporate purposes.</p>
Currency	United States dollars (“US\$” or “US Dollars”)
Status	Direct, unsubordinated, unconditional and unsecured obligations of the Company
Denomination	US\$200,000 each and integral multiples thereof
Issue Size	US\$300 million
Maturity Date	July 16, 2026 (Five years from the Closing Date)
Bondholder’s Put Option	July 16, 2024 (At the end of year three from the Closing Date)
Issue Price	100% of the principal amount
Coupon	5.25% per annum, payable semi-annually in arrears on the January 16 and July 16 of each year, commencing on January 16, 2022
Yield to Put / Maturity	6.00% per annum, calculated on a semi-annual basis
Put Price	102.43%
Redemption Price	104.30%
Conversion Premium	15.0% over the Reference Share Price
Reference Share Price	VND118,000 per Share (being the Closing Price for the Shares on the Pricing Date)
Initial Conversion Price	VND135,700 per Share
Initial Conversion Ratio	33,915.9912 Shares per US\$200,000 principal amount of the Bonds at the Initial Conversion Price, based on the Fixed Exchange Rate

Fixed Exchange Rate	VND23,012 = USD1.00 (Bloomberg “BFIX” USDVND Spot Mid Price as at 13:00PM HKT on the Pricing Date)
Conversion Period	Convertible into the Shares at the election of the bondholders at any time starting from 41 days after the Closing Date to ten days before the Maturity Date or if the bonds have been called for early redemption by the Company, 10 business days before such early redemption date or the business day prior to the giving of the redemption notice by the relevant Bondholder
Conversion Price Reset Dates	Annually, starting January 16, 2022
Conversion Price Reset	<p>At the Conversion Price Reset Dates, downwards only, in accordance with the following formula:</p> <p>Adjusted Conversion Price = Average Market Price</p> <p>Where Average Market Price means the average of 10 consecutive trading day VWAP leading up to and including the Conversion Price Reset Date. Such adjustments shall be limited so that the Adjusted Conversion Price shall not be less than the Reset Price Floor, as adjusted for dilutive events (including, but not limited to, any dividend payments) which may have occurred prior to the relevant Reset Date</p>
Reset Price Floor	<p>On January 16, 2022: 80.0% of Initial Conversion Price</p> <p>On January 16, 2023: 77.5% of Initial Conversion Price</p> <p>On January 16, 2024: 75.0% of Initial Conversion Price</p> <p>On January 16, 2025: 75.0% of Initial Conversion Price</p> <p>On January 16, 2026: 75.0% of Initial Conversion Price</p>
Early Redemption Amount	In respect of each US\$200,000 principal amount of the Bonds, means the amount determined which represents for the holder thereof on the relevant date for determination of the Early Redemption Amount , a gross yield to maturity identical to that applicable in the case of redemption on the Maturity Date, being 6.0% per annum on the principal amount of the Bonds (accumulating on a semi-annual basis)
Redemption at the Option of the Company	<ul style="list-style-type: none"> • Company Call — callable in whole but not in part at any time after August 6, 2024 at the Early Redemption Amount together with accrued but unpaid interest, provided that the closing price of the shares, translated into USD at the prevailing rate applicable to the relevant trading day was at least 130% of the applicable Early Redemption Amount divided by the Conversion Ratio then in effect for 20 consecutive trading days, the last of which occurs not more than 30 days prior to the date upon which notice of such redemption is published • Tax Call — callable anytime in whole but not in part, at the Early Redemption Amount together with accrued but unpaid interest if, as a result of changes relating to tax laws in Vietnam, the Company becomes obliged to pay any additional amounts. Bondholders have the right to elect for the Bonds not to be redeemed but with no entitlement to any additional tax amounts • Clean Up Call — callable anytime in whole but not in part at Early Redemption Amount together with accrued but unpaid interest, if conversion rights shall have been exercised and/or purchases and/or redemptions effected in respect of 90% or more in aggregate principal amount of the Bonds originally issued

Redemption at the Option of Bondholders

- **Bondholder Put** — on July 16, 2024, a Bondholder may require the Company to redeem all or some only of such Bondholder's Bonds at the Early Redemption Amount together with accrued but unpaid interest
- **Change of Control Put** — a Bondholder may require the Company to redeem all or some only of such Bondholder's Bonds at the Early Redemption Amount together with accrued but unpaid interest following the occurrence of a Change of Control
- **Other Relevant Events** — a Bondholder may require the Company to redeem all or some only of such Bondholder's Bonds at the Early Redemption Amount together with accrued but unpaid interest if the Shares cease to be listed or admitted to trading or are suspended for a period equal to or exceeding 30 consecutive trading days

Change of Control

A "Change of Control" occurs when:

- (i) any Person or Persons acting together acquires Control of the Company if such Person or Persons does not or do not have, and would not be deemed to have, Control of the Company on the Closing Date;
- (ii) the Company consolidates with or merges into or leases, sells or transfers, conveys or makes any other disposition, in one or a series of related transactions, of all or substantially all of the assets of the Company to any other Person, unless the consolidation, merger, lease, sale, transfer, conveyance or disposition will not result in the other Person or Persons acquiring Control over the Company or the successor entity; or
- (iii) one or more Persons (other than any Person referred to in sub-paragraph (i) above) acquires the legal or beneficial ownership of all or substantially all of the issued share capital of the Company.

"Control" means the acquisition or control of more than 50.0% of the voting rights of the issued share capital of the Company or the right to appoint and/or remove all or the majority of the members of the Company's Board of Directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise;

Adjustment upon Change of Control

If a Change of Control shall occur, the Company shall give notice of that fact to the Bondholders (the "Change of Control Notice") within 14 days after it becomes aware of such Change of Control. Following the giving of a Change of Control Notice, upon any exercise of conversion rights such that the relevant conversion date falls within 30 days following a Change of Control, or, if later, 30 days following the date on which the Change of Control Notice is given to Bondholders (such period, the "Change of Control Conversion Period"), the Conversion Price shall be adjusted in accordance with the following formula:

$$NCP = \frac{OCP}{1 + (CP \times c/t)}$$

Where:

"NCP" means the new Conversion Price after such adjustment

“OCP” means the Conversion Price in effect immediately before such adjustment, and for the avoidance of doubt, the OCP shall be the Conversion Price in effect on the relevant Conversion Date

“CP” means 15.0% expressed as a fraction

“c” means the number of days from and including the date the Change of Control occurs to but excluding the Maturity Date

“t” means the number of days from and including the issue date to but excluding the Maturity Date

Adjustments to Conversion Price

The Conversion Price shall be adjusted in certain circumstances, including rights issues, cash and Share dividends, stock splits, bonus issues, mergers and asset sales or the occurrence of certain other dilutive events

Dividend Protection

Conversion price adjustment for all cash dividends

Corporate and Regulatory Approvals

As soon as practicable, and in any event within 25 Stock Exchange Business Days after the Conversion Date (the Trigger Date), the Company will cause all required or necessary corporate and regulatory procedures, formalities and requirements to be completed for the purpose of the conversion of Bonds into Shares under the relevant Conversion Notice and the listing of such Shares on HSX or the Alternative Stock Exchange (as the case may be)

Cash Settlement: Where Conversion Rights are exercised, the Company may elect to make payment of the Cash Settlement Amount in full or in part to a converting Bondholder in lieu of delivering shares by providing the Cash Election Notice no later than the date (“Cash Election Exercise Date”) falling ten Stock Exchange Business Days following the relevant Conversion Date

The Cash Settlement Amount shall be paid to the relevant Bondholder no later than 5 Stock Exchange Business Days after the last day of the Cash Settlement Calculation Period

“Cash Settlement Amount” means the Conversion Ratio multiplied by the arithmetic average of the Volume Weighted Average Price for one Share for each day in the Cash Settlement Calculation Period

“Cash Settlement Calculation Period” means the period of ten consecutive Stock Exchange Business Days commencing on the Stock Exchange Business Day after the Cash Election Exercise Date, translated into USD Rate

Negative Pledge

The Company and its Principal Subsidiary will not:

- create or have outstanding any Encumbrances to secure any Relevant Indebtedness; and
- create, issue or provide any guarantee for or in respect of any Relevant Indebtedness unless the same Encumbrances and guarantee are provided to Bondholders equally and rateably

Events of Default

Standard Euro-market events of default, applicable to the Company and as the case may be, Principal Subsidiaries (as defined in the Conditions)

Cross Default

US\$25m or more (or its equivalent in other currencies)

Lock-up

Each of our Company and our major shareholder and Chairman, Mr. Bui Thanh Nhon (individually and on behalf of his family, any companies they control, their subsidiaries and affiliates) has undertaken, subject to certain exceptions, that for a period from the date hereof until (and including) the date falling 90 days after the Closing Date, they will not, directly or indirectly, take any of the following actions with respect to (i) any non-Vietnamese dong denominated debt capital markets securities issued or guaranteed by the Company and having a maturity of more than one year from the date of issue, or (ii) any Shares or non-Vietnamese dong denominated securities convertible or exchangeable into or exercisable for Shares or warrants or other rights to purchase Shares or any non-Vietnamese dong denominated security or financial product whose value is determined directly or indirectly by reference to the price of the Shares, including equity swaps, forward sales and options ((i) and (ii) collectively, the “Lock-Up Securities”):

- (A) offer, sell, issue, contract to sell, pledge or otherwise dispose of Lock-Up Securities,
- (B) offer, sell, issue, contract to sell, contract to purchase or grant any option, right or warrant to purchase Lock-Up Securities, without the prior written consent of the Sole Lead Manager,
- (C) enter into any swap, hedge or any other agreement that transfers, in whole or in part, the economic consequences of ownership of Lock-Up Securities,
- (D) establish or increase a put equivalent position or liquidate or decrease a call equivalent position in Lock-Up Securities within the meaning of Section 16 of the Exchange Act, or
- (E) file a registration statement with a securities regulator relating to Lock-Up Securities or publicly disclose the intention to take any such action, without the prior written consent of the Sole Lead Manager. The Company will not at any time directly or indirectly, take any action referred to in clauses (A) through (E) above with respect to any securities under circumstances where such offer, sale, pledge, contract or disposition would cause the safe harbor of Regulation S thereunder to cease to be applicable to the offer and sale of the Bonds.

See “Plan of Distribution.”

Governing Law

New York Law

Trustee, Conversion Agent and Paying Agent

The Bank of New York Mellon, London Branch

Registrar and Transfer Agent

The Bank of New York Mellon SA/NV, Dublin Branch

Listing

Application will be made for the listing of the Bonds on Singapore Exchange Securities Trading Limited

For so long as any Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the Company shall appoint and maintain a paying agent in Singapore, where such Notes may be presented or surrendered for payment or redemption, in the event that the Global

Note representing such Notes is exchanged for definitive Notes. In addition, in the event that the Global Note is exchanged for definitive Notes, an announcement of such exchange will be made by or on behalf of the Company through the SGX-ST and such announcement will include all material information with respect to the delivery of the definitive Notes, including details of the paying agent in Singapore

Settlement Euroclear and Clearstream (Reg S only)

Pricing Date / Trade Date July 7, 2021

Closing Date / Settlement Date Expected on or around July 16, 2021

Sole Bookrunner Credit Suisse (Singapore) Limited

Security Codes ISIN: XS2364281175
Common Code: 236428117

Selling Restrictions Regulation S Selling restrictions apply elsewhere including without limitation the United States, Hong Kong, the United Kingdom, Japan, Singapore, the PRC and Vietnam

SUMMARY FINANCIAL INFORMATION

The following summary consolidated financial information as of and for each of the years ended December 31, 2018, 2019 and 2020 (except for EBITDA data) has been derived from our audited consolidated financial statements for the years ended December 31, 2019 and 2020, which have been audited by PwC (Vietnam) Limited, our independent auditors, and are included elsewhere in this Offering Memorandum. The following summary consolidated financial information as of March 31, 2021 and for the three-month periods ended March 31, 2020 and 2021 (except for EBITDA data) has been derived from our unaudited consolidated financial statements for the three months ended March 31, 2021, which have been reviewed by PwC (Vietnam) Limited and are included elsewhere in this Offering Memorandum. You should read the summary financial information below in conjunction with our consolidated financial statements and related notes and the section entitled “Risk Factors — Risks Relating to Our Business”, which are included elsewhere in this Offering Memorandum. Historical results are not necessarily indicative of results that may be achieved in any future period. Our consolidated financial statements have been prepared in accordance with Vietnamese Accounting Standards (“VAS”). Vietnamese Accounting Standards differ in certain material respects from IFRS. See “Summary of Significant Differences between VAS and IFRS.”

Solely for the convenience of the reader, the Vietnamese Dong amounts in the tables below have been translated into U.S. Dollars using the exchange rate of US\$1.00 = VND23,065, the exchange rate quoted by Bloomberg L.P. on March 31, 2021 and giving effect to rounding where applicable. The convenience translation is unaudited and should not be construed as a representation that the Vietnamese Dong amounts represent, or have been or could be converted into, U.S. Dollars at this or any other exchange rate.

Consolidated Income Statement

	For the year ended December 31,				For the three months ended March 31,		
	2018	2019	2020	2020	2020	2021	2021
	(VND billions, except per share)				(VND billions, except per share)		
	(USD millions, except per share)				(USD millions, except per share)		
Revenue from sales of goods and rendering of services	15,635.3	11,026.2	5,241.7	227.3	1,067.60	4,541.9	196.9
Less deductions	(345.0)	(95.2)	(215.4)	(9.3)	(133.4)	(35.2)	(1.5)
Net revenue from sales of goods and rendering of services	15,290.3	10,931.0	5,026.4	217.9	954.2	4,506.6	195.4
Cost of goods sold and services rendered	(10,132.3)	(7,779.3)	(3,193.5)	(138.5)	(588.6)	(2,789.5)	(120.9)
Gross profit from sales of goods and rendering of services	5,158.0	3,151.7	1,832.9	79.5	365.6	1,717.2	74.4
Financial income	1,296.6	1,027.2	6,210.3	269.3	857.7	572.4	24.8
Financial expenses — including: Interest expense	(1,932.4)	(2,084.8)	(1,537.3)	(66.6)	(386.6)	(454.3)	(19.7)
— in which : Interest expense	(1,383.3)	(1,145.6)	(566.1)	(24.5)	(133.7)	(30.6)	(1.3)
Share of profit/(loss) from associates	1,318.8	(9.6)	(2.6)	(0.1)	(1.0)	(0.9)	0.0
Selling expenses	(424.2)	(294.9)	(164.0)	(7.1)	(9.8)	(138.9)	(6.0)
General and administration expenses	(727.8)	(1,197.2)	(1,290.2)	(55.9)	(264.1)	(319.5)	(13.9)
Net operating profit	4,688.9	592.4	5,049.2	218.9	561.8	1,375.9	59.7
Other income	71.2	3,847.1	325.5	14.1	5.0	17.1	0.7
Other expenses	(74.5)	(167.3)	(725.7)	(31.5)	(77.5)	(132.0)	(5.7)
Net other (expenses)/income	(3.3)	3,679.9	(400.2)	(17.3)	(72.5)	(114.8)	(5.0)
Net accounting profit before tax	4,685.6	4,272.2	4,649.0	201.6	489.3	1,261.0	54.7
Business income tax — current	(986.2)	(692.5)	(280.4)	(12.2)	(40.5)	(462.3)	(20.0)
Business income tax — deferred	(420.5)	(192.4)	(462.1)	(20.0)	(146.2)	(97.5)	(4.2)
Net profit after tax	3,278.9	3,387.3	3,906.5	169.4	302.6	701.2	30.4
Attributable to:							
Owners of the parent company	3,238.9	3,431.3	3,919.1	169.9	321.9	536.8	23.3
Non-controlling interests	40.1	(44.0)	(12.6)	(0.5)	(19.4)	164.4	7.1
Basic earnings per share (VND and USD actual)	3,546	3,579	4,021	0.17	332.0	536.0	0.0
Diluted earnings per share (VND and USD actual)	3,401	3,533	3,946	0.17	332.00	536.00	—

Consolidated Balance Sheet

	As of December 31,				As of March 31,	
	2018	2019	2020	2020	2021	2021
		(VND billions)		(USD millions)	(VND billions)	(USD millions)
ASSETS						
Current assets	50,081.0	71,194.8	114,203.6	4,951.4	120,616.7	5,229.4
Cash and cash equivalents	12,315.2	6,466.2	11,558.8	501.1	12,556.2	544.4
Non-Current Assets	19,041.1	18,784.4	30,332.8	1,315.1	32,051.0	1,389.6
Long-term receivables	255.4	370.7	17,643.8	765.0	19,721.1	855.0
TOTAL ASSETS	69,122.1	89,979.2	144,536.3	6,266.5	152,667.7	6,619.0
RESOURCES						
Liabilities	49,152.3	65,518.2	112,604.2	4,882.0	114,908.7	4,982.0
Current liabilities	27,995.1	18,809.6	31,427.3	1,362.6	34,420.1	1,492.3
Non-current liabilities	21,157.2	46,708.5	81,176.9	3,519.5	80,488.7	3,489.6
Capital and reserves	19,969.8	24,461.1	31,932.1	1,384.4	37,758.9	1,637.1
TOTAL RESOURCES	69,122.1	89,979.2	144,536.3	6,266.5	152,667.7	6,619.0

Consolidated Cash Flow Statement

	For the year ended December 31,				For the three months ended March 31,		
	2018	2019	2020	2020	2020	2021	2021
	(VND billions)			(USD millions)	(VND billions)		(USD millions)
I. CASH FLOWS FROM OPERATING ACTIVITIES							
Net profit before tax	4,685.6	4,272.2	4,649.0	201.6	489.3	1,261.0	54.7
Adjustments for:							
Depreciation, amortization, goodwill allocation and bargain gain	496.9	(2,750.4)	736.2	31.9	243.8	243.6	10.6
Reversal of provisions	10.3	152.1	5.2	0.2	(2.8)	(1.0)	0.0
Foreign exchange (gains)/losses	137.5	4.2	(27.9)	(1.2)	62.4	(7.8)	(0.3)
Profits from investing activities	(2,465.4)	(974.2)	(6,091.9)	(264.1)	(854.9)	(129.4)	(5.6)
Interest expense and bond issuance costs	1,443.7	1,186.7	578.3	25.1	136.9	30.6	1.3
Operating (losses)/profit before changes in working capital	4,308.7	1,890.6	(151.1)	(6.6)	74.6	1,397.0	60.6
(Increase)/decrease in receivables	2,737.0	1,262.6	(14,437.2)	(625.9)	(1,221.0)	(2,925.1)	(126.8)
(Increase)/decrease in inventories	170.6	2,487.8	(14,079.3)	(610.4)	(642.4)	(1,190.2)	(51.6)
(Increase)/decrease in payables	(4,266.6)	937.3	28,866.4	1,251.5	1,838.7	6,328.5	274.4
(Increase)/decrease in prepaid expenses	65.4	119.1	(215.7)	(9.4)	28.2	(114.0)	(4.9)
Interest paid	(1,793.2)	(2,649.6)	(3,154.0)	(136.7)	(649.4)	(1,479.8)	(64.2)
Business income tax paid	(647.1)	(971.2)	(314.6)	(13.6)	(100.7)	(182.5)	(7.9)
Net cash inflows from operating activities	574.7	3,076.5	(3,485.5)	(151.1)	(672.0)	1,833.8	79.5
CASH FLOWS FROM INVESTING ACTIVITIES							
Purchases of fixed assets and other long-term assets	(170.4)	(383.2)	(199.4)	(8.6)	(53.1)	(11.6)	(0.5)
Proceeds from disposals of fixed assets	44.9	11.2	27.8	1.2	—	—	—
Loans granted, purchases of debt instruments of other entities	(699.7)	(1,109.3)	(6,049.2)	(262.3)	(85.1)	(3,030.4)	(131.4)
Collection of loans, proceeds from sales of debt instruments of other entities	2,997.6	460.7	3,177.2	137.8	113.5	1,952.7	84.7
Investments in other entities	(9,232.2)	(14,398.3)	(12,825.8)	(556.1)	(3,594.8)	(1,273.0)	(55.2)
Proceeds from divestment in other entities	834.1	1,716.4	10,670.3	462.6	1,061.7	211.0	9.1
Interest and dividend received	364.6	296.6	288.4	12.5	56.4	58.0	2.5
Net cash outflows from investing activities	(5,861.1)	(13,406.0)	(4,910.6)	(212.9)	(2,501.4)	(2,093.3)	(90.8)
II. CASH FLOWS FROM FINANCING ACTIVITIES							
Proceeds from issue of shares and capital contribution	3,644.3	205.9	668.3	29.0	46.6	4,592.1	199.1
Capital withdrawal, buying back issued stocks	(50.0)	(0.1)	(1.5)	(0.1)	—	—	—
Proceeds from borrowings	22,153.0	20,460.4	30,262.8	1,312.1	4,729.0	5,230.7	226.8
Repayments of borrowings	(14,771.9)	(16,150.2)	(17,390.4)	(754.0)	(4,194.0)	(8,570.5)	(371.6)
Dividends paid to equity holders	(12.9)	(19.7)	(49.5)	(2.1)	—	(0.1)	0.0
Net cash inflows from financing activities	10,962.6	4,496.4	13,489.7	584.9	581.6	1,252.3	54.3
Net decrease/increase in cash and cash equivalents	5,676.2	(5,833.2)	5,093.5	220.8	(2,591.9)	992.8	43.0
Cash and cash equivalents at beginning of year	6,638.7	12,315.2	6,466.2	280.3	6,466.2	11,558.8	501.1
Effect of foreign exchange differences	0.3	(15.7)	(1.0)	(0.0)	0.6	4.6	0.2
Cash and cash equivalents at end of year	12,315.2	6,466.2	11,558.8	501.1	3,875.0	12,556.2	544.4

Other Financial Data

	For the year ended December 31,				For the three months ended March 31,		
	2018	2019	2020	2020	2020	2021	2021
	(VND billions)		(USD millions)		(VND billions)		(USD millions)
Pre-sales for the period	10,417.0	39,327.0	41,660.0	1,806.2	3,502.0	17,241.0	747.5
Adjusted EBITDA ⁽¹⁾	4,993.4	(559.9)	4,879.5	211.6	1,193.0	2,001.1	86.8
Adj. EBITDA Margin ⁽²⁾ . . .	31.9%	-5.1%	93.1%	93.1%	111.70%	44.10%	44.10%
Total Debt ⁽³⁾	27,908.1	34,590.3	48,901.3	2,120.2	34,597.8	45,145.9	1,957.3
Cash and cash equivalents	12,315.2	6,466.2	11,558.8	501.1	3,875.0	12,556.2	544.4
Interest expense ⁽⁴⁾	1,383.3	1,145.6	566.1	24.5	133.7	30.6	1.3
Adj. EBITDA / Interest expense	3.6	(0.5)	8.6	8.6	8.9	65.5	65.5

Notes:

- (1) We define Adjusted EBITDA as net profit after tax *before* (i) interest expense, (ii) other financial expense; (iii) tax expense, (iv) depreciation and amortization, goodwill allocation and bargain gain, (v) foreign exchange loss, and (vi) other expenses, and *after* deducting (a) share of profit/(loss) from associates, (b) gains from revaluation of investments at each business combination stage, (c) foreign exchange gain, (d) other income, and (e) other income — gain on bargain purchase. This term, as we define it, may not be comparable to similarly titled measures employed by other companies and is not a measure of performance calculated in accordance with Vietnamese Accounting Standards. Adjusted EBITDA should not be considered in isolation or as a substitute for operating income, net income or loss, cash flows provided by operating, investing and financing activities, or other income or cash flow statement data prepared in accordance with Vietnamese Accounting Standards. The following table sets forth a reconciliation of Adjusted EBITDA with our net profit after for the periods indicated:

	For the year ended December 31,				For the three months ended March 31,		
	2018	2019	2020	2020	2020	2021	2021
	(VND billions)		(USD millions)		(VND billions)		(USD millions)
Net profit after tax	3,278.9	3,387.3	3,906.5	169.4	302.6	701.2	30.4
plus interest expense	1,383.3	1,145.6	566.1	24.5	133.7	30.6	1.3
plus other financial expense	391.5	899.0	937.7	40.7	189.5	377.6	16.4
plus tax expense	1,406.7	884.9	742.5	32.2	186.7	559.8	24.3
plus depreciation, amortization, goodwill allocation and bargain gain	496.9	(2,750.4)	736.2	31.9	243.8	243.6	10.6
plus FX loss	157.6	40.2	33.5	1.5	63.3	46.1	2.0
plus other expense	74.5	167.3	725.7	31.5	77.5	132.0	5.7
minus gain from revaluation of investments at business combination stage	(803.2)	(460.3)	(2,384.4)	(103.4)	—	—	—
minus share of profit from associates	(1,318.8)	9.6	2.6	0.1	1.0	0.9	—
minus FX gain	(2.8)	(36.0)	(61.3)	(2.7)	(0.1)	(73.5)	(3.2)
minus other income	(71.2)	(163.0)	(63.4)	(2.8)	(5.0)	(17.1)	(0.7)
minus other income — gain on bargain purchase	—	(3,684.2)	(262.1)	(11.4)	—	—	—
EBITDA (unaudited)	4,993.4	(559.9)	4,879.5	211.6	1,193.0	2,001.1	86.8

- (2) We calculate Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of revenue for the relevant period.
- (3) Total debt includes short-term and long-term bank loans, issued bonds and borrowings.
- (4) Interest expense consists of interest paid on our short-term and long-term bank loans, issued bonds and borrowings.

RISK FACTORS

An investment in the Bonds is subject to significant risks. You should carefully consider all of the information in this Offering Memorandum and, in particular, the risks described below before deciding to invest in the Bonds. Additionally, some risks may be unknown to us and other risks, currently believed to be immaterial, could turn out to be material. All of these could materially and adversely affect our business, financial condition and results of operations. The market price of the Bonds could decline due to any of these risks and you may lose all or part of your investment. This Offering Memorandum also contains forward-looking statements that involve risks and uncertainties including those described under “FORWARD-LOOKING STATEMENTS” elsewhere in this Offering Memorandum. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this Offering Memorandum.

RISKS RELATING TO OUR BUSINESS

Our business may be materially and adversely affected by the COVID-19 coronavirus outbreak

In December 2019, an outbreak of the disease COVID-19, caused by a novel coronavirus (SARS-CoV-2) was first reported to have surfaced in Wuhan, the People’s Republic of China, later resulting in over 150 million confirmed cases and millions of fatalities globally, with thousands of confirmed cases and less than a hundred fatalities in Vietnam. In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. Governments and health authorities around the world, including Vietnam, imposed sweeping measures designed to contain the pandemic, including, among others, travel restrictions, border closures, curfews, quarantines, cancellations of gatherings and events and closures of universities, schools, restaurants, stores and other business. The economic repercussions of the COVID-19 pandemic and the efforts around the world to contain it have been severe, and include reduced global trade, lower industrial production, broad reductions in general consumption and economic activity and major disruptions to international travel and global air traffic. The COVID-19 pandemic has increased volatility in Vietnam and global markets and may continue to cause increasing concerns over the prospects of the Vietnam property market, which may materially and adversely affect the demand for properties and property prices in Vietnam.

Although Vietnam, compared to certain other nations in Asia and elsewhere, was relatively successful in containing the outbreak, the country has not been completely unaffected. As of the date of this Offering Memorandum, more than 10,000 cases of COVID-19 have been confirmed in Vietnam. At times since the outbreak of the pandemic, HCMC and other localities in Vietnam where we have significant land bank imposed movement restrictions in an effort to curb the spread of the highly infectious COVID-19. Despite prior success against the disease, there is no assurance that Vietnam will be able to continue to contain the outbreak of COVID-19. As a result of the pandemic, in May 2020 we lowered our unit sales target from the year from 8,000 to 5,000. Moreover, although we had strong sales at some of our flagship projects, such as Aqua City, a satellite township project, NovaWorld Phan Thiet and NovaWorld Ho Tram, two of our second-home projects, there is no assurance that those strong sales will maintain if there is a new outbreak of COVID-19 in Vietnam.

Any delay of construction and sales activities of the Group’s projects may in turn result in substantial increase in our development costs, late delivery of properties and/or otherwise adversely affect our profitability and cash flows. Further, the Group’s customers may face financial difficulties, which may in turn result in a reduction in demand for the Group’s properties. Customers who have previously entered into contracts to purchase properties may also default on their purchase contracts if the economic situation further deteriorates as a result of the pandemic.

Given the high uncertainties associated with the COVID-19 pandemic at the moment, it is difficult to predict how long these conditions will last and the extent to which we may be affected. Future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the COVID-19 pandemic and the actions to contain the COVID-19 or treat its impact, the possibility of its resurgence, among others, may have an effect on our business, financial condition, prospects and results of operations.

We rely on third parties to fund, acquire land for and develop a number of our real estate projects pursuant to limited contractual rights bolstered by tacit understandings, and our business may be adversely affected if these arrangements do not accord to our expectations, and/or if we fail to successfully acquire the underlying real estate projects

One of the ways in which we have acquired land and developed our real estate projects in recent years is through setting up individual project companies to obtain licenses to acquire land and develop real estate projects. Although we typically seek to acquire land and develop projects through wholly or majority-owned project companies that we establish, we also collaborate with third-party project development companies to acquire land and develop real estate projects, which we believe is a common practice among real estate developers in Vietnam. We often choose to acquire these project development companies when the underlying projects reach certain legal milestones. Prior to our acquisition (if any) of these project development companies, we generally provide the shareholders of these project development companies with funding to acquire land by way of an unsecured loan, typically of amounts that are sufficient for the down payment for the land and at an interest rate of between 5.5% and 10.0% per annum.

The shareholders will then contribute such loan proceeds as equity to the project development companies, which will use such equity contributions, together with mortgage loans from banks, to acquire land for project development. Because the shareholders of the project development companies are not our affiliates and our arrangements with these third parties do not give us a contractual right to acquire the relevant project development companies (or the underlying land or real estate project), we rely on our knowledge of the counterparties and non-contractual understandings to acquire the project development companies at a time of our choosing. However, we have no legally enforceable right to do so and there can be no assurance that we will be able to acquire the project development companies. Similarly, if the project development companies' shareholders desire or need to dispose their shares in the relevant project development companies to repay our loans to them or for any other reason, such sales are at their discretion and may be to purchasers that are not controlled or monitored by us. If we are unable to acquire the project development companies, the size of our land bank would decrease and we would be unable to recognize revenue from the sale of the underlying projects.

When the project development companies are controlled by third parties prior to our acquisition (if any) of control over them and/or after we acquire control over them, we raise funds for the acquisition of land and the development of real estate projects through business cooperation contracts with unrelated counterparties, including NovaHomes and NovaReal. Our business cooperation partners are long term partners who have close business ties to us but are not our affiliates. In exchange for funding, the business cooperation contracts provide for either fixed or capped variable rate profit sharing tied to completion of the underlying project being funded or of a particular phase or phases of the project. We recognize these business cooperation contracts as long term payables, which as of March 31, 2021 stood at VND42,494 billion (US\$1,842.4 million). The business cooperation contracts typically have a tenor of 12-60 months and can be extended by mutual agreement.

We cannot assure you that we will be able to procure or extend business cooperation contracts when required. Our business cooperation partners furthermore have the right to terminate business cooperation contracts prior to the contract's maturity date, subject to certain terms. If we are unable to raise sufficient funds through our business cooperation partners on favorable terms or at all, we may fail to develop our projects or experience delays in project completion, which may have a material and adverse effect on our business, financial condition and results of operations. In addition, if sales of our real estate projects are lower or later than expected, we may not be able to earn sufficient funds to honor all of our profit sharing or other obligations to our business cooperation partners. In the past, we have been able to mitigate risks arising out of a slow sales process through negotiating extensions of our payment obligations and/or the business cooperation contracts with our business cooperation partners. However, we may not be able to re-negotiate our contract terms in the future, which may have a material and adverse effect on our business, financial condition and results of operations. For a more detailed description of these arrangements with third parties, see "Business — Property Development — Use of third-parties in land acquisition and property development — Arrangements with business cooperation partners."

Our business may be adversely affected if the loans that we extend to shareholders of project development companies or the project development companies themselves are found to be provided on a regular basis

Vietnamese law requires that banking services, including the extension of credit, be provided by licensed credit institutions if such banking services are provided for profit and made on a regular basis. If the loans that we extend to the shareholders of the project development companies or the project development companies themselves are found to be extended on a regular basis, we may suffer reputational harm and be subject to an

administrative fine of up to VND1 billion (approximately US\$43,150) and the benefits of such loan deemed illegal, which may result in the confiscation of interest earned on any such loans.

In addition, this may have an adverse impact on the project development companies' ability to fund and complete the construction of their real estate projects. As a consequence, we would not be able to derive the benefits from such project development companies' real estate projects as we originally contemplated, including deriving revenue from the sale of properties of such projects, which may have a material and adverse effect on our business, financial condition and results of operations.

Our business may be adversely affected if pre-sales of properties conducted through NovaHomes and NovaReal are challenged by Vietnamese authorities for not complying with the pre-sale restrictions

As a result of changes in Vietnamese law since 2015, developers of commercial housing projects, including apartment projects, are only able to borrow funds for project development purposes from credit institutions in Vietnam (the "Development Borrowing Restrictions"). In addition, developers of commercial housing projects are restricted from pre-selling housing units until the completion of the building's foundation (for high-rise buildings) or the basic infrastructure (for low-rise buildings) and are restricted from collecting more than 30% of the full sale price for the first payment and more than 70% of the full sale price before handover of the apartments (the "Pre-sale Restrictions"). See "Regulations — Real Estate Development Rules." These restrictions resulted in challenges for property developers to, among others, fund the initial phases of development of their real estate projects due to the inability to conduct pre-sales prior to the construction of the foundation and other initial components of a real estate project.

After the imposition of the Pre-sale Restrictions and the Development Borrowing Restrictions, several of our project development companies have commenced using a deposit collection structure that is primarily designed to create flexibility for them to engage Nova Homes Trading Joint Stock Company ("NovaHomes") and Novareal Joint Stock Company ("NovaReal"), third-party companies that we believe are not subject to the Pre-Sale Restrictions, to market the relevant real estate projects to customers. The project development companies generally pay NovaHomes or NovaReal a service fee between 2.0% and 10.0% of the deposits it collects. See "Business — Property Development — Use of third-parties in land acquisition, property development and sales — Pre-sales through NovaHomes and NovaReal."

Because certain aspects of the Pre-sale Restrictions are ambiguous or subject to regulatory discretion and interpretation, there is a risk that, in the absence of clarifications from the relevant Vietnamese authorities, the structure that we use for pre-sales, which is commonly used in the market, may be challenged for not complying with the Pre-sale Restrictions. Also, there is a risk that potential buyers who have signed agreements with NovaHomes or NovaReal and made deposits pursuant to such agreements may seek to invalidate their obligations under the agreements. While our manner of conducting pre-sales of certain properties has not been subject to challenge by the relevant authorities in Vietnam, there is no assurance that it will not be in the future. If our pre-sale structure is not acceptable to Vietnamese authorities, the relevant project development company may be subject to monetary fines, unwinding of pre-sale transactions and returning the collected amounts to buyers. If any of the foregoing were to occur, the project development companies would be prevented from using the aforementioned deposit collection structure which may have an adverse impact on the project development companies' ability to fund and complete the construction of their real estate projects. As a consequence, we would not be able to derive the benefits from such project development companies' real estate projects as we originally contemplated, including deriving revenue from the sale of properties of such projects, which may have a material and adverse effect on our business, financial condition and results of operations.

We have not procured bank guarantees for some of our pre-sold projects

Under the Law on Real Estate Business 2014, pre-sales or leases of housing units can only be conducted after a developer has obtained a bank guarantee from a nationally recognized commercial bank. Such bank guarantees are required to secure a developer's financial obligations to its customers in the event there are delays in the expected handover date of the project. As of the date of this Offering Memorandum, we have not obtained bank guarantees for some of our projects for which we have commenced pre-sales, which may have a material and adverse effect on our business, financial condition and results of operations. Failure to obtain the relevant bank guarantee may result in the relevant project development company being subject to an administrative penalty of up to USD13,200 and being obligated to compensate the purchasers for any damages they suffer (if such damage is successfully proved). In addition, if the purchasers decide not to complete the purchases, the purchasers have the right to request the relevant project development company to return the entire amount that they have paid.

Our business is subject to extensive governmental regulation and, in particular, we are susceptible to policy changes in the Vietnamese property sector

Our business is subject to extensive governmental regulation. As a Vietnamese property developer, we must comply with various requirements mandated by Vietnamese laws and regulations, including the policies and procedures established by local authorities designed to implement such laws and regulations. In particular, the Vietnamese government exerts considerable direct and indirect influence on the development of the Vietnamese property sector by imposing industry policies and other economic measures, such as control over the supply of land for property development, control of foreign exchange, property financing, taxation and foreign investment. Through these policies and measures, the Vietnamese government may restrict or reduce land available for property development, raise benchmark interest rates of commercial banks, place additional limitations on the ability of commercial banks to make loans to property developers and property purchasers, and impose additional taxes and levies on property sales and restrict foreign investment in the Vietnamese property sector. Many of the property industry policies carried out by the Vietnamese government are unprecedented and are expected to be refined and improved over time. Other political, economic and social factors may also lead to further adjustments and changes of such policies, particularly in the areas where we are developing our second home and hospitality projects, the majority of which are along the southeast Vietnamese coastline and in close proximity to large tracts of undeveloped coastal land and fragile ecosystems.

Furthermore, in the past the Government has delayed granting of requisite approvals and permits required to commence development activities, thus delaying our ability to recognize revenue. As commercial residential property prices in certain cities in Vietnam rose rapidly in recent years, in order to prevent the property market from overheating and possible formation of a speculative bubble, the Vietnamese government introduced a series of regulatory measures in an effort to stabilize the real estate market and facilitate its sustainable development, including imposing the down payment ratio and residential mortgage loan interest rate, increasing the supply of affordable housing to low- and middle-income families, increasing the supply of public housing to targeted populations and restricting foreign investments in properties in Vietnam. We cannot assure you that the Vietnamese government will not adopt additional and more stringent industry policies, regulations and measures in the future. In addition, since 2010, the Ministry of Finance has been proposing a real estate tax for individuals who own two or more properties. The Ministry of Finance is still in the process of drafting the law and as of the date of this Offering Memorandum there is no clear timeline on when a draft will be finalized, approved and adopted. We cannot be sure when or whether such tax reforms will be imposed and neither can we assess the adverse impact of such new tax policies on our business operations and financial results. If we fail to adapt our operations to such new policies, regulations and measures that may come into effect from time to time, our business, financial condition and results of operations may be materially and adversely affected.

As from January 1, 2020 Circular 22/2019/TT-NHNN which was further amended by Circular 08/2020/TT-NHNN dated August 14, 2020 of the SBV introduces new requirements on Vietnamese lenders in order to more closely regulate unsecured lending to Vietnamese consumers (“Circular 22”). Under Circular 22, the maximum ratio of short-term funds used by a lender for medium- and long-term loans would be gradually reduced from 40% to 30% by October 1, 2023 and the lenders would be required to maintain a higher capital adequacy ratio (risk weight of 120% as from January 1, 2020 to December 31, 2020 and 150% as from January 1, 2020 instead of 50%) for mortgage lending of VND4 billion or more. This would likely affect the ability of the banks to provide mortgage lending to potential purchasers in the mid- and high-end segments.

The laws of Vietnam may also allow the Vietnamese government to compulsorily take back land and buildings under certain circumstances, such as for national defense, public security and socio-economic development in the national or public interest. In the event that all or any part of our lands or properties is compulsorily acquired, the compensation paid in respect of the acquired property could be less than its market value or the price we paid for acquiring the property which could adversely affect our business, financial condition and results of operations.

We may face challenges of title to the land on which our projects are located

Under the laws of Vietnam, ownership of land belongs to the Vietnamese people as a whole and the state administers land rights on their behalf. However, the laws of Vietnam allow ownership of a right to use land and such right is called the ‘land use right’. Legitimate owners of land use rights and property or buildings constructed on land are entitled to obtain a certificate of land use rights, and ownership of residential houses, and other assets-attached to land (the “LURC”). The ownership of a land use right granted to any individual or organization is protected and binding against any third party, except where compulsorily revoked by the Government under certain circumstances prescribed under the laws of Vietnam.

To date we have not had to defend against third parties claiming to be the rightful users of land. However, there have been cases in Vietnam where third parties have claimed the right to use land that was already legally registered in the name of others. Additionally, transfer of land use rights and ownership and construction of buildings in Vietnam involves a complex series of registrations and filings, which take a substantial amount of time to complete and as a result we may occupy, operate or develop projects for which all formalities in respect of perfecting title have not yet been completed. Should any issues arise with respect to the title of land we are developing or in respect of land that we are developing but have not yet completed all of the necessary registrations and filings we may be forced to defend our title or stop further development until the challenges have been resolved and the registrations and filings completed, any of which could adversely affect our business, financial condition and results of operations. See “Business — Legal Proceedings.”

We are highly dependent on the performance of the residential property market in Vietnam, particularly in and around Ho Chi Minh City

Our business and prospects depend on the performance of the Vietnamese property market and, in particular, the property market in and around HCMC. Any commercial residential or commercial property downturn in Vietnam generally or in HCMC, Dong Nai, Ba Ria Vung Tau or Binh Thuan in particular could adversely affect our business, financial condition and results of operations. Over-concentration of our properties under development within any particular city or region during any protracted period of time may expose us to more regional risks. Any adverse developments in areas where we have significant operations could have a material adverse effect on our business, financial condition and results of operations.

The Vietnamese property market experienced fluctuations in prices in the past. There have been increasing concerns over housing affordability and sustainability of market growth. In addition, demand for properties in Vietnam has been adversely affected and will continue to be so affected by the macro-economic control measures implemented by the Vietnamese government and past and potential future global economic downturns. Vietnam is subject to fluctuations in inflation and tightened monetary conditions. From time to time, the Vietnamese government adjusts macroeconomic control policies to encourage or restrict development in the private property sector through measures relating to, amongst other things, land grants, pre-sales of properties, bank financing and taxation. In recent years, the Vietnamese government has taken various measures to control the money supply, credit availability and fixed assets investment with a view to prevent Vietnam’s real estate market from overheating and to achieve more balanced and sustainable economic growth. For example, Circular 22 of the SBV provides that the maximum ratio of short-term funds used by a lender for medium- and long-term loans would be gradually reduced from 40% to 30% by October 1, 2023 and the lenders would be required to maintain a higher capital adequacy ratio (risk weight of 120% as from January 1, 2020 to December 31, 2020 and 150% as from January 1, 2021 instead of 50%) for mortgage lending of VND4 billion or more. This would likely affect the ability of the banks to provide mortgage lending to potential purchasers in the mid- and high-end segments. Such policies may also affect consumer sentiment, which may dampen consumer interest in our properties. According to the General Statistics Office of Vietnam, Vietnam’s consumer price index growth for the years ended December 31, 2018 and 2019 and 2020 was 3.53%, 3.54% and 2.79%, respectively. According to the General Statistics Office of Vietnam, Vietnam’s GDP growth for the years ended December 31, 2018, 2019 and 2020 was 6.21%, 6.81% and 2.91%, respectively.

We cannot assure you that the demand for new residential and officetel properties in the geographical locations where we have or will have operations will continue to grow in the future or that there will not be over-development or market downturns in the domestic residential property sector. Any such adverse development and the ensuing decline in property sales or decrease in property prices in Vietnam and, in particular, HCMC, may materially and adversely affect our business, financial condition and results of operations.

We may not have adequate financing to fund our land acquisitions and property developments

Property development is capital intensive. We have financed our property projects primarily through our shareholders’ contributions, bank and other borrowings, pre-sale proceeds of properties under development, proceeds from the sale of completed properties and funds raised from the capital markets such as our issuance of convertible loans, convertible preferred stock and equity. Our ability to obtain adequate financing for land acquisition and property development on terms which will allow us to achieve a reasonable return is dependent on a number of factors that are beyond our control, such as general economic conditions, our financial strength and performance, credit availability from financial institutions, cost of borrowing, as well as monetary policies in Vietnam and Vietnamese regulations relating to the property sector. We cannot assure you that we will always be able to meet our sales target or the Vietnamese government will not limit our access to capital, our flexibility and

ability to use bank loans or other forms of financing to finance our property development. Vietnamese law requires project investors, including real estate developers, to pay a deposit of up to 3.0% of the expected project investment capital prior to land allocation by the Vietnamese government. Real estate developers would only be issued land use right certificates after full payment of land use fees. Such policy may constrain our cash otherwise available for additional land acquisition and construction. The Vietnamese government could increase the deposit rate or introduce other initiatives that may further limit our access to capital, and/or consequently reduce our flexibility and ability to use bank loans or other forms of financing to finance our acquisitions and property developments, such as prohibiting commercial banks from taking housing projects that have not completed constructions of the building foundation as security for mortgage loans. We cannot assure you that we will be able to secure adequate financing to fund our land acquisitions (including any unpaid land use fee for past acquisitions), to finance our project construction or to renew our existing credit facilities prior to their expiration. If we are unable to secure adequate financing, or if the Vietnamese government adopts further restrictive credit policies in the future, this may materially and adversely affect our business, financial condition and results of operations.

Changes in interest rates may increase our financing costs

Changes in interest rates have affected, and will continue to affect, our financing costs and, ultimately, our results of operations. The short-term lending benchmark interest rates published by the SBV for the periods from May 13, 2020 and from October 01, 2020 onwards were 5% and 4.5% per annum, respectively. As of March 31, 2021, the average annualized interest rate on our outstanding VND borrowings was 8.9%, and the average annualized interest rate on our outstanding foreign currency borrowings was 5.0%. The interest expense on our borrowings in the years ended December 31, 2018, 2019 and 2020 and the three months ended March 31, 2021, was VND1,383.3 billion, VND1,145.6 billion and VND566.1 billion (US\$24.5 million) and VND30.6 billion (US\$1.3 million), respectively. We cannot assure you that financial institutions will not raise lending rates or that interest rates for U.S. dollar loans will not fluctuate significantly, and we cannot assure you that the SBV will not take more stringent measures to increase the rates in the future. Any further increase in applicable lending rates will increase our financing cost and may materially and adversely affect our business, financial condition and results of operations.

We may not always be able to obtain land that is suitable for our future property developments

We derive our revenue principally from the sale of properties that we have developed in areas in HCMC, Dong Nai, Ba Ria Vung Tau and Binh Thuan. To have a steady stream of developed properties available for sale and continuous growth in the long term, we need to constantly replenish and increase our land bank that is suitable for development. We primarily acquire land through acquiring equity interests in project companies that hold land use rights and through other methods such as acquiring land use rights directly from land owners. Our ability to identify and acquire suitable development sites is subject to a number of factors, some of which are beyond our control, including competition we face from other domestic and foreign property developers operating in Vietnam, how effective we are in identifying and acquiring land parcels suitable for development and our continued ability to bid for and acquire land from the Vietnamese government more generally. The availability of substantially all of the land in Vietnam is controlled by the Vietnamese government. Thus the Vietnamese government's land policies have a direct impact on our ability to acquire land use rights for development and our costs of acquisition. In recent years, the Vietnamese central and local governments have implemented various measures to regulate the means by which property developers obtain land for property development. The Vietnamese government also controls land supply through zoning, land usage regulations and other means. All these measures further intensify the competition for land in Vietnam among property developers. If we fail to acquire sufficient land bank suitable for development in a timely manner and at acceptable prices, our prospects and competitive position may be adversely affected and our business strategies, growth potential and performance may be materially and adversely affected.

Our development experience is concentrated in the HCMC market for mid-market, mid-scale low and high-rise residential developments, and that experience may not be fully relevant or applicable to the development of townships and resort properties

Our development experience is concentrated within HCMC, which is comprised primarily of mid-market, mid-scale low and high-rise residential developments. We plan to expand the types of projects we develop to include townships, such as Aqua City, in the areas surrounding HCMC as well as resort properties, such as NovaHills Mui Ne, NovaBeach Cam Ranh, NovaWorld Phan Thiet and NovaWorld Ho Tram, along the coast of Southern Vietnam. See "Business — Properties under Development."

We expect that Aqua City will be a fully integrated township, complete with schools, retail centers, medical facilities and leisure offerings. NovaHills Mui Ne, NovaBeach Cam Ranh, NovaWorld Phan Thiet and NovaWorld Ho Tram are planned to be leisure destinations, with hotels, golf courses, private homes and supporting infrastructure. All of these projects are in lines of business and/or geographic areas in which we have limited experience and, as a result, we may not be able to fully leverage our existing expertise in the development of these projects. This limited experience may give rise to unexpected difficulties in the development process, which could lead to construction delays and planning inefficiencies, delays in obtaining regulatory approvals and a corresponding increase in the cost of development. Any such delays, inefficiencies or increased costs could have a material adverse impact on our business, financial condition and results of operations.

Our land bank may be impacted as a result of ongoing land assessments by the Government

Our existing land bank may be adversely affected from time to time due to inspections relating to the allocation of land for project use conducted by the relevant authorities in certain areas within HCMC where certain of our projects are located. For instance, land in the Thu Thiem area of District 2, HCMC, where the Water Bay Project (Project P) is located has recently been investigated by the inspectorate of the Government. The Government Inspectorate noted that the People's Committee of HCMC has failed to conduct the compulsory auction to award land use rights to the developer of Water Bay Project (Project P) and calculate the land use fee accurately with respect to the land on which the Water Bay Project (Project P) is situated. In 2020, the People's Committee of HCMC issued decisions terminating the land allocation decision for the Water Bay Project in order to commence compulsory auction in accordance with the conclusions of the Government Inspectorate. However, we view that the decisions were not in line with the conclusions of the Government Inspectorate and were issued without proper legal basis. Therefore, we have filed a complaint to the People's Committee of HCMC challenging on such decisions but so far, we have not heard further comments from the People's Committee of HCMC. The ongoing process may delay the implementation of this project and any decision on redetermination of land use fee could result in an increase of land use fee amount payable by us to the Government. Although we believe that project implementation delays and increases in land use fees are the most likely risks we face as a result of the probe by the inspectorate of the Government, we cannot assure you that the Water Bay Project (Project P) land will not be exposed to any other risks, pending the final decision of the relevant Government authorities. See "Business — Legal Proceedings."

We may forfeit land to the Government if we fail to comply with the terms of the land documents

Under Vietnamese laws, if we fail to develop a property project according to the terms of land allocation or land lease documents, including those relating to the payment of land use fee, land rental, demolition and resettlement costs and other fees, specified usage of the land and the time for commencement and completion of the property development, the Vietnamese government may, among others, issue a warning and/or order us to forfeit the land. Furthermore, the Vietnamese laws provide that if we fail to pay any outstanding land use fee by the stipulated deadline, we may be subject to a late payment penalty calculated on a per-day basis. We cannot assure you that we will be able to secure government approvals if we fail to pay payable land use fees or land rentals in the future. Currently, the Vietnamese government requires property developers to pay a down-payment equivalent to 50% of the land use fee within 30 days from notification thereof and the remaining 50% of the land use fee within 60 days thereafter. See "Regulations." Such policies may materially and adversely affect our ability to make timely payment of land use fees.

We are exposed to pre-sale related contractual and legal risks

We make certain undertakings in our pre-sale contracts, such as to complete a project by a certain deadline. These pre-sale contracts and Vietnamese laws and regulations provide for remedies with respect to any breach of such undertakings. For example, our purchasers may terminate the pre-sale contracts and claim for their losses if we fail to complete a project within a certain period (typically 180 days from the agreed delivery date). We may also have to pay late delivery interest, which is typically 0.02% per day on all pre-payments made by the purchasers. If we decide to unilaterally terminate the pre-sale contracts, we will be subject to a penalty of 100% of all pre-payments collected from the purchasers and interest of typically 0.02% per day for late payment of such penalty. For the years ended December 31, 2018, 2019 and 2020, our total contracted pre-sales amounted to VND10,417 billion, VND39,327 billion and VND41,660 billion (US\$1,806.5 million), respectively. For the three months ended March 31, 2021, our total contracted pre-sales amounted to VND17,241 billion (US\$747.5 million). As of March 31, 2021, we had launched 11 projects that were under various stages of development and 86% of the total NSA of our launched projects have been sold. We cannot assure you that we will not experience delays in completion and delivery of our projects, which may have a material adverse effect on our business, financial condition and results of operations.

The commercial success of certain of our development plans depends on the completion of initial or additional infrastructure, which may be subject to delays or cancellation

The commercial success of certain of our planned projects, and particularly our Aqua City project, depends on our ability, and the ability of third parties beyond our control, to complete certain infrastructure within the anticipated time frame. For example, there is currently some public transit linking the central HCMC area with the Aqua City project and, when fully completed, will greatly enhance the value proposition of the Aqua City project. We have used this new infrastructure as a selling point in the promotion of the project. Any delays in completion of the mass-transit system may reduce demand for our Aqua City project and create dissatisfaction with the customers to whom we have already sold properties. Additionally, it may have an adverse impact on our corporate reputation.

Further, our planned hospitality and second home developments in Binh Thuan, Khanh Hoa and Ba Ria — Vung Tau depend partially on the development of infrastructure that the Government has announced but has not yet completed. For example, the NovaWorld Ho Tram project, located in Ba Ria – Vung Tau, is approximately 90 kilometers southeast of HCMC and our NovaWorld Phan Thiet and NovaHills Mui Ne projects, located in Phan Thiet, are approximately 215 kilometers east of HCMC. These projects are currently only accessible via limited road infrastructure. Any changes, delays or cancellations of the planned and in-progress infrastructure projects may significantly delay the full development of these projects as well as our ability to successfully market and sell the housing units within the project, any of which may have a material adverse effect on our business, financial condition and results of operations. See “Business – Properties under Development — Aqua City; — NovaWorld Phan Thiet.

It is uncertain whether foreign buyers may be issued ownership certificates for the housing units which we pre-sell to them

Under the Law on Residential Housing and guiding regulations, foreigners may only own housing units which are developed in residential projects located outside areas considered sensitive to national defense and public security. The Ministry of National Defense and Ministry of Public Security are responsible for determining the areas restricted from ownership by foreigners for the above purposes in each province, based on which the local Department of Construction will determine the list of residential projects in which foreigners are not permitted to own housing units.

As of the date of this Offering Memorandum, Ho Chi Minh City authorities have delayed issuing ownership certificates to foreigners buying pre-sold housing units in residential projects in the city since they have not been able to determine and announce which areas and which residential projects are located in areas sensitive to national defense and public security. We are unable to determine whether and when the foreigners to whom we pre-sell housing units in our projects may be issued their respective ownership certificates. Our business may also be adversely affected if any of our projects is determined to be in an area sensitive to national defense or public security for purpose of the housing laws, which could limit the pool of potential customers of our properties, and may materially and adversely affect our business, financial condition and results of operations.

Our business will be adversely affected if mortgage financing becomes more costly or otherwise less attractive or available

An increasing proportion of the purchasers of our residential properties rely on mortgages to fund their purchases. An increase in interest rates may significantly increase the cost of mortgage financing and affect the affordability of residential properties. In addition, the Vietnamese government and commercial banks may increase the down-payment requirements, impose other conditions or otherwise change the regulatory framework in a manner that would make mortgage financing unavailable or unattractive or less available or less attractive to potential property purchasers.

Circular 22 of the SBV on prudential requirements sets out the timeline to gradually reduce the ratio of short-term funding sources used for long term funding activities by a commercial bank to (i) 40% from January 1, 2020 to September 30, 2021, (ii) 37% from October 1, 2021 to September 30, 2022, (iii) 34% from October 1, 2022 to September 30, 2023, and (iv) 40% to 30% from October 1, 2023. This regulation also raises the risk weight of receivables from real estate business financing from the previous 150% to 200% and requires the banks to maintain a capital adequacy ratio of 150% for consumer lending of VND4 billion or more.

Over the years, the Vietnamese government has promulgated several laws, regulations and government policies regarding mortgage financing to regulate the Vietnamese property market. While the intent of these laws has

generally been to reduce perceived speculation in the property market, during the global financial crisis the Vietnamese government implemented a number of measures designed to stimulate the economy, including lowering the down payment requirements for purchasing residential properties and SBV benchmark bank lending rates. However, in the future, the Vietnamese government may again enact policies intended to restrain property purchases for investment or speculation purposes and to keep property prices from rising too quickly.

For commercial property buyers, certain Vietnamese banks refuse to finance the purchase of pre-sold properties which are secured by such pre-sold properties. In practice, banks may require a minimum down-payment for commercial property buyers based on the purchase price, and minimum mortgage loan interest rates subject to the relevant SBV benchmark one-year bank lending interest rate and a maximum term of the loan. In addition, mortgagee banks may not lend to any individual borrower if the monthly repayment of the anticipated mortgage loan or the total debt service of the individual borrower would exceed a certain percentage of its monthly income according to bank internal policies. The foregoing factors have affected the demand in the property market in general. Since 2017, certain local governments including without limitation HCMC, have intended to issue new property market control policies, including restoring or strengthening the restriction on purchases of residential properties and tightening credit policy. Our business, financial condition and results of operations may therefore be adversely affected. Property purchasers in Vietnam have been and will continue to be affected by these regulations and their amendments as may be made thereto from time to time.

We cannot assure you that the Vietnamese government will not further increase down payment requirements, impose other conditions or otherwise change the regulatory framework in a manner that would make mortgage financing unavailable or unattractive to potential property purchasers. Nor can we assure you that such regulatory changes would not adversely affect our business, financial condition and results of operations.

If there are changes in laws, regulations, policies and practices that would prohibit property developers from providing guarantees to banks in respect of mortgages offered to property purchasers and the banks would not accept any alternative guarantees by third parties, or if no third party is available or willing in the market to provide such guarantees, it may become more difficult for property purchasers to obtain mortgages from banks and other financial institutions during sales and pre-sales of our properties. Such difficulties in financing could result in a substantially lower rate of sale and pre-sale of our properties, which would materially and adversely affect our business, financial condition and results of operations.

Intensified competition may adversely affect our business and financial condition

In recent years, many property developers, including overseas developers and state-owned developers, have aggressively competed in the Vietnamese property development markets, including HCMC and other regions of Vietnam where we have operations. Competition among property developers may cause an increase in land use fees and raw material costs, shortages in quality construction contractors, intensified bidding for land, a surplus in property supply leading to decreasing property prices, further delays in issue of government approvals and higher costs to attract or retain talented employees.

Moreover, commercial residential property markets across Vietnam are influenced by various other factors, including changes in economic conditions, banking practices and consumer sentiments. If we fail to compete effectively or to adapt to the changes in market conditions, our business, financial condition and results of operations will be materially and adversely affected.

Potential liability for environmental damage could result in substantial outflow of our resources

We are subject to a variety of laws and regulations concerning the protection of health and the environment. The particular environmental laws and regulations that apply to any given project development site vary according to the site's location, the site's environmental condition, the present and former uses of the site, as well as adjoining properties. Efforts taken to comply with environmental laws and regulations may result in delays in development, cause us to incur substantial compliance costs and can prohibit or severely restrict project development activity in environmentally-sensitive regions or areas. We cannot predict the impact of unforeseeable environmental contingencies on new or changed laws or regulations on our existing projects or properties that we may develop in the future.

Vietnamese laws and regulations require each real estate development project to undergo environmental assessments and we are required to submit an environmental impact assessment report or an environmental protection plan, as the case may be, to the relevant governmental authorities for approval before commencement

of its construction. Furthermore, with the commencement of our township and hospitality projects we are conducting construction in more fragile ecosystems, with a greater amount of rules and regulations, and our operations in these locations could lead to environmental damage, particularly given our lack of experience in construction along the coast.

According to the Law on Environmental Protection 2014 (which took effect in 2015), the intensity of environmental supervision and law enforcement has increased. If a real estate developer required to submit an environmental impact assessment report or an environmental protection plan does not obtain approval of such report or plan from the relevant governmental authorities, the real estate developer is not allowed to commence the construction and may be subject to a monetary penalty of up to VND500 million (US\$21,880). Although the environmental audits conducted by the relevant Vietnamese environmental protection agencies to date have not revealed any environmental violations that would have a material adverse effect on our business, financial condition or results of operations, it is possible that there are potential material environmental liabilities of which we are unaware. In addition, we cannot ensure that our operations will not result in environmental liabilities or that our contractors will not violate any environmental laws and regulations in their operations that may be attributed to us. See “Business Environmental Compliance” and “Regulations — Other Applicable Law and Regulations — Vietnamese Environmental Regulations.”

We may be unsuccessful in executing our business strategies, including our strategy to grow our business, and we may not be able to manage our growth successfully

As of March 31, 2021, we had completed development of 28 projects and most of them have been inspected and accepted as complete by the relevant authorities, the remaining are pending inspection, and have an aggregate NSA of approximately 1,907,932 sq.m. We also have 11 projects under development, with a planned aggregate NSA of approximately 6,377,784 sq.m. We may also continue to explore the feasibility of expanding our operations into commercial real estate, resort properties or into other cities within Vietnam. Although our planned projects are carefully chosen after several rounds of screening, review and deliberation, such large-scale and rapid expansion may place a strain on our managerial and financial resources. The rapid increase in the volume of our developments brought by such expansion has placed and may continue to place challenges in terms of project construction and delivery management. Although we have formulated a standardized operational model to facilitate the management of our projects nationwide, any failure to follow our standards or inconsistencies in our compliance across different geographical regions within Vietnam may negatively impact our reputation and damage our brand. In addition, any failure in effectively managing our large volume of developments within a short period of time may adversely affect our ability to deliver properties to our buyers in a timely manner and harm our reputation and our growth prospects. Also, our expansion plans are based on our forward-looking assessment of the market prospects. We cannot assure you that our market assessment will turn out to be accurate, or that we will be able to execute our contemplated expansion plan successfully or that we will succeed in integrating our expanded operations despite our standardized operational model. We cannot assure you that we will be able to effectively manage our rapid expansion or that our expanded operations will generate adequate returns on our investments or positive operating cash flows. Any failure in effectively managing our expanded operations may materially and adversely affect our business prospects, results of operations and financial condition.

The land rentals and/or land use fees for several of our planned projects have not been determined

The land use fees for several of our planned projects have not been determined. The estimated amounts of land rentals or land use fees which we may be required to pay in respect to such projects would be determined by the relevant local people’s committees. An increase in the land rentals or land use fees imposed on us regarding our real estate projects, which would be higher than expected, may have a material and adverse effect on our business, financial condition and results of operations. If we fail to pay the land use fees, the Government could impose penalties on us (such as an administrative penalty of 0.05% of the unpaid amount for each day that such amounts are overdue), recalculate the land use fee payable by us according to the current market value and/or refuse to issue a land use right or ownership certificate to the end-users who have purchased properties from us, all of which may have a material adverse effect on our business, financial condition and results of operations. Additionally, any delay on our part in payment of land rentals or land use fees would result in delays with respect to when we are able to handover projects and recognize revenues on real estate projects. There is no assurance that the Government will not seek to take back the relevant project land if the continuous failure to pay land rentals and/or land use fees is considered to be intentional. See “Regulations.”

We have limited experience in the provision of property management services and there is no guarantee that our tenants or property owners will engage us for such services

We intend to commence the provision of property management services to property owners of the housing units we sell at our township and hospitality properties. Historically we have only provided property management services for a limited period of time in between a project's launch and when the homeowners are able to select their own property manager. Managing commercial properties with tenants as well as landed houses is not something we have attempted in the past and there is no guarantee we will succeed. The management of commercial properties will require us to work closely with tenants, who will have exacting requests and preferences. Moreover, as the commercial properties are open to the public they will experience a greater amount of wear and tear in their ordinary use as compared to residential developments, which we expect will result in a greater frequency of incidences requiring our attention. Some of these issues may need to be resolved immediately and will be critical to the property functioning in the manner we have covenanted to in our lease agreements. Should we fail to successfully work with our tenants or successfully manage the properties, our tenants may terminate us as their property manager, terminate their leases with us or refuse to extend the lease at the end of the lease period, any of which could materially and adversely affect our business, financial condition and results of operations.

As we commence handover of the landed properties in our Aqua City satellite township and second home and hospitality projects the owners of such properties will have the option to appoint us as their property manager. The services we envision providing include, but are not limited to, general upkeep inside and outside the property, including electrical, plumbing and gardening services, maintenance of pools and street lighting as well as the streets, traffic lights and infrastructure which interconnects the broader project. Under Vietnamese laws and regulations, the property owners have the right to change the property management service provider and we cannot guarantee that even if we are able to competently provide such services we will be the property manager of choice. If owners of the properties that we have developed choose to terminate our property management services, or our property management services receive unsatisfactory reviews by property owners, our business, financial condition and results of operations could be materially and adversely affected.

Our success depends on the continuing services of our key management members

We depend on the services provided by our senior management and other skilled and experienced key staff members, in particular, our chairman, our chief executive officer, our chief financial officer, and our other executive officers. Most of them have more than 15 years of experience in the Vietnamese property market and have in-depth knowledge of various aspects of property development. As competition for experienced managerial talent and skilled personnel in the property development market is intense and the pool of qualified candidates is limited, we may not be able to retain the services of our senior executives or key personnel, or attract and retain good-quality senior executives or key personnel in the future. We cannot assure you that our executive officers or members of our key staff are willing and able to continue in their present positions. The loss of the services of our senior management or other key personnel and failure to find qualified replacements could disrupt and adversely affect our operations. Moreover, along with our rapid growth and expansion into other regional markets in Vietnam, we will need to hire and retain skilled managers to lead and manage our regional operations. If we cannot attract and retain qualified personnel, our business and future growth may be adversely affected.

We have limited experience in the second home and hospitality industry and may not be able to successfully execute our business plan

We have historically derived the majority of our revenues from, and most of our experience is related to, residential property developments in urban settings. In the first half of 2018 we expanded into the second home and hospitality space with the development of our first hotel, the Azerai Can Tho Resort, and have subsequently commenced, among others, development of NovaWorld Phan Thiet and NovaWorld Ho Tram and may in the future develop additional second home and hospitality properties. Properties such as these typically require government approvals, design specifications and building materials that are different from the types of projects we have historically developed.

We intend to sell some of the properties developed at Azerai Can Tho Resort, NovaWorld Phan Thiet and NovaWorld Ho Tram in the same way we sell our residential properties, but we will then manage and lease the properties on behalf of their owners to third parties looking for short term rentals or holiday homes. The customers we target to sell properties to at projects such as NovaWorld Phan Thiet and NovaWorld Ho Tram may be different from those we have traditionally targeted. Moreover, marketing and managing such properties,

as well as the grounds they sit on, is not something we have attempted in the past and we cannot guarantee we will be successful. We may lack the human resources, execution capability or know-how to handle such challenges and cannot assure you that we will be able to leverage our past experience in residential property development to meet the challenges in our second home and hospitality business. See “- We have limited experience in the provision of property management services and there is no guarantee that our tenants or property owners will engage us as their provider of choice for such services.”

Further, although we may choose to own some of the second home and hospitality properties we develop, we also plan to collaborate with third-party hotel management companies to conduct the daily operations of these properties on our behalf. We cannot assure you that such partnerships will be successful, and if they are, that we will be able to renew our management agreements with the third-party hotel management companies on commercially reasonable terms or at all. If these properties are not properly managed by us or the third-parties we contract with, or if we fail to renew the management agreements for any reason, occupancy rates may decrease, which would negatively impact our business, financial condition, results of operations and resort’s reputation.

Returns on investment in second homes and hospitality are subject to various factors beyond our control, including increased competition from other hotels for guests and special events such as weddings and conferences, prevailing economic conditions, foreign and domestic travel and tourism more generally. A downturn in any of these factors may have an adverse effect on our business, financial condition and results of operations.

We are exposed to the risk of latent property defects

Latent property defects are those where substandard work is hidden and cannot be discovered by a reasonable inspection. Typically, such defects involve an element of the construction that cannot be seen by the naked eye because it is within a wall cavity or buried underground. There can be no assurance that our existing properties, those currently under development or planned for development do not contain and will not contain latent defects. Latent defects may have an adverse effect on our reputation and the value of and or our ability to sell or lease a property and the costs of remedying any such defects may be material to us. Furthermore, we could incur significant liabilities from third parties in connection with a latent defect, including the costs of remedying such defects and the consequential losses suffered by such third parties and any costs incurred by us that are not covered by warranties given by contractors, which may in turn have an adverse effect on our business, financial condition and results of operations.

Failure to attract and retain tenants to our investment properties and the illiquid nature of investment properties could reduce our cash flows and limit our ability to respond to adverse changes in the performance of our properties

Our investment properties compete for tenants with other properties based on, among other things, location, quality, maintenance, property management, rent levels and other lease terms. Any increase in the supply of competing properties may force us to reduce rent or incur additional costs to make our properties more attractive. If we are unable to retain our existing tenants or attract new tenants, the occupancy rates of our commercial properties may decline, reducing our margins and cash flows. Further, if we fail to attract or retain well-known or marquee brands as our tenants, our investment properties may become less attractive and less competitive.

Holding a large amount of investment properties and collecting rents, as compared to selling the properties, reduces our revenues and cash flows in the short term. In addition, investment properties may not be readily convertible into alternative uses without substantial capital expenditures on our part. Should we have to sell our investment properties, we will be subject to factors beyond our control, such as general economic conditions, the availability of financing and interest rates. These factors and any others that would impede our ability to respond to adverse changes in the performance of our investment properties could materially and adversely affect our business, financial condition and results of operations.

We may not be able to complete our development projects on time or at all

Property development projects require substantial capital expenditures prior to and during the construction period, and construction of a property project may take many months or several years before it generates positive cash flow through pre-sales or sales. As a result, cash outflows due to land acquisition, construction costs, capital expenditure and payment of land use rights and obtaining permits from time to time, may not be recuperated for a

long period of time. Meanwhile, the progress and cost for a development project can be adversely affected by many factors, including:

- delays or inability in obtaining necessary zoning, land use, land clearance, building, development or other required licenses, permits or approvals from governmental agencies or authorities;
- relocation of existing residents and/or demolition of existing structures;
- shortages of materials, equipment, contractors and skilled labor;
- labor disputes;
- construction accidents;
- disputes with consultants or contractors over the quality of work and general performance and the need to take any remedial action so as to ensure our projects are delivered to specification and consultants or contractors experiencing financial or other difficulties causing delay in performance of their work in relation to our projects;
- disputes between general contractors and subcontractors, leading to a delay in their work performance on our project;
- natural catastrophes;
- adverse weather conditions;
- changes in city zoning, planning and plot ratios; and
- uncertainties as to market demand or loss of market demand by potential purchasers or tenants after construction work has begun, whether resulting from a downturn in the Vietnamese economy, a change in the surrounding environment of the project, including the location or operation of transportation hubs or the population density, or otherwise.

Construction delays or failure to complete the construction of a project according to its planned specifications, schedules or budgets as a result of the above factors may adversely affect our results of operations and financial position and may also cause reputational damage. We cannot assure you that we will not experience such delays in delivery of our property projects in the future or that we will not be subject to any liabilities for any such delays.

Our business will be adversely affected if we fail to obtain, or experience material delays in obtaining, necessary governmental approvals for any major property development

Real estate markets in Vietnam are strictly regulated by the Vietnamese government. Property developers must comply with various laws and regulations of the Vietnamese government, including rules issued by local governments to enforce such laws and regulations. To develop and complete a property project, we must apply for various licenses, permits, certificates and approvals, including land use rights certificates, construction land planning permits, construction works planning permits, construction permits, pre-sale permits and certificates of completion, at the relevant government departments. Before the government issues any certificate or permit, we must first meet specific conditions. We cannot assure you that we will not encounter serious delays or other difficulties in fulfilling such conditions, or that we will be able to adapt to new rules and regulations that may come into effect from time to time with respect to the property industry. Further, in the past we have been subjected to delays in obtaining land use right certificates due to the Government taking longer than expected to calculate land use fees. There may also be delays on the part of the relevant regulatory bodies in reviewing our applications and granting approvals, both of which have led to delays in us recognizing revenue. In the event that we fail to obtain, or encounter significant delays in obtaining, the necessary governmental approvals for any of our property projects, we may not be able to continue with our development plans on schedule or at all, and our business, financial condition and results of operations will be adversely affected.

Our failure to meet all requirements for the issuance of land use right certificates registering property ownership may lead to compensatory liability to our customers and/or our customers refusing to complete payment obligations

According to Vietnamese law, property developers must meet various requirements within 50 days after delivery of a property, or such other time period provided in sale contracts for the customers to apply for the issuance of land use right certificates registering property ownership, including passing various governmental clearances,

formalities and procedures. We usually stipulate the delivery dates in our sales contracts so as to leave sufficient time for us to complete the formalities and obtain the relevant approvals. However, we cannot assure you that there will not be delays in our property development. There may also be factors beyond our control that may delay the delivery of certificates, including a shortage in human resources at various governmental offices and time-consuming inspections and approval processes at various government agencies. Under current Vietnamese laws and regulations and under our sale contracts, we are required to compensate our customers for delays in our deliveries. If our delay extends beyond a specified period, our customers are also entitled to terminate the sale contracts. We were unable to make timely delivery of the certificates relating to certain commercial housing units due to administrative delays experienced at various governmental offices. As a result, a small minority of purchasers of these commercial housing units refused to complete their final payment obligations and we had to make provisions for doubtful debts relating to such amounts. We cannot assure you that we will be able to timely deliver all land use right certificates registering relevant property ownership to our customers in the future or that we will not be subject to any liabilities as a result of any delays in delivery of those certificates. In the case of serious delays on one or more property projects, our business and reputation may be harmed.

We rely on building contractors and other third-party contractors for certain services in our property development operations

We engage third-party contractors to provide various services, including construction, landscaping, gardening, equipment installation, interior decoration, mechanical and electrical installation and utilities installation. We generally select third-party contractors through our standardized tender process. We endeavor to employ only companies with good reputations, strong track records, performance reliability and adequate financial resources, and we have implemented strict quality control procedures and closely monitor the construction progress. Our strict quality control procedures limit the number of contractors we are able to employ for our projects, and should any of them not be available to work on our projects we may encounter delays in construction and project handover, potentially resulting in a material adverse impact to our business, financial condition and results of operations.

We cannot assure you that third-party contractors will always provide satisfactory services of the quality required by us. If the performance of any third-party contractor is not satisfactory, we may need to replace such contractor or take other remedial actions, which could adversely affect the cost and development schedule of our projects. In addition, as we are expanding our business into additional cities in Vietnam, there may be a shortage of third-party contractors that meet our quality requirements in such regions. Moreover, the contractors may undertake projects from other developers, engage in risky undertakings or otherwise encounter financial or other difficulties, which may adversely affect their ability to complete our property projects on time, within budget or at all. All of these third-party related factors may have a material adverse impact on our reputation, credibility, financial position and business operations.

Our profit margin is sensitive to fluctuations in the cost of construction materials

Construction costs are one of the predominant components of our cost of sales. Construction costs encompass all costs for the design and construction of a project, including payments to third-party contractors, costs of construction materials, foundation and superstructure, fittings, facilities for utilities and related infrastructure such as roads and pipelines. Historically, material costs have been the principal driver of the construction costs of our property development projects, with the cost of third-party contractors remaining relatively stable.

Construction costs may fluctuate as a result of the volatile price movement of construction materials such as steel and cement. We seek to reduce our exposure to short-term price fluctuations of construction materials and limit project cost overruns by centralizing our procurement to lower our purchase costs. We also manage the cost of outsourced construction work through a process of tenders which, among other things, takes into account procurement of principal construction materials such as steel and cement at fixed prices. In line with industry practice, if there is a significant price fluctuation (depending on the specific terms of each contract), we will be required to re-negotiate, top up or refund, depending on the price movement, existing construction contracts. Additionally, should our existing contractors fail to perform under their contracts, we might be required to pay more to contractors under replacement contracts. Our profit margin is sensitive to changes in market prices for construction materials and our project margins will be materially and adversely affected if we are not able to pass all or some of the increased costs onto our customers.

The construction and real estate businesses are subject to claims under statutory quality warranties under Vietnamese law

Under applicable Vietnamese law, all property development companies engaged in urban development and residential projects must be responsible for the quality of houses and buildings they develop or sell in accordance with Vietnamese law. We are required to provide these warranties to our customers. We also receive quality warranties from our third-party contractors with respect to our development projects. If a significant number of claims are brought against us under our warranties and if we are unable to obtain reimbursement for such claims from third-party contractors in a timely manner or at all, we could incur significant expenses to resolve such claims or face delays in correcting the related defects, which could in turn harm our reputation and have a material and adverse effect on our business, financial condition and results of operations. See “Regulations – Housing Warranties.”

The results of our operations may be adversely affected by the rising cost of labor

As a result of economic growth and the boom in the property industry in Vietnam, wages for construction workers have experienced increases in recent years. In addition, certain Vietnamese laws, such as the Labor Code of Vietnam, has enhanced the protection for employees and increased employers’ liability which may further increase our labor costs. Under the terms of most of our construction contracts, the construction contractors are responsible for the wages of construction workers for our property development and bear the risk of fluctuations in wages during the term of the relevant contract. The contractors are also liable if they do not purchase work injury insurance for their workers as required. However, we are exposed to the price volatility of labor to the extent that we periodically enter into new or renew existing construction contracts at different terms during the life of a project, which may span several years, or if we choose to hire the construction workers directly. If we are unable to pass on any increase in the cost of labor, to either our construction contractors or to the purchasers of our properties, our results of operations may be adversely affected.

We face risks relating to our joint ventures and strategic partnerships

We have entered into a number of joint ventures and may enter into additional joint ventures or strategic partnerships in the future. Our joint venture partners may have economic or business interests that differ from our own, take or omit to take actions in accordance with our instructions, be unable or unwilling to fulfill their obligations under relevant agreements or face financial difficulties. Such factors may prevent our joint ventures from effectively pursuing business opportunities, financing new projects or paying dividends to us. Furthermore, a number of our joint venture partners may become instrumental in our ability to originate sales, and disputes with such partners could adversely affect our ability to make sales to certain customers. We cannot assure you that we will not encounter problems with our joint ventures and strategic partnerships, which could adversely affect our business, financial condition and results of operations.

We bear demolition and resettlement costs associated with some of our property developments and such costs may be significant or may increase in the future

We may be required to compensate owners and residents of demolished buildings on some of our property developments for their relocation and resettlement in accordance with the Vietnamese land regulations. The compensation we pay is calculated in accordance with formulas published by the relevant local authorities. These formulas take into account the location, type of building subject to demolition, local income levels and many other factors. We cannot assure you that these local authorities will not change or adjust their formulas from time to time without sufficient advance notice. If they do so, the land costs may be subject to substantial increases, which can adversely affect our cash flow, financial condition and results of operations. In addition, despite these government-sanctioned formulas, if we fail to reach an agreement over the amount of compensation with any existing owner or resident, either we or such owner or resident may apply to the relevant authorities for a ruling on the amount of compensation. Dissenting owners and residents may also refuse to relocate. This administrative process or such resistance or refusal to relocate may delay the timetable of our development projects, and an unfavorable final ruling may result in us paying more than the amount calculated under the formulas. Such delays in our development projects will also lead to an increase in the cost and delay the cash inflow from pre-sales of the relevant projects, and the recognition of sales as revenue upon completion, which may in turn materially and adversely affect our business, financial condition and results of operations.

We have limited insurance to cover our potential losses and claims by or against us

We do not carry insurance against all potential losses or damage with respect to our properties other than certain buildings over which our lending banks have security interests and for which we are required to maintain

insurance coverage under the relevant loan agreements. In addition, we do not maintain insurance coverage against liability from tortious acts or other personal injuries related to our project constructions or for business interruption. We cannot assure you that we would not be sued or held liable for damages due to such tortious acts and other personal injuries. Moreover, there are certain losses for which insurance is not available on commercially practicable terms in Vietnam, such as losses suffered due to earthquakes, typhoons, flooding, war and civil disorder. If we suffer from any losses, damages or liabilities in the course of our operations and property development, we may not have sufficient financial resources to remedy the damages or to satisfy our potential obligations. In addition, any payments we make to cover any losses, damages or liabilities may have a material adverse effect on our business, financial condition and results of operations.

We are dependent upon information technology systems to successfully operate our business

Our success depends in part on the efficient and uninterrupted operation of our information technology systems, including the software and hardware we utilize in the day to day operations of our business. We actively rely on these systems for the management and operation of our business, including our design and engineering processes, raw material procurements as well as sales and marketing. These systems, some of which are managed by third-party service providers, could be damaged or interrupted by fire, flood, power loss, telecommunications failure, computer viruses and physical or electronic break-ins. Should these events materialize they could cause system interruptions, delays, malfunctioning and loss of critical data, and could impair or even halt some or all of our operations.

Our results of operations may vary significantly from period to period

We derive a majority of our revenue from the sale of residential properties that we have developed. In accordance with our accounting policy, we recognize revenue upon the completion and delivery of the properties to purchasers, which may take place up to 36 months after the commencement of pre-sale. As a result, our results of operations may vary significantly from period to period due to the construction timetables and timing of sales and delivery of our various development projects, and our income statements may not always represent the cash flows generated by our projects and hence, our debt servicing capabilities. In addition, due to the uneven delivery of our property development projects to customers, as well as a mismatch between the timing of expenses, goodwill recognition and amortization relating to future projects and the revenue generated from such projects, the net profit that we recognize from quarter to quarter may fluctuate dramatically. Additionally, selling prices of properties vary and are largely determined by local market conditions. Although our properties are developed under the standardized operational model, the average selling price for properties in the same series may vary from city to city, which may affect our business, results of operations and financial condition. Seasonal variations may cause further fluctuations in our interim revenue and profits. For example, during the typhoon season, weather conditions can hinder the execution of our development projects and delay our timetable and revenue recognition. In light of the above, we believe that period-to-period comparisons of our results of operations may not be as meaningful as they would be for a business with mostly recurring revenue from period to period.

Our controlling shareholder may take actions that are not in, or may conflict with, our best interests or the best interests of our creditors or shareholders, including the holders of the Bonds

As of March 31, 2021, our founder and controlling shareholder, Mr. Bui Thanh Nhon and his family, beneficially owned approximately 59.4% of our issued share capital. See “Principal Shareholders.” Mr. Bui Thanh Nhon has been the president of our Board of Directors since 2007 and is able to significantly influence most matters requiring our shareholders’ approval, including the composition of our Board of Directors and approving significant corporate transactions, including mergers and acquisitions. In addition, Mr. Bui Thanh Nhon’s interest allows him to nominate four candidates for our Board of Directors. If elected to the Board of Directors, such members will be required to abide by their statutory directors’ duties. However, there can be no assurance that their decisions will not be influenced by Mr. Bui Thanh Nhon. The interests of Mr. Bui Thanh Nhon may not be consistent with our interests or those of our creditors, including the holders of the Bonds. Mr. Bui Thanh Nhon may cause us to enter into transactions or take, or omit to take, other actions or make decisions that conflict with the best interests of our creditors, including holders of the Bonds.

The corporate governance standards applicable to us may be different from those in certain other countries and jurisdictions, and we have in the past collaborated with and may continue to collaborate with project development companies for land acquisition and project development activities

Although in recent years the legal system in Vietnam has been progressing towards an increasingly sophisticated, transparent access for investors, for example, with amendments to the Civil Code, the Commercial Law, the Law

on Securities and the Law on Enterprises, which impact relevant regulations and, accordingly, business activities, corporate governance and shareholders' rights, uncertainties and limitations remain in Vietnam in relation to the interpretation and enforcement of laws.

Further, we have in the past collaborated with project development companies with respect to land acquisition and project development activities, whereby we extended loans and/or made cash advances to them for the purpose of land acquisitions. See "Business — Property Development — Use of third-parties in land acquisition, property development and sales — Acquiring land through project development companies." Such related-party transactions, as a result of the less comprehensive legal framework in Vietnam on corporate governance, may have been prejudicial to the Company's minority shareholders and/or creditors. There can be no assurance that the Vietnamese legal framework and/or regulations with respect to corporate governance would become more robust or similar to those of more mature economies and any future related-party transactions entered into by us, for the purposes of land acquisition, project development activities or otherwise, may have an adverse effect on our business, financial condition and results of operations.

We may be involved in legal and other proceedings arising out of or related to our land use rights or our operations from time to time and may incur material losses and liabilities as a result

We may be involved in disputes with various parties, including joint venture parties, management companies, purchasers, suppliers and sub-contractors. Third parties may also contest or claim irregularities in our land use rights or claim to be the rightful users of the land. These disputes may lead to legal and/or other proceedings and may result in loss of our land use rights, substantial costs, delays in our development schedule, and the diversion of resources and management's attention, regardless of the outcome. We cannot assure you that we will not be involved in a large number of proceedings or such proceedings will not involve large amounts in controversy in the future. The outcome of these proceedings may materially and adversely affect our operation and our reputation. See "Business — Legal Proceedings."

We may not always be successful in protecting our brand image or our interests in certain trademarks, copyrights and domain names

We believe that we have built up "Novaland" to be a well-recognized brand in the Vietnam real estate industry by ensuring timely delivery of good-quality and reasonably priced housing and officetel units to our customers. We cannot guarantee that third parties will not assert rights in, or ownership of, the Company's brands, trademarks, domain names and other intellectual property rights. Our business, financial condition and results of operations may be materially and adversely affected by the use of our "Novaland" and other brands, trademarks, copyrights, domain names and other intellectual property by third parties, or if we were restricted from using them. Further, defending or enforcing our branding practices, trademark rights, and other intellectual property, and seeking injunctions and/or compensation for unfair use or infringement, could result in the expenditure of significant resources.

As of March 31, 2021, a significant number of trademark applications submitted by us and our subsidiaries remain pending with the relevant authority. The pending applications are with respect to some of our important brands such as "NovaWorld" "NovaBeach" and "NovaHills." In Vietnam, the registration of a trademark is a time-consuming process, and in practice can take as long as two or three years. The process includes the following key steps: the relevant authorities examining the submitted application to ensure it meets certain regulatory thresholds, known as a formality examination (which takes approximately one to two months), the publication of a valid application (which takes approximately two months), substantive examination of the application by the relevant authority (which takes approximately nine months) and receiving the grant of protection (which takes approximately four months). During the period between the date of publication of the application and the date on which a decision granting or rejecting a certificate of trademark is issued by the relevant authority, any third party is entitled to oppose the application for trademark. In addition to the pending applications mentioned above, the relevant authority has not accepted 23 of our trademark applications.

While we have taken steps to protect our intellectual property rights, we may be subject to claims by third parties asserting interests in our trademarks and may not be successful in defending such claims should they have to be litigated. Further, in the event our use of an unregistered trademark is found to be an infringement upon the trademark rights of a third party, we may be subject to an administrative fine of up to VND500 million (US\$21,880) and be required to dispose of any trademark infringing materials. In addition to an administrative fine, we may be forced to return any gains from the use of such unregistered trademark to the relevant authorities and be suspended from business activities for a period of up to three months. Furthermore, any infringement of

trademark rights committed by a corporate legal entity which (i) results in gains of illegal profit in excess of VND200 million (US\$4,600) or (ii) causes damages in excess of VND300 million (US\$6,900) to the owner of the trademarks or (iii) the value of the goods with infringed trademarks exceeds VND300 million (US\$6,900) may be considered a criminal offense. The penalty for such criminal offenses include a fine of up to VND5 billion (US\$0.2 million), suspension from relevant business activities for a period of up to two years and prohibited from conducting business operations in certain sectors or mobilizing capital for a period of up to three years.

We are subject to risks associated with transacting business with Cuba which could have an adverse effect on our business

We have entered into a memorandum of understanding (the “MOU”) with the Ministry of Health of the Republic of Cuba (“MOH Cuba”), effective for three years from January 13, 2020. Under the MOU, we may enter into specific arrangements with MOH Cuba to develop conjoint projects for specialized health services in the healthcare field. As of the date of this Offering Memorandum, we have not entered into any specific business arrangement and have not conducted any transaction with MOH Cuba, however, we may enter into arrangements with MOH Cuba in the future. The U.S. Treasury Department’s Office of Foreign Assets Control and the U.S. Commerce Department together administer and enforce broad and comprehensive economic and trade sanctions based on U.S. foreign policy towards Cuba (the “U.S. Sanctions”). We are not currently directly subject to the U.S. Sanctions because we are not incorporated in the United States and do not operate in the United States, however, our business activities, including potential activities under the MOU, may nonetheless expose us to certain penalties (resulting from secondary sanctions, which can apply to non-U.S. persons in certain circumstances) or other risks (such as reputational risks). Moreover, as sanctions are complex and evolve quickly, we cannot predict their future development and the impact on our business. Any violation of applicable sanctions could lead to fines, compliance costs, reputational harm, and direct or indirect losses, and could adversely affect our business, financial condition and results of operations.

Certain facts and statistics in this Offering Memorandum are derived from publications not independently verified by us

Facts and statistics in this Offering Memorandum relating to the overall economy and the real estate industry in Vietnam are derived from publicly available sources. While we have taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by us and, therefore, we make no representation as to the accuracy of such facts and statistics, which may not be consistent with other information compiled within or outside Vietnam. Due to possibly flawed or ineffective calculation and collection methods and other problems, the facts and statistics herein may be inaccurate or may not be comparable to facts and statistics produced for other economies and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere.

Risks Relating to Vietnam

Any significant fluctuation in the value of the Vietnamese Dong against the U.S. dollar and other major currencies may have an adverse effect on our business, financial condition and the results of our operations

The Vietnamese Dong is a limited float currency with a trading band that puts a floor under the currency for depreciation purposes and a ceiling on the currency for appreciation purposes. The Vietnamese Dong has been subject to significant fluctuations in the past and could be subject to significant fluctuations in the future. Since January 2016, the official rate of exchange for Vietnamese Dong to the U.S. dollar has been announced by the SBV each day and is pegged to three benchmarks: demand and supply of Vietnamese Dong, the exchange rates for foreign currencies and for any change to balance macroeconomic needs. Vietnamese Dong has generally not been freely convertible and transferable. There can be no assurance that the current managed-floating exchange rate policy of the SBV will not be modified, that additional depreciation of the Vietnamese Dong against other currencies, including the U.S. dollar, will not occur, or that the government will take additional action to stabilize, maintain or increase the value of the Vietnamese Dong, or that any of these actions, if taken, will be successful.

A substantial portion of our debt financing is denominated in U.S. dollars. See “Description of Material Indebtedness.” We may not enter into hedging arrangements to manage the impact of fluctuations in the value of the U.S. dollar against the Vietnamese Dong. A significant appreciation of the U.S. dollar at the time interest

and/or principal payments under the Bonds and/or these U.S. dollar denominated credit facilities are due may have an adverse effect on our ability to service such payment obligations as we may have to convert our cash holdings in Vietnamese Dong into U.S. dollars at the prevailing rate, which could have a material and adverse impact on our business, financial condition and results of operations.

Emerging markets such as Vietnam are exposed to greater risk than more developed markets

Investors in emerging markets such as Vietnam should be aware that these markets are exposed to a greater number of risks than developed markets, including significant political, economic and legal risks. Emerging economies such as Vietnam are subject to rapid change and the information set out in this Offering Memorandum may become outdated relatively quickly. Accordingly, investors should exercise particular care in evaluating the risks involved and must decide for themselves whether, in light of those risks, their investment is appropriate. Generally, investment in emerging markets is only suitable for sophisticated investors who fully appreciate the significance of the risks involved and who are prepared to lose some or all of their investment, and investors are urged to consult with their own legal and financial advisors before making an investment in the Bonds. The legal and regulatory framework in Vietnam is not as developed as in other, more mature, economies. Policy changes and interpretations of applicable laws can produce unexpected consequences which could have an adverse effect on domestic business operators. Although in recent years the legal system in Vietnam has been moving towards increasingly sophisticated, transparent access for investors, significant uncertainties and limitations still exist in relation to the interpretation and enforcement of laws like the Civil Code, the Commercial Law, the Law on Securities, the Law on Enterprises, the Law on Investment, the Law on Land, the Law on Residential Housing, and the Law on Real Estate Business which impact regulations and business activities. There is a lack of an effective regulatory framework with respect to a number of important areas affecting corporate governance and shareholders' and creditors' rights. For example, laws and regulations relating to board committees, non-executive members of the board of directors, conflicts of interest, conduct of shareholders meetings, corporate takeovers and insider trading are generally limited and vague and their application and enforcement is uncertain. Although the Company has an Audit Committee, it only acts as an inspection body with limited powers relative to what investors may expect in other jurisdictions. As such, investors in Vietnamese companies may not be offered the same level of protection as investors in companies from more developed jurisdictions.

Further, the quantity and quality of information about us made available to investors may not be the same as would be made available by a publicly held company in a non-emerging market. In particular, relative to non-emerging markets, Vietnam has relatively limited requirements with respect to disclosure of price sensitive information and material corporate events and developments; beneficial ownership of equity securities of officers, Board of Directors' members, directors and significant shareholders; conflicts of interest and related person transactions and off-balance sheet arrangements in management's discussion of results of operations in periodic public reports. There can be no assurance that we will make available information comparable to what would be made available by a publicly held company in a more developed market.

There can be no assurance that additional Vietnamese regulations, changes in international standards or other changes in the regulatory environment will not limit our business activities or increase the costs of regulatory compliance, which in turn will have an adverse effect on our business, financial condition and results of operations.

Downgrades of credit ratings of Vietnam and of Vietnamese companies could materially and adversely affect us and the market price of the Bonds

As of the date of this Offering Memorandum, Vietnam's sovereign ratings were last set by Moody's Investors Services at Ba3 with positive outlook in March 2021, by Fitch Ratings at BB with positive outlook in April 2021, and by Standard & Poor as BB with stable outlook in April 2019. FTSE Russell added Vietnam onto the watch list for possible future upwards reclassification in September 2018 and, in March 2021, reiterated that Vietnam remained on the watch list for reclassification from frontier to secondary emerging market. While these ratings reflect an assessment of the increased stability of Vietnam's banking system, any potential downgrade of the credit ratings of Vietnam or Vietnamese companies could have an adverse impact on liquidity in the Vietnamese financial markets, the ability of the Vietnamese government and Vietnamese companies, including us, to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. All of these factors could have a material adverse effect on us and the trading price of the Bonds.

Asset realization in bankruptcy proceedings may be time-consuming and expensive

The new Law on Bankruptcy took effect on January 1, 2015. Although it is a significant improvement from the old law, there is significant uncertainty in its implementation and interpretation due to lack of regulatory

guidance and the political sensitivities with respect to pre-sale public buyers. The bankruptcy process for a residential project owner may therefore be complex, uncertain and time-consuming. After bankruptcy is declared, the general meeting of creditors may, subject to certain provisions of law, decide to apply either business rehabilitation or an asset liquidation on the enterprise. However, in the event that any creditor or any participant in the general meeting of creditors objects to the resolution of the general meeting of creditors, it can request the judge to review resolution. The judge may convene another general meeting of creditors if he finds reasonable ground to do so. The decision to apply either business rehabilitation or an asset liquidation on the enterprise must be confirmed by the judge before being implemented by the parties. Bankruptcy proceedings may therefore be pending for a significant length of time before a creditor may recover from a Vietnamese debtor.

Tax laws in Vietnam are subject to change

All major tax laws and regulations in Vietnam (including value added tax, corporate income tax and personal income tax) have undergone certain changes since January 1, 2015 and continue to be supplemented and clarified as issues arise over interpretation or implementation. A number of amendments and reforms were also conducted with respect to the tax laws in Vietnam where we operate. Any change in our tax status or the taxation legislation or different interpretations of tax laws and policies in Vietnam could adversely affect our performance and results of operations and increase the tax obligations imposed on us. For example, in the past there has been uncertainty surrounding whether the cap of deductible borrowing interest (for the purpose of determining corporate income tax obligations) at 20% of EBITDA under Decree No. 20/2017/ND-CP of the Government dated February 24, 2017 (“Decree 20”) and then at 30% as from December 12, 2020 under Decree No. 132/2020/ND-CP with respect to transactions with affiliates also applies to interest on borrowings from unaffiliated lenders. On October 5, 2018, the General Department of Taxation of Vietnam issued an official ruling, stating that the above cap applies to both borrowings from affiliated lenders and those from unaffiliated lenders. This ruling may have a significant impact on our tax obligations. Although Decree 20 was superseded by Decree No. 132/2020/ND-CP, it is expected that the ruling of the General Department of Taxation of Vietnam will continue to apply.

Corporate disclosure and accounting standards, corporate governance standards, securities law requirements and the legal framework in Vietnam differ from developed market jurisdictions

The Company has its shares listed on the HSX. The quantity and quality of publicly available information in respect of the Company may differ from what is regularly made available by public companies in developed market jurisdictions. Such differences in publicly available information include the timing and extent of disclosure of beneficial ownership of equity securities of officers, directors and significant shareholders, the extent of disclosure of conflicts of interest and related party transactions and the timing of notices of shareholders’ meetings. Accordingly, the quantity and quality of information about the Company may not be on par with that of a public company in a developed market jurisdiction.

The corporate governance standards in Vietnam generally differ from those in developed market jurisdictions. For example, there may be differences in the level of board oversight, the existence and extent of internal monitoring mechanisms, the lack of requirements for mandatory board committees such as audit committees and the extent of requirements relating to the independence of members of the board of directors and laws and regulations relating to board committees, non-executive members of the board of directors, conflicts of interest, conduct of shareholders’ meetings, corporate takeovers and insider trading are generally limited and vague and their application and enforcement is uncertain. Furthermore, the securities law regime and legal framework in Vietnam vary significantly from those in other developed market jurisdictions, including, among other things, the lack of comprehensive laws governing takeover transactions and other aspects of investor protection, the lack of an effective legal framework relating to bankruptcy, debt collection, and the unavailability of class action and derivative actions as otherwise available under the law in other developed jurisdictions. Accordingly, investors in Vietnamese companies may not be offered the same level of protection as investors in companies from other developed market jurisdictions.

Risks Relating to the Bonds

We may be unable to register the proposal for the issuance of the Bonds in a timely manner, may be unable to redeem the Bonds, and may be unable to deliver Conversion Shares or cash upon exercise of their Conversion Rights, as provided in the Terms and Conditions of the Bonds

Decree 155/2020/ND-CP issued by the Government on December 31, 2020 (“Decree 155”) and Decree 153/2020/ND-CP, also issued on December 31, 2020 (“Decree 153”) provide new regulations on offshore

offerings and listing of securities by Vietnamese issuers. The issuance and listing of the Bonds on the SGX-ST will need to be registered with the SSC in accordance with Decree 155 and Decree 153. To apply for SSC approval for an offshore offering and listing of the Bonds, Decree 155 and Decree 153 requires us to submit, among others, approval of the General Meeting of Shareholders for such offering and listing. According to Resolution No. 03/2020-NQ.DHDCD-NVLG dated May 18, 2020 as amended by Resolution No. 19/2020-NQ.DHDCD-NVLG dated September 15, 2020 and Resolutions No. 13/2021-NQ.DHDCD-NVLG dated April 27, 2021 of the General Meeting of Shareholders, our shareholders approved, among others, the plan on issuance and offshore listing of convertible bonds pursuant to which the bonds will be listed on the SGX-ST and our Board of Director is authorized to decide, among others, the use of proceeds, interest rate, method of issue and conversion price. Accordingly, our Board of Directors issued Resolutions No. 14/2021-NQ.HDQT-NVLG dated March 2, 2021 as amended by Resolutions No. 60/2021-NQ.HDQT-NVLG dated May 25, 2021 approving, among others, the plan on use of proceeds and repayment of the bonds, Resolutions No. 83/2021-NQ.HDQT-NVLG dated June 25, 2021 approving the list of documents with respect to the Bonds and implementing the plan of issuance of the Bonds, and Resolution No. 87/2021-NQ.HDQT-NVLG dated July 7, 2021 approving specific terms and conditions of the Bonds.

In certain circumstances, including (i) a delisting of the Shares or a suspension of trading of the Shares on the HSX or, as the case may be, the Alternative Stock Exchange or (ii) on the Put Option Date or upon the occurrence of a Change of Control (each as defined in the Terms and Conditions of the Bonds), the Bondholders may require us to redeem all of such holders' Bonds. If such an event were to occur, or even at maturity of the Bonds, no assurance can be given that we will have enough funds or would be able to arrange financing to pay the redemption amount for all tendered Bonds. Our ability to redeem the Bonds in such event may be limited by law or the terms of other debt instruments. We may be required to refinance our debt in order to make such payments. We have, and may in the future have, credit agreements or other agreements relating to our indebtedness that contain provisions that provide that a change of control constitutes an event of default or accelerates its payment obligations under that agreement and accordingly, the occurrence of a change of control may constitute a mandatory prepayment event. If such an event were to occur, no assurance can be given that we will have sufficient funds or be able to raise sufficient financing to meet our payment obligations under those agreements.

The laws of Vietnam and the Terms and Conditions of the Bonds require us to obtain various approvals and authorizations before delivering and listing the Conversion Shares on the HSX upon exercise of the Conversion Rights. We have successfully obtained certain approvals on the issuance and listing of Conversion Shares from relevant regulatory agencies. However, certain requested approvals and authorizations from relevant regulatory agencies to allow Conversion Rights to be exercised, and Conversion Shares delivered and listed, as contemplated by the Terms and Conditions of the Bonds remain pending and may never be obtained. We will also have to make requests to the Vietnamese Securities Depository (the "VSD") and the HSX to abridge the time frame required for their approval to list new Conversion Shares that are to be issued upon conversion of the Bonds.

If the above approvals and authorizations have not been obtained, or unequivocally confirmed by the SSC, VSD and/or HSX not to be required, by the time Conversion Rights are exercised by Bondholders and we are, consequently, unable to deliver the requisite Conversion Shares to such Bondholders, the provisions relating to Cash Settlement set out in the Terms and Conditions of the Bonds may apply and, in such circumstances, we will be obliged to deliver the Cash Settlement Amount in lieu of Conversion Shares to such Bondholders. No assurance can be given that we will be able to obtain all necessary approvals and authorizations in order to deliver the requisite Conversion Shares and/or pay the Cash Settlement Amount upon the exercise of Bondholders' Conversion Rights, or that we will have enough funds or would be able to arrange sufficient financing to pay the relevant Cash Settlement Amount.

Legal protection available to Bondholders may be limited

We are incorporated in Vietnam. Substantially all of the members of our Board of Directors and certain experts named in this Offering Memorandum are residents of Vietnam and substantially all of our assets and the assets of such persons are located in Vietnam. As a result, a Bondholder may not be able to enforce against us or such persons judgments obtained in courts outside Vietnam. In that context, under Vietnamese law, judgments rendered by any courts outside Vietnam, including actions under U.S. or any other foreign jurisdiction's securities laws, may not be recognized and enforceable in Vietnam. In order to pursue a claim against us, an investor may have to bring a separate action or claim in Vietnam. There is uncertainty as to whether the courts of Vietnam would recognize and enforce judgments of United States courts or the courts of other jurisdictions obtained against us or our management predicated upon the civil liability provisions of the federal securities laws

of the United States or of the securities laws of any other jurisdiction, as the case may be, or entertain original actions brought in Vietnamese courts against us or our management predicated upon the securities laws of the United States or any other jurisdiction. Furthermore, a Vietnamese court would be free to examine new issues arising in the case, and any judgment rendered by such court could be difficult to enforce, particularly as it relates to real property. As a result, even to the extent that investors succeed in bringing legal actions against us, their available remedies and any recovery in any Vietnamese proceedings may still be limited. See “Notice to Investors — Enforcement of Civil Liabilities.”

Bondholders will be subordinated to obligations owed to creditors of our subsidiaries and to our secured creditors

We hold many of our assets in, and conduct material business through, subsidiaries and associates. Therefore, we will largely rely on revenue derived by our subsidiaries and associates in order to meet our payment obligations under the Bonds. In order to satisfy our obligations under the Bonds, we will rely on our own operations as well as dividends and other payments received from our subsidiaries and associates. The Bondholders will have no direct claims as to the assets of our subsidiaries and our obligations under the Bonds will be effectively subordinated to obligations of our subsidiaries and associates. Our obligations under the Bonds will be subordinated to any obligations of ours which are secured over our assets to the extent of the value of the collateral securing such obligations.

None of our subsidiaries will guarantee the Bonds. Our subsidiaries form a substantial portion of our total assets and contribute significantly to our business. Various assets of our subsidiaries and associates may be secured to repay lenders to those subsidiaries and associates, particularly where lending has been for the purpose of funding specific property development projects. See “Description of Material Indebtedness.” Borrowings under our credit facilities are secured by security interests in our assets. As of March 31, 2021, we had VND41,124 billion (US\$1,783.0 million) of secured indebtedness and VND4,333 billion (US\$187.9 million) of unsecured indebtedness outstanding. If we become insolvent or are liquidated, or if payment under the credit facilities or any other secured indebtedness is accelerated, the secured creditors and holders of other secured indebtedness (or an agent on their behalf) will be entitled to exercise the remedies available to a secured creditor under applicable law and remedies available under documents pertaining to our credit facilities. Unless we have made an intercompany loan to a subsidiary, we only have a shareholder’s claim on the assets of such subsidiary. This shareholder’s claim is junior to the claims that creditors of any such subsidiary have against it. The Bondholders will only be our creditors, and not of our subsidiaries. In addition, the Bondholders will not have the benefit of any security interest over the shares of our subsidiaries or any security interest over the assets of our subsidiaries. As a result, liabilities of any of our subsidiaries, including any claims of trade creditors and preferred stockholders, will be effectively senior to the Bonds. As of March 31, 2021, our subsidiaries had total indebtedness of VND23,992.6 billion (US\$1,040.2 million). Any of these subsidiaries may in the future have other liabilities, including contingent liabilities that may be significant.

Bondholders may be required to adhere to certain Vietnamese law requirements, including but not limited to the obtaining of securities trading code and the opening of Vietnamese securities accounts and Vietnamese dong-denominated indirect investment capital accounts in order to receive Conversion Shares on conversion of their Bonds and to receive any related income or proceeds relating to such Conversion Shares or to remit the proceeds of a subsequent sale or transfer of such Conversion Shares outside Vietnam

When a Bondholder seeks to exercise its conversion rights under its Bonds and convert such Bonds into Conversion Shares in accordance with the provisions of the Terms and Conditions of the Bonds, such Bondholder will be required to obtain a securities trading code from the VSD. Such securities trading code is typically granted upon the submission of the relevant supporting documentation or information required by the VSD. See “Conversion Procedure”. Although the VSD does not have the authority under Vietnamese law to refuse to grant a securities trading code upon the submission of the requisite supporting documentation or information, there is no assurance that a Bondholder will, amongst other things, be able to successfully obtain a trading code with the VSD, open the requisite securities depository account, capital contribution account and securities trading account, be in a position to receive any related income or proceeds relating to the Conversion Shares or to remit the proceeds of any subsequent sales or transfers of such Conversion Shares outside Vietnam, or to do any of the foregoing in a timely manner. The length of time taken for a foreign Bondholder to complete these procedures may have an impact on the liquidity of the Bonds in the secondary market or may impact the ability of the Bondholder to convert their Bonds into Conversion Shares on short notice if the requisite procedures are not completed in advance.

There is no current active trading market for the Bonds

The Bonds are new securities for which there is currently no active trading market. Although approval in-principle has been received from the SGX-ST for the listing and quotation of the Bonds on the SGX-ST, the listing and quotation of the Bonds on the SGX-ST are subject to us obtaining the prior approval of the SSC pursuant to Decree 155 and there is no assurance that such listing will be obtained or maintained, or that, if listed, a liquid trading market will develop. Accordingly, there is no assurance as to the development or liquidity of any trading market for the Bonds that holders of Bonds will be able to sell their Bonds, or that holders of Bonds will be able to sell their Bonds for a price that reflects their value. If an active trading market for the Bonds fails to develop or be sustained, the trading price of the Bonds could fall. If such a market were to develop, the Bonds could trade at prices that may be below their initial issue price. Whether or not the Bonds will trade at lower prices depends on many factors, including prevailing interest rates, our operations and the market for similar securities.

Before conversion, Bondholders will not be entitled to any shareholder rights, but will be subject to all changes affecting the Shares

Before conversion, a Bondholder will not be entitled to any shareholder rights with respect to the Conversion Shares, including voting rights and rights to receive dividends or distributions. However, the Conversion Shares which the Bondholder will receive upon conversion of their Bonds will be subject to all changes affecting the Shares. Except for limited cases under the adjustments to the Conversion Price, the Bondholder will be entitled only to shareholder rights that we may grant with respect to the Conversion Shares if and when we deliver Conversion Shares to the Bondholder upon the exercise of Conversion Rights by such Bondholder. For example, should we seek approval from shareholders for a potential merger, or if an amendment is proposed to our Charter which may require shareholder approval, the Bondholders will not be entitled to vote on such merger or amendment.

The Bonds may be redeemed prior to maturity

The Terms and Conditions of the Bonds provide that the Bonds are redeemable at our option in certain circumstances and, accordingly, we may choose to redeem the outstanding Bonds at times when prevailing interest rates may be relatively low. In such circumstances, an investor may either be compelled to exercise its Conversion Rights earlier than it might otherwise have chosen to do so or, if it does not so convert its Bonds, may not be able to reinvest the redemption proceeds in a comparable security bearing an effective interest rate as high as that of the Bonds and/or containing a Conversion Right.

Risks attached to the exercise of Conversion Rights

Investors should be aware that the Bonds, which are convertible into Conversion Shares, bear certain additional risks. Depending on the performance of the underlying Shares and in accordance with our articles of association, the value of the Conversion Shares may be substantially lower than when the Bonds were initially purchased. In addition, the value of the Conversion Shares to be delivered upon conversion of the Bonds may vary substantially between the date on which Conversion Rights are exercised under the Bonds and the date on which such Conversion Shares are delivered. See “Terms and Conditions of the Bonds — Conversion.”

There is a limited period for the exercise of Conversion Rights

A Bondholder will, subject as more fully described herein under “Terms and Conditions of the Bonds”, have the right to convert their Bonds into Conversion Shares. Conversion Rights may only be exercised in the limited circumstances described in the Conditions and are not permitted to convert the Bonds from (and including) the Closing Date to (and including) August 25, 2021 (the “Restricted Period”). After the Restricted Period, a Bondholder may exercise the Conversion Right, at any time on or after the date which is 41 days after the Closing Date and up to the close of business on the date falling ten calendar days prior to the Maturity Date (as defined in the Conditions) (both dates inclusive) or, if such Bond is to be redeemed prior to the Maturity Date, then up to (and including) the close of business on the tenth business day before the date fixed for redemption or, if earlier, the Business Day prior to the date upon which the relevant Bondholder has exercised its right to require us to redeem such Bond pursuant to the Terms and Conditions of the Bonds. If the Conversion Rights are not exercised by Bondholders during the Conversion Period, the Bonds will be redeemed at 104.30% of their principal amount on the Maturity Date, unless the Bonds are previously purchased and canceled or redeemed in accordance with the Conditions.

Bondholders have limited anti-dilution protection

The Bonds are convertible into Conversion Shares. The Conversion Price at which the Bonds may be converted into Conversion Shares will be adjusted in the event that there is a consolidation, subdivision or reclassification of the Conversion Shares, the issue of Shares by way of the capitalization of profits or reserves, the payment of a Dividend (as defined in the Conditions), a rights issue or the grant of options, warrants or other subscription rights in respect of Conversion Shares or other adjustments, including a spin-off event, which affects the Conversion Shares, but only in the situations and only to the extent provided under “Terms and Conditions of the Bonds — Conversion — Adjustments to Conversion Price”. There is no requirement that there should be an adjustment for every corporate or other event that may affect the value of the Conversion Shares. Events in respect of which no adjustment is made may adversely affect the value of the Conversion Shares and, therefore, adversely affect the value of the Bonds.

There is no assurance that we will continue to declare and pay dividends

The declaration and payment of annual dividends by us is subject to the discretion of our Board of Directors and approval of our shareholders in general meetings. We may at any time cease to pay dividends. The payment of any dividends will be subject to our future earnings, financial condition and other factors, including statutory and contractual restrictions with respect to the payment of dividends. In addition, in order to pay dividends, we will rely on our own operations as well as to an extent on dividends and other payments received from our subsidiaries and associates, and such payments from subsidiaries and associates will be subject to such subsidiaries’ and associates’ future earnings, financial condition and other factors, including statutory and contractual restrictions applicable to such payments.

We may not be able to convert Vietnamese Dong into U.S. Dollars (or vice versa) and to remit funds offshore in a timely manner

The Vietnamese Dong is currently not a freely convertible currency. Due to currently applicable Vietnamese currency (including conversion and remittance of currency), tax and export restrictions, there is no assurance that we will be able to timely and fully convert Vietnamese Dong from our cash flow into U.S. Dollars. Any delay in conversion may increase our exposure to depreciation of the Vietnamese Dong against the U.S. Dollar. In the event that we are unable to timely and fully convert Vietnamese Dong into U.S. Dollars (or other currencies that can be converted into U.S. Dollars) and remit the funds outside of Vietnam, we may be unable to make payments of principal and/or interest to Bondholders.

Our significant indebtedness could harm our business by limiting our available cash and our access to additional capital and could force us to sell material assets or take other actions in an attempt to reduce our indebtedness that may harm our long-term business interests

As of March 31, 2021, we had VND45,457 billion (US\$1,970.8 million) of indebtedness outstanding, which primarily consisted of short-term and long-term bank loans, issued bonds and borrowings from related parties and third parties (gross of cost of issuing bonds). See “Description of Material Indebtedness.” Our financial performance could be affected by our significant indebtedness. In addition, we may incur substantial additional indebtedness in the future.

If new debt is added to our current debt levels, our available cash and access to additional capital could be limited and we may have to take action to reduce our indebtedness, which may harm our business. This level of indebtedness could have important consequences to our business and prospects as it could:

- increase our vulnerability to general adverse economic and industry conditions;
- make it difficult or impossible to obtain insurance and surety bonds or letters of credit;
- make it more difficult for us to pay interest and satisfy our debt obligations, including the Bonds;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate activities;
- limit our ability to obtain additional financing to fund future working capital, capital expenditures, debt service requirements and other general corporate requirements;
- limit our flexibility in planning for, or reacting to, changes in our business and industry in which we operate;
- place us at a competitive disadvantage compared to less leveraged competitors; and
- limit our ability to borrow additional funds at competitive rates or at all.

Our ability to generate sufficient cash to satisfy our outstanding and future debt obligations will depend upon our future operating performance, which will be affected by prevailing economic conditions and financial, business and other factors, many of which are beyond our control. We anticipate that our operating cash flow will be sufficient to meet our anticipated operating expenses and to service our debt obligations as they become due, although we expect that the Bonds may need to be refinanced at maturity. However, we may not generate sufficient cash flow for these purposes.

If our cash flows and capital resources are insufficient to fund our debt service obligations or our requirements under our other long-term liabilities, we may be forced to sell assets, seek additional capital or seek to restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations or our requirements under the Bonds or our other future long-term liabilities. In the absence of such cash flows and capital resources, we could face substantial liquidity problems and might be required to sell material assets or operations in an attempt to meet our debt service and other obligations.

If we are unable to comply with the restrictions and covenants in the Indenture, or in our current or future debt and other agreements, there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the debt could terminate their commitments to us, accelerate the debt and declare all amounts borrowed due and payable or terminate the agreements, as the case may be. Any of the foregoing factors could materially and adversely affect our business, financial condition and results of operations.

If we are unable to comply with the restrictions and covenants in our debt agreements or the Indenture, there could be a default under the terms of these agreements or the Indenture, which could cause repayment of our debt to be accelerated

If we are unable to comply with the restrictions and covenants in the Indenture or our current or future debt obligations and other agreements, there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the debt could terminate their commitments to lend to us, accelerate repayment of the debt and declare all outstanding amounts due and payable or terminate the agreements, as the case may be. Furthermore, certain of our debt agreements, including the Indenture, contain cross-acceleration or cross-default provisions. As a result, a default under one debt agreement may cause the acceleration of repayment of not only such debt but also other debt, including the Bonds, or result in a default under our other debt agreements, including the Indenture. If any of these events were to occur, there is no assurance that our assets and cash flows would be sufficient to repay in full all of our indebtedness, or that we would be able to find alternative financing. Even if we could obtain alternative financing, there is no assurance that it would be on terms that are favorable or acceptable to us.

Some of our subsidiaries are subject to restrictions on the payment of dividends and the repayment of intercompany loans or advances to it and its subsidiaries

We depend on the receipt of dividends and the interest and principal payments on intercompany loans or advances from our subsidiaries to satisfy our obligations, including our obligations under the Bonds. The ability of our subsidiaries to pay dividends and make payments on intercompany loans or advances to their shareholders is subject to, among other things, distributable earnings, cash flow conditions, restrictions on the payment of dividends, restrictions contained in the articles of association of our subsidiaries, applicable laws and restrictions contained in the debt instruments or agreements of such subsidiaries. In addition, if any of our subsidiaries raise capital by issuing equity securities to third parties, dividends declared and paid with respect to such equity securities would not be available to us to make payments on the Bonds. These restrictions could reduce the amounts that we receive from our subsidiaries, which would restrict our ability to meet our payment obligations under the Bonds.

The liquidity and price of the Bonds may be volatile

The price and trading volume of the Bonds may be highly volatile. Factors such as variations in our revenues, profit and cash flows, proposals for new investments, strategic alliances and/or acquisitions, changes in interest rates, fluctuations in the price for securities of other companies, government regulations and changes applicable to our industry and general economic conditions nationally or internationally could cause the price of the Bonds to change. Any such developments may result in large and sudden changes in the trading volume and price of the Bonds. We cannot assure you that these developments will not occur in the future.

We will follow the applicable corporate disclosure standards for debt securities listed on the SGX-ST, and such standards may be different from those applicable to debt securities listed in certain other countries

We will be subject to reporting obligations in respect of the Bonds to be listed on the SGX-ST. The disclosure standards imposed by the SGX-ST may be different than those imposed by securities exchanges in other countries or regions. As a result, the level of information that will be made available may not correspond to what holders of the Bonds are accustomed to.

The Bonds will initially be held in book-entry form, and therefore you must rely on the procedures of the relevant clearing system to exercise any rights and remedies

The Bonds will initially only be issued in global note form and held through Euroclear and Clearstream. Interests in the global notes will trade in book-entry form only, and the Bonds in definitive registered form, or definitive registered notes, will be issued in exchange for book-entry interests only in very limited circumstances. Owners of book-entry interests will not be considered owners or holders of the Bonds. Payments of principal, interest and other amounts owing on or in respect of the global notes representing the Bonds will be made to the paying agent which will make payments to Euroclear and Clearstream. Thereafter, these payments will be credited to accounts of participants that hold book-entry interests in the global notes representing the Bonds and credited by such participants to indirect participants. After payment to the common depositary for Euroclear and Clearstream, we will have no responsibility or liability for the payment of interest, principal or other amounts to the beneficial owners of book-entry interests. Accordingly, if you beneficially own a book-entry interest, you must rely on the procedures of Euroclear and Clearstream, and if you are not a participant in Euroclear and Clearstream, on the procedures of the participant through which you beneficially own your interest, to exercise any rights and obligations of a holder of the Bonds under the Indenture. Unlike the holders of the Bonds themselves, owners of book-entry interests will not have the direct right to act upon our solicitations for consents, requests for waivers or other actions from holders of the Bonds. Instead, if you beneficially own a book-entry interest, you will be permitted to act only to the extent you have received appropriate proxies to do so from Euroclear and Clearstream. The procedures implemented for the granting of such proxies may not be sufficient to enable you to vote on a timely basis. Similarly, upon the occurrence of an event of default under the Indenture, unless and until definitive registered notes are issued in respect of all book-entry interests, as a beneficial owner of a book-entry interest, you will be restricted to acting through Euroclear and Clearstream and their respective direct and indirect participants. The procedures to be implemented through Euroclear and Clearstream may not be adequate to ensure the timely exercise of rights under the Bonds.

Holders will bear the risk of fluctuations in the price of the Shares

The market price of the Bonds at any time will be affected by fluctuations in the price of the Shares. The Shares are currently listed on the HSX. There can be no certainty as to the effect, if any, that future issues or sales of the Shares, or the availability of such Shares for future issue or sale, will have on the market price of the Shares prevailing from time to time and therefore on the price of the Bonds.

Sales of substantial numbers of Shares in the public market, or a perception in the market that such sales could occur, could adversely affect the prevailing market price of the Shares and the Bonds. Our results of operations, financial condition, future prospects and business strategy could affect the value of the Shares. The trading price of the Shares will be influenced by our operational results and other factors, such as changes in the regulatory environment that may affect the markets in which we operate and capital markets in general. Corporate events such as share sales, organizations, takeovers or share buy-backs may also adversely affect the value of the Shares. Any decline in the price of the Shares would adversely affect the market price of the Bonds.

Conversion of the Bonds would dilute the ownership interest of existing shareholders and could also adversely affect the market price of the Shares

The conversion of some or all of the Bonds would dilute the ownership interests of existing shareholders. Any sales in the public market of the Shares issuable upon such conversion could adversely affect prevailing market prices for the Shares. In addition, the conversion of the Bonds might encourage short selling of the Shares by market participants.

Short selling of the Shares by purchasers of the Bonds could materially and adversely affect the market price of the Shares

The issuance of the Bonds may result in downward pressure on the market price of the Shares. Many investors in convertible bonds seek to hedge their exposure in the underlying equity securities, often through short selling the

underlying equity securities or similar transactions. Any short selling or similar hedging activity could place significant downward pressure on the market price of the Shares, thereby having a material adverse effect on the market value of the Shares as well as on the trading price of the Bonds.

Securities that may be convertible into, or exchangeable for Shares that are eligible for future sale by us or our current Shareholders may adversely affect the value of your investment

The market prices of the Bonds and the Shares could decline as a result of sales of a large number of the Shares or any securities that are substantially similar to the Shares including, but not limited to, any securities that may be convertible into, or exchangeable for, the Shares after this offering or the perception that such sales could occur. Except for such restrictions, there is no restriction on our ability to issue, sell or otherwise dispose of and our Shareholders' ability to sell or otherwise dispose of, the Shares, and we cannot assure you that we will not issue, sell or otherwise dispose of, or that any of our Shareholders will not sell or otherwise dispose of, the Shares. If our Shareholders sell a large number of the Shares after this offering, the market price of the Bonds and the Shares could be depressed and the value of your investment could substantially decrease. The market prices of the Shares and the Bonds could also decline if substantial amounts of the Shares or securities convertible or exchangeable into the Shares are sold after the closing of this offering, or if there is a perception that these sales could occur.

Any trading closures or suspension at HSX may adversely affect the trading price of the Shares

The regulation and monitoring of Vietnamese securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in Europe and the U.S. HSX has in the past experienced problems, including temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees which, if continuing or recurring, could affect the market price and liquidity of the securities of Vietnamese companies, including the Shares, in both domestic and international markets. A closure of, or trading stoppage on, HSX could adversely affect the trading price of the Shares as well as on the trading price of the Bonds.

The Bonds are subject to restrictions on resales and transfers

The Bonds have not been registered under the Securities Act or any U.S. state securities laws or under the securities laws of any other jurisdiction and are being issued and sold in reliance on exemptions from registration provided by such laws. No Shares may be sold or transferred unless such sale or transfer is exempt from the registration requirements of the Securities Act (for example, in reliance on the safe harbor provided by Regulation S under the Securities Act) and applicable state securities laws. For certain restrictions on resales and transfers, see Plan of Distribution" and "Transfer Restrictions."

Bond holders face risks relating to Singapore taxation

The Bonds are intended to be "qualifying debt securities" for the purposes of the Income Tax Act, Chapter 134 of Singapore ("ITA"), subject to the fulfillment of certain conditions more particularly described in the section entitled "Taxation — Singapore Taxation." However, there is no assurance that the Bonds will continue to enjoy the tax exemptions in connection therewith should the relevant tax laws be amended or revoked at any time.

USE OF PROCEEDS

We estimate that the net proceeds from this offering will be approximately US\$289.6 million, after deducting initial purchasers' fees and commissions and other estimated transaction expenses (including the fees and expenses of other third parties, including legal counsels and advisors appointed by us in connection with the offering).

We intend to use the net proceeds to acquire certain project development companies, for working capital and general corporate purposes.

The foregoing discussion represents our current intentions and our best estimate of our allocation of the net proceeds of the offering of the Bonds based upon our current plans and estimates regarding our anticipated expenditures. Our management, however, will have flexibility and discretion as to how we apply the net proceeds from the offering of the Bonds. The exact amount of net proceeds from the offering of the Bonds which we will actually apply to any particular purpose may change and we may find it necessary or advisable to use portions of the net proceeds for other purposes.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth our consolidated capitalization as of March 31, 2021 on an actual basis, and on an as adjusted basis for the issuance of the Bonds and the application of the proceeds thereof.

You should read this information in conjunction with our financial statements and the related notes included elsewhere in this Offering Memorandum and the sections in this Offering Memorandum entitled “Selected Financial Information.”

	As of March 31, 2021			
	Actual		As Adjusted	
	(VND billions)	(USD millions)	(VND billions)	(USD millions)
Debt				
Short-term borrowings and finance lease liabilities	16,608.6	720.1	16,608.6	720.1
Bank loans	5,821.7	252.4	5,821.7	252.4
Bonds issued	2,841.4	123.2	2,841.4	123.2
Borrowings from third parties	7,511.1	325.7	7,511.1	325.7
Borrowings from related parties	448.2	19.4	448.2	19.4
Bond issuance cost	(13.8)	(0.6)	(13.8)	(0.6)
Long-term borrowings and finance lease liabilities	28,537.3	1,237.3	35,456.8	1,537.3
Bank loans	9,170.8	397.6	9,170.8	397.6
Bonds issued ⁽¹⁾	18,830.0	816.4	18,830.0	816.4
Borrowings from third parties	834.1	36.2	834.1	36.2
Bond issuance cost	(297.6)	(12.9)	(297.6)	(12.9)
Bonds offered hereby ⁽²⁾	—	—	6,919.5	300
Total debt	45,145.9	1,957.3	52,065.4	2,257.4
Equity				
Owners’ capital ⁽³⁾	10,728.1	465.1	10,728.1	465.1
Share premium	8,234.5	357.0	8,234.5	357.0
Undistributed earnings	12,588.3	545.8	12,588.3	545.8
Non-controlling interests	6,208.0	269.2	6,208.0	269.2
Total equity	37,758.9	1,637.1	37,758.9	1,637.1
Total capitalization⁽⁴⁾	82,904.9	3,594.4	89,824.3	3,894.5

Notes:

- (1) On May 27, 2021 we received conversion requests for the remaining principal amount outstanding under the previously issued convertible bonds due 2023 equal to US\$2,232,000, into Shares.
- (2) This amount represents US\$300 million principal amount of Bonds and does not deduct fees and expenses of the offering of the Bonds payable by us, which are estimated to be US\$10.4 million in the aggregate.
- (3) After March 31, 2021, our general meeting of shareholders and board of directors approved certain increases in our share capital. See “Summary—Recent Developments.”
- (4) Total capitalization equals the sum of total borrowings and total shareholders’ equity.

EXCHANGE RATES AND EXCHANGE CONTROLS

Exchange Rates

The following tables set forth the average, high, low and period end between the Vietnamese Dong and U.S. Dollars (in Vietnamese Dong per U.S. Dollar) for the periods indicated. We make no representation that the Vietnamese Dong or U.S. Dollar amounts set forth below and referred to elsewhere in this Offering Memorandum could have been, or could be, converted into Vietnamese Dong or U.S. Dollars, as the case may be, at the rates indicated, at any particular rates or at all.

The following table sets forth the exchange rates of the Vietnamese Dong against the U.S. dollar for the periods indicated, according to Bloomberg Finance L.P.

	VND per U.S. Dollar			
	Average	High	Low	Period End
2016	22,365	22,769	22,230	22,761
2017	22,718	22,843	22,540	22,698
2018	23,032	23,356	22,691	23,175
2019	23,228	23,433	23,151	23,173
2020	23,224	23,637	23,086	23,098
2021				
January	23,067	23,093	23,049	23,049
February	23,016	23,107	22,970	23,018
March	23,054	23,079	23,014	23,065
April	23,066	23,082	23,047	23,053
May	23,050	23,065	23,039	23,048
June	23,002	23,047	22,944	23,008
July (through July 5)	23,001	23,017	22,988	22,988

Exchange Controls

Vietnam has historically imposed exchange control mechanisms designed to limit foreign currency outflows, generally requiring the use of the Vietnamese Dong in domestic transactions and attempting to channel foreign currencies into its banking system. Vietnam's exchange control policy is administered primarily by the SBV.

Under the current Vietnamese foreign exchange control regulations, any person or organization may exchange Vietnamese Dong into foreign currency at exchange rates quoted by credit institutions licensed to provide foreign exchange services in Vietnam, provided that such person or organization declares the intended use of the money and provides appropriate supporting documents proving the intended use. Such intended use must be for a transaction which is permitted to be paid in foreign currency under the foreign exchange control regulations, such as repayment of a valid offshore loan or international bond. A foreign currency may be freely exchanged into Vietnamese Dong and may be freely exchanged into another foreign currency at the exchange rates quoted by such licensed credit institutions.

The SBV implements policies to control the exchange rate between the Vietnamese Dong and the U.S. Dollar. Since January 2016, there has been a movement towards further relaxing the control. In January 2016, the SBV began to apply a "central exchange rate" which is announced on a daily basis. The rate depends on fluctuations of the average inter-bank exchange rate, developments on world forex markets for currencies of a number of jurisdictions which have close trade, lending, borrowing and investment relations with Vietnam, and relevant macro-economic conditions. An exchange spot transaction may not be conducted at an exchange rate outside the SBV mandated margins, which is currently +/-3% of the central exchange rate.

In order to offer bonds denominated in a foreign currency in a foreign jurisdiction, a company resident in Vietnam is required to obtain the SBV's confirmation that the issue size is within the national overall limit of foreign commercial borrowings of Vietnam for the current year and thereafter to register the issuance amount of intentional bonds with the SBV. Any subsequent change which renders the information recorded in the SBV registration certificate no longer correct must be registered with the SBV for corresponding amendments to the SBV registration certificate. The company is required to open a foreign currency bank account at a licensed credit institution in Vietnam to serve cross-border remittances in connection to the bonds. Any receipt or payment relating to the offering must be made through such account in accordance with the foreign exchange regulations in effect.

SELECTED FINANCIAL INFORMATION

The following selected consolidated financial information as of and for each of the years ended December 31, 2018, 2019 and 2020 (except for EBITDA data) has been derived from our audited consolidated financial statements for the years ended December 31, 2019 and 2020, which have been audited by PwC (Vietnam) Limited, our independent auditors, and are included elsewhere in this Offering Memorandum. The following selected consolidated financial information as of March 31, 2021 and for the three-month periods ended March 31, 2020 and 2021 (except for EBITDA data) has been derived from our unaudited consolidated financial statements for the three months ended March 31, 2021, which have been reviewed by PwC (Vietnam) Limited and are included elsewhere in this Offering Memorandum. You should read the selected financial information below in conjunction with our consolidated financial statements and related notes and the section entitled “Risk Factors — Risks Relating to Our Business”, which are included elsewhere in this Offering Memorandum. Historical results are not necessarily indicative of results that may be achieved in any future period. Our consolidated financial statements have been prepared in accordance with Vietnamese Accounting Standards (“VAS”). Vietnamese Accounting Standards differ in certain material respects with IFRS. See “Summary of Significant Differences between VAS and IFRS.”

Solely for the convenience of the reader, the Vietnamese Dong amounts in the tables below have been translated into U.S. Dollars using the exchange rate of US\$1.00 = VND23,065, the exchange rate quoted by Bloomberg L.P. on March 31, 2021 and giving effect to rounding where applicable. The convenience translation is unaudited and should not be construed as a representation that the Vietnamese Dong amounts represent, or have been or could be converted into, U.S. Dollars at this or any other exchange rate.

Consolidated Income Statement

	For the year ended December 31,				For the three months ended March 31,		
	2018	2019	2020	2020	2020	2021	2021
	(VND billions, except per share)			(USD millions, except per share)	(VND billions, except per share)		(USD millions, except per share)
Revenue from sales of goods and rendering of services	15,635.3	11,026.2	5,241.7	227.3	1,067.60	4,541.9	196.9
Less deductions	(345.0)	(95.2)	(215.4)	(9.3)	(133.4)	(35.2)	(1.5)
Net revenue from sales of goods and rendering of services	15,290.3	10,931.0	5,026.4	217.9	954.2	4,506.6	195.4
Cost of goods sold and services rendered	(10,132.3)	(7,779.3)	(3,193.5)	(138.5)	(588.6)	(2,789.5)	(120.9)
Gross profit from sales of goods and rendering of services	5,158.0	3,151.7	1,832.9	79.5	365.6	1,717.2	74.4
Financial income	1,296.6	1,027.2	6,210.3	269.3	857.7	572.4	24.8
Financial expenses — including:							
Interest expense	(1,932.4)	(2,084.8)	(1,537.3)	(66.6)	(386.6)	(454.3)	(19.7)
— in which: Interest expense	(1,383.3)	(1,145.6)	(566.1)	(24.5)	(133.7)	(30.6)	(1.3)
Share of profit/(loss) from associates	1,318.8	(9.6)	(2.6)	(0.1)	(1.0)	(0.9)	0.0
Selling expenses	(424.2)	(294.9)	(164.0)	(7.1)	(9.8)	(138.9)	(6.0)
General and administration expenses	(727.8)	(1,197.2)	(1,290.2)	(55.9)	(264.1)	(319.5)	(13.9)
Net operating profit	4,688.9	592.4	5,049.1	218.9	561.8	1,375.9	59.7
Other income	71.2	3,847.1	325.5	14.1	5.0	17.1	0.7
Other expenses	(74.5)	(167.3)	(725.7)	(31.5)	(77.5)	(132.0)	(5.7)
Net other (expenses)/income	(3.3)	3,679.9	(400.2)	(17.3)	(72.5)	(114.8)	(5.0)
Net accounting profit before tax	4,685.6	4,272.2	4,649.0	201.6	489.3	1,261.0	54.7
Business income tax — current	(986.2)	(692.5)	(280.4)	(12.2)	(40.5)	(462.3)	(20.0)
Business income tax — deferred	(420.5)	(192.4)	(462.1)	(20.0)	(146.2)	(97.5)	(4.2)
Net profit after tax	3,278.9	3,387.3	3,906.5	169.4	302.6	701.2	30.4
Attributable to:							
Owners of the parent company ..	3,238.9	3,431.3	3,919.1	169.9	321.9	536.8	23.3
Non-controlling interests	40.1	(44.0)	(12.6)	(0.5)	(19.4)	164.4	7.1
Basic earnings per share (VND and USD actual)	3,546	3,579	4,021	0.17	332.0	536.0	0.0
Diluted earnings per share (VND and USD actual)	3,401	3,533	3,946	0.17	332.00	536.00	—

Consolidated Balance Sheet

	As of December 31,				As of March 31,	
	2018	2019	2020	2020	2021	2021
	(VND billions)		(USD millions)		(VND billions)	(USD millions)
ASSETS						
Current assets	50,081.0	71,194.8	114,203.6	4,951.4	120,616.7	5,229.4
Cash and cash equivalents	12,315.2	6,466.2	11,558.8	501.1	12,556.2	544.4
Cash	7,583.9	1,951.1	7,069.7	306.5	8,248.1	357.6
Cash equivalents	4,731.2	4,515.1	4,489.1	194.6	4,308.2	186.8
Short-term investments	95.7	466.2	721.8	31.3	1,012.0	43.9
Investments held to maturity	95.7	466.2	721.8	31.3	1,012.0	43.9
Short-term receivables	5,621.5	5,894.1	13,798.0	598.2	16,818.4	729.2
Short-term trade accounts receivable	759.0	1,076.7	1,252.6	54.3	2,133.4	92.5
Short-term prepayments to suppliers	1,423.4	833.9	1,466.9	63.6	1,805.5	78.3
Short-term lending	430.7	768.7	3,019.4	130.9	3,927.1	170.3
Other short-term receivables	3,018.7	3,225.0	8,069.3	349.9	8,962.6	388.6
Provision for doubtful debts — short term	(10.3)	(10.3)	(10.3)	(0.4)	(10.3)	(0.4)
Inventories	31,122.9	57,205.8	86,864.9	3,766.1	89,043.1	3,860.5
Inventories	31,130.5	57,209.4	86,867.9	3,766.2	89,045.2	3,860.6
Provision for decline in value of inventories	(7.6)	(3.6)	(3.0)	(0.1)	(2.1)	(0.1)
Other current assets	925.7	1,162.5	1,260.0	54.6	1,187.0	51.4
Short-term prepaid expenses	133.9	75.5	108.7	4.7	154.8	6.7
Value added tax to be reclaimed	705.7	978.9	1,100.1	47.7	945.8	41.0
Taxes and other receivables from the State Budget	86.1	108.1	51.3	2.2	86.4	3.7
Non-Current Assets	19,041.1	18,784.4	30,332.8	1,315.1	32,051.0	1,389.6
Long-term receivables	255.4	370.7	17,643.8	765.0	19,721.1	855.0
Long-term lending	0.0	0.0	175.5	7.6	175.5	7.6
Other long-term receivables	255.4	370.7	17,468.3	757.4	19,545.6	847.4
Fixed assets	755.9	840.0	1,218.4	52.8	1,207.3	52.3
Tangible fixed assets	674.3	698.4	1,101.9	47.8	1,095.7	47.5
Historical cost	838.6	907.2	1,277.8	55.4	1,288.5	55.9
Accumulated depreciation	(164.3)	(208.8)	(175.9)	(7.6)	(192.9)	(8.4)
Intangible fixed assets	81.5	141.6	116.5	5.1	111.6	4.8
Historical cost	91.8	168.7	163.6	7.1	163.6	7.1
Accumulated amortization	(10.3)	(27.1)	(47.1)	(2.0)	(52.1)	(2.3)
Investment properties	3,056.8	3,798.4	2,824.2	122.4	2,735.1	118.6
Historical cost	3,199.5	4,011.9	3,098.8	134.4	3,022.4	131.0
Accumulated depreciation	(142.7)	(213.5)	(274.6)	(11.9)	(287.3)	(12.5)
Long-term assets in progress	430.2	850.1	285.8	12.4	264.8	11.5
Long-term work in progress	182.0	182.0	182.0	7.9	182.0	7.9
Construction in progress	248.2	668.1	103.8	4.5	82.8	3.6
Long-term investments	7,702.9	5,744.3	1,891.0	82.0	1,785.6	77.4
Investments in associates, joint ventures	7,695.0	5,694.6	1,645.2	71.3	1,644.3	71.3
Investments in other entities	7.9	7.9	9.6	0.4	25.3	1.1
Held-to-maturity investments	0.0	41.8	236.2	10.2	116.0	5.0
Other long-term assets	6,840.0	7,180.8	6,469.5	280.5	6,337.0	274.7
Long-term prepaid expenses	414.1	262.8	419.8	18.2	487.6	21.1
Deferred income tax assets	70.0	76.5	98.9	4.3	104.1	4.5
Goodwill	6,355.9	6,841.5	5,950.8	258.0	5,745.3	249.1
TOTAL ASSETS	69,122.1	89,979.2	144,536.3	6,266.5	152,667.7	6,619.0

	As of December 31,				As of March 31,	
	2018	2019	2020	2020	2021	2021
	(VND billions)			(USD millions)	(VND billions)	(USD millions)
RESOURCES						
Liabilities	49,152.3	65,518.2	112,604.2	4,882.0	114,908.7	4,982.0
Current liabilities	27,995.1	18,809.6	31,427.3	1,362.6	34,420.1	1,492.3
Short-term trade accounts payable	2,518.1	2,544.6	2,796.9	121.3	2,676.4	116.0
Short-term advances from customers	7,779.9	1,254.0	4,087.3	177.2	5,373.1	233.0
Tax and other payables to the State						
Budget	558.2	205.7	282.4	12.2	766.6	33.2
Payable to employees	33.2	31.3	68.8	3.0	26.1	1.1
Short-term accrued expenses	2,709.8	2,697.8	3,522.0	152.7	4,249.5	184.2
Short-term unearned revenue	1.5	1.7	6.6	0.3	5.2	0.2
Other short-term payables	2,743.5	3,624.3	6,095.9	264.3	4,691.6	203.4
Short-term borrowings and finance						
lease liabilities	11,645.4	8,444.6	14,544.1	630.6	16,608.6	720.1
Provisions for short-term payable	0.0	0.0	17.7	0.8	17.3	0.8
Bonus and welfare funds	5.6	5.5	5.5	0.2	5.5	0.2
Non-current liabilities	21,157.2	46,708.5	81,176.9	3,519.5	80,488.7	3,489.6
Long-term unearned revenue	27.1	18.3	17.6	0.8	13.8	0.6
Other long-term payables	2,568.6	14,133.0	37,466.6	1,624.4	42,501.0	1,842.7
Long-term borrowings and finance						
lease liabilities	16,262.7	26,145.6	34,357.2	1,489.6	28,537.3	1,237.3
Deferred income tax liabilities	2,298.8	6,255.5	9,200.7	398.9	9,303.4	403.4
Provisions for long-term payable	—	156.0	134.7	5.8	133.2	5.7
Owner's equity	19,969.8	24,461.1	31,932.1	1,384.4	37,758.9	1,637.1
Capital and reserves	19,969.8	24,461.1	31,932.1	1,384.4	37,758.9	1,637.1
Owners' capital	9,372.8	9,695.4	9,862.9	427.6	10,728.1	465.1
— Ordinary shares with voting rights	9,304.5	9,695.4	9,862.9	427.6	10,728.1	465.1
— Preference shares	68.3	—	—	—	—	—
Share premium	3,996.8	3,860.2	3,970.3	172.1	8,234.5	357.0
Undistributed earnings	5,618.7	8,722.8	12,051.4	522.5	12,588.3	545.8
— Undistributed post-tax profits of the previous year	2,388.8	5,618.7	8,722.8	378.2	12,051.4	522.5
— Undistributed post-tax profit of current year	3,229.9	3,104.1	3,328.6	144.3	536.9	23.3
Non-controlling interests	981.5	2,182.6	6,047.6	262.2	6,208.0	269.2
TOTAL RESOURCES	69,122.1	89,979.2	144,536.3	6,266.5	152,667.7	6,619.0

Consolidated Cash Flow Statement

	For the year ended December 31,				For the three months ended March 31,		
	2018	2019	2020	2020	2020	2021	2021
	(VND billions)			(USD millions)	(VND billions)		(USD millions)
I. CASH FLOWS FROM OPERATING ACTIVITIES							
Net profit before tax	4,685.6	4,272.2	4,649.0	201.6	489.3	1,261.0	54.7
Adjustments for:							
Depreciation, amortization, goodwill allocation and bargain gain	496.9	(2,750.4)	736.2	31.9	243.8	243.6	10.6
Reversal of provisions	10.3	152.1	5.2	0.2	(2.8)	(1.0)	0.0
Foreign exchange (gains)/losses	137.5	4.2	(27.9)	(1.2)	62.4	(7.8)	(0.3)
Profits from investing activities	(2,465.4)	(974.2)	(6,091.9)	(264.1)	(854.9)	(129.4)	(5.6)
Interest expense and bond issuance costs	1,443.7	1,186.7	578.3	25.1	136.9	30.6	1.3
Operating (losses)/profit before changes in working capital	4,308.7	1,890.6	(151.1)	(6.6)	74.6	1,397.0	60.6
(Increase)/decrease in receivables	2,737.0	1,262.6	(14,437.2)	(625.9)	(1,221.0)	(2,925.1)	(126.8)
(Increase)/decrease in inventories	170.6	2,487.8	(14,079.3)	(610.4)	(642.4)	(1,190.2)	(51.6)
(Increase)/decrease in payables	(4,266.6)	937.3	28,866.4	1,251.5	1,838.7	6,328.5	274.4
((Increase)/decrease in prepaid expenses	65.4	119.1	(215.7)	(9.4)	28.2	(114.0)	(4.9)
Interest paid	(1,793.2)	(2,649.6)	(3,154.0)	(136.7)	(649.4)	(1,479.8)	(64.2)
Business income tax paid	(647.1)	(971.2)	(314.6)	(13.6)	(100.7)	(182.5)	(7.9)
Net cash inflows from operating activities	574.7	3,076.5	(3,485.5)	(151.1)	(672.0)	1,833.8	79.5
CASH FLOWS FROM INVESTING ACTIVITIES							
Purchases of fixed assets and other long-term assets	(170.4)	(383.2)	(199.4)	(8.6)	(53.1)	(11.6)	(0.5)
Proceeds from disposals of fixed assets	44.9	11.2	27.8	1.2	—	—	—
Loans granted, purchases of debt instruments of other entities	(699.7)	(1,109.3)	(6,049.2)	(262.3)	(85.1)	(3,030.4)	(131.4)
Collection of loans, proceeds from sales of debt instruments of other entities	2,997.6	460.7	3,177.2	137.8	113.5	1,952.7	84.7
Investments in other entities	(9,232.2)	(14,398.3)	(12,825.8)	(556.1)	(3,594.8)	(1,273.0)	(55.2)
Proceeds from divestment in other entities	834.1	1,716.4	10,670.3	462.6	1,061.7	211.0	9.1
Interest and dividend received	364.6	296.6	288.4	12.5	56.4	58.0	2.5
Net cash outflows from investing activities	(5,861.1)	(13,406.0)	(4,910.6)	(212.9)	(2,501.4)	(2,093.3)	(90.8)
II. CASH FLOWS FROM FINANCING ACTIVITIES							
Proceeds from issue of shares and capital contribution	3,644.3	205.9	668.3	29.0	46.6	4,592.1	199.1
Capital withdrawal, buying back issued stocks	(50.0)	(0.1)	(1.5)	(0.1)	—	—	—
Proceeds from borrowings	22,153.0	20,460.4	30,262.8	1,312.1	—	5,230.7	226.8
Repayments of borrowings	(14,771.9)	(16,150.2)	(17,390.4)	(754.0)	(4,194.0)	(8,570.5)	(371.6)
Dividends paid to equity holders	(12.9)	(19.7)	(49.5)	(2.1)	—	(0.1)	0.0
Net cash inflows from financing activities	10,962.6	4,496.4	13,489.7	584.9	581.6	1,252.3	54.3
Net decrease/increase in cash and cash equivalents	5,676.2	(5,833.2)	5,093.5	220.8	(2,591.9)	992.8	43.0
Cash and cash equivalents at beginning of year	6,638.7	12,315.2	6,466.2	280.3	6,466.2	11,558.8	501.1
Effect of foreign exchange differences	0.3	(15.7)	(1.0)	(0.0)	0.6	4.6	0.2
Cash and cash equivalents at end of year	12,315.2	6,466.2	11,558.8	501.1	3,875.0	12,556.2	544.4

TERMS AND CONDITIONS OF THE BONDS

The following, subject to amendment and save for the paragraphs in italics, are the Terms and Conditions of the Bonds, substantially as they will appear on the reverse of each of the definitive Certificates evidencing the Bonds:

The issue of the U.S.\$300,000,000 aggregate principal amount of 5.25% Convertible Bonds due 2026 (the “**Bonds**”, which term shall include, unless the context requires otherwise, any further bonds issued in accordance with Condition 15 and consolidated and forming a single series therewith) of No Va Land Investment Group Corporation (the “**Company**”) and the right of conversion into Shares (as defined in Condition 6(A)(vii)) was authorized by the Board of Directors of the Company on July 7, 2021 and by a resolution of the Shareholders (as defined in Condition 6(C)(2)) of the Company on April 27, 2021. The Bonds are constituted by an Indenture (as amended or supplemented from time to time) the “**Indenture**”) to be dated as of July 8, 2021 (and effective as of July 16, 2021, the “**Closing Date**”) made between the Company and The Bank of New York Mellon, London Branch, a banking corporation organized and existing under the laws of the State of New York with limited liability and operating through its branch in London at One Canada Square, London E14 5AL, United Kingdom, as trustee for the holders of the Bonds (the “**Trustee**”, which term shall, where the context so permits, include all other persons or companies for the time being acting as trustee or trustees under the Indenture). References to the “**Paying Agent**”, “**Transfer Agent**”, “**Conversion Agent**”, “**Registrar**” and “**Agents**” below are references to the paying agent, transfer agent, conversion agent, registrar and agents for the time being for the Bonds. These terms and conditions (the “**Conditions**”) include summaries of, and are subject to, the detailed provisions of the Indenture, which includes the form of the Bonds. Unless otherwise defined, terms used in these Conditions have the meaning specified in the Indenture. Copies of the Indenture are available for inspection during usual business hours at the corporate trust office of the Trustee (presently at One Canada Square, London E14 5AL, United Kingdom). The Bondholders are entitled to the benefit of and are bound by all the provisions of the Indenture.

1. Status

(a) Status

The Bonds constitute direct, unsubordinated, unconditional and (subject to Condition 4) unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference or priority among themselves. The payment obligations of the Company under the Bonds shall, save for such exceptions as may be provided by mandatory provisions of applicable law and subject to Condition 4, at all times rank at least equally with all of its other present and future senior, unsecured and unsubordinated obligations.

(b) Obligations Absolute

The obligations of the Company under the Bonds are all continuing, absolute and unconditional and will remain in full force and effect and will not be affected by any change in circumstances as contemplated by any applicable Vietnamese law, subject to amendment, redemption, repurchase, cancelation, defeasance and discharge solely in compliance with the terms of the Indenture.

2. Form, Denomination and Title

(a) Form and Denomination

The Bonds are issued in registered form in the denomination of U.S.\$200,000 each and integral multiples thereof, without coupons attached. A bond certificate (each a “**Certificate**”) will be issued to each Bondholder in respect of its registered holding of Bonds. Each Certificate will be numbered serially with an identifying number which will be recorded on the relevant Certificate and in the register of Bondholders (the “**Register**”) which the Company will procure to be kept by the Registrar. For the purposes of these Conditions, “**Bondholder**” and (in relation to a Bond) “**holder**” means the person in whose name a Bond is registered.

Upon issue, the Bonds will be represented by a global certificate (the “Global Certificate”) deposited with a common depositary for, and representing Bonds registered in the name of a nominee of a common depositary for, Euroclear and Clearstream. The Conditions are modified by certain provisions contained in the Global Certificate. See “Summary of Provisions relating to the Bonds while in Global Form”.

(b) Title

Title to the Bonds passes only by transfer and registration in the Register as described in Condition 3. The holder of any Bond will (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not the Bond is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, or the theft or loss of, the Certificate issued in respect of it) and no person will be liable for so treating the holder.

3. Transfers of Bonds; Issue of Certificates

(a) Register

The Company will cause the Register to be kept at the specified office of the Registrar in accordance with the terms of the Indenture on which shall be entered the names and addresses of the holders of the Bonds and the particulars of the Bonds held by them and of all transfers and redemptions of the Bonds. Each Bondholder shall be entitled to receive only one Certificated Bond (as defined in the Indenture) in respect of its entire holding of Bonds.

(b) Transfer

Subject to Conditions 3(E) and 3(F) and the terms of the Indenture, a Bond may be transferred by delivery of the Certificate issued in respect of that Bond, with the form of transfer on the back duly completed and signed by the holder or his attorney duly authorized in writing, to the specified office of the Registrar or the Transfer Agent. No transfer of a Bond will be valid unless and until entered on the Register.

Transfers of interests in the Bonds evidenced by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems.

(c) Delivery of New Certificates

Each new Certificate to be issued upon a transfer or conversion of Bonds will, within seven business days of receipt by the Registrar or, as the case may be, any other relevant Agent of the original certificate and the form of transfer duly completed and signed, be made available for collection at the specified office of the Registrar or such other relevant Agent or, if so requested in the form of transfer, be mailed by uninsured mail at the risk of the holder entitled to the Bonds (but free of charge to the holder and at the Company's expense) to the address specified in the form of transfer. The form of transfer is available at the specified office of the Registrar.

Except in the limited circumstances described in "Summary of Provisions relating to the Bonds while in Global Form", owners of interests in the Bonds will not be entitled to receive physical delivery of Certificates.

Where only part of a principal amount of the Bonds (being that of one or more Bonds) in respect of which a Certificate is issued is to be transferred or converted, a new Certificate in respect of the Bonds not so transferred or converted will, within seven business days of delivery of the original Certificate to the Registrar or other relevant Agent, be made available for collection at the specified office of the Registrar or such other relevant Agent or, if so requested in the form of transfer, be mailed by uninsured mail at the risk of the holder of the Bonds not so transferred or converted (but free of charge to the holder and at the Company's expense) to the address of such holder appearing on the Register.

For the purposes of Condition 3 and Condition 6, "**business day**" shall mean a day other than a Saturday or Sunday on which banks are open for business in the city in which the specified office of the Registrar (if a Certificate is deposited with it in connection with a transfer or conversion) or the Agent with whom a Certificate is deposited in connection with a transfer or conversion, is located.

(d) Formalities Free of Charge

Registration of a transfer of Bonds and issuance of new Certificates will be effected without charge by or on behalf of the Company or any of the Agents (including, for the avoidance of doubt, the Registrar), but upon payment (or the giving of such indemnity as the Company or any of the Agents (including, for the avoidance of doubt, the Registrar) may require) in respect of any tax or other governmental charges which may be imposed in relation to such transfer and the Agents being satisfied that the regulations concerning the transfer of the Bonds have been complied with.

(e) Closed Periods

No Bondholder may require the transfer of a Bond to be registered:

- (i) during the period of seven days ending on (and including) the dates for payment of any principal pursuant to the Conditions;
- (ii) after a Conversion Notice (as defined in Condition 6(B)) has been delivered with respect to such Bond;
- (iii) during the period of seven days ending on (and including) any date of redemption pursuant to Condition 8(B) or 8(C);
- (iv) after a Relevant Event Redemption Notice (as defined in Condition 8(D)) has been deposited in respect of such Bond pursuant to Condition 8(D) or a Put Exercise Notice (as defined in Condition 8(E)) has been deposited in respect of such Bond pursuant to Condition 8(E); or
- (v) during the period of seven days ending on (and including) any Interest Record Date (as defined in Condition 7(A)),

each such period being a “Closed Period”.

(f) Regulations

All transfers of Bonds and entries on the Register will be made subject to the detailed regulations concerning transfer of Bonds scheduled to the Indenture. The regulations may be changed by the Company, with the prior written approval of the Trustee and the Registrar. A copy of the current regulations will be made available for inspection (free of charge to the requesting Bondholder and at the expense of the Company) by the Registrar to any Bondholder upon request in writing.

4. Negative Pledge

So long as any Bond remains outstanding (as defined in the Indenture):

- (a) the Company will not, and will ensure that none of its Principal Subsidiaries will, create or have outstanding any Encumbrance upon the whole or any part of its present or future undertaking, assets or revenues (including any uncalled capital) to secure any Relevant Indebtedness, or any guarantee of, or indemnity in respect of, any Relevant Indebtedness; and
- (b) the Company will ensure that no Principal Subsidiary will create, issue or provide any guarantee for or in respect of any Relevant Indebtedness,

unless at the same time or prior thereto the Company’s obligations under the Bonds are (i) with respect to clause (a) above, secured equally and rateably therewith and (ii) with respect to clause (b) above, have the benefit of such guarantee with respect to all amounts payable by the Company under the Bonds equally and rateably with the Relevant Indebtedness, in each case to the satisfaction of the Trustee.

In these Conditions:

- (i) “**Accounts**” means, at any date or in respect of a financial year, the audited consolidated financial statements of the Company most recently published or, as the case may be, in respect of that financial year, in any such case prepared in conformity with generally accepted accounting principles in Vietnam from time to time (“**GAAP**”);
- (ii) any reference to an “Encumbrance” is to a mortgage, charge, pledge, lien or other encumbrance or security interest securing any obligation of any person;
- (iii) “**Group**” means the Company and its Subsidiaries and “**member of the Group**” shall be construed accordingly;
- (iv) “Principal Subsidiary” at any time means any member of the Group:
 - (a) which was a Subsidiary of the Company at the date to which the then latest Accounts were made up and whose total revenue and/or gross assets and/or gross profits (in each case consolidated in the case of a Subsidiary which itself has Subsidiaries) at the time of its latest financial statements (consolidated where applicable) exceeded 5% of the consolidated total revenue and/or gross assets and/or gross profits of the Group at such date, as determined by reference to such Accounts; or
 - (b) which has been a Subsidiary of the Company for more than 180 days and which became a Subsidiary of the Company subsequent to the date of the then latest Accounts and whose total

revenue and/or gross assets and/or gross profits (in each case consolidated in the case of a Subsidiary which itself has Subsidiaries) would, if consolidated financial statements of the Company were prepared in accordance with GAAP on it becoming a Subsidiary of the Company, exceed 5% of the consolidated total revenue and/or gross assets and/or gross profits of the Group as would be determined by reference to such consolidated financial statements; or

- (c) any Subsidiary of the Company which, although not a Principal Subsidiary at the date of the then latest Accounts, subsequently acquires or develops assets and/or generates revenues or profits which would, when aggregated with its existing assets and/or revenues and/or profits (in each case consolidated in the case of a Subsidiary which itself has Subsidiaries), constitute 5% or more of the consolidated total revenue and/or gross assets and/or gross profits of the Group if at any relevant time consolidated financial statements in accordance with GAAP were to have been prepared,

provided that if any Principal Subsidiary shall at any relevant time cease to have total revenue and/or gross assets and/or gross profits (in each case consolidated in the case of a Subsidiary which itself has Subsidiaries) which constitute more than 5% of the consolidated total revenues and/or gross assets and/or gross profits of the Group if consolidated financial statements of the Company were prepared at that time in accordance with GAAP, it shall at that time cease to be a Principal Subsidiary until such time as its revenues and/or gross assets (in each case consolidated in the case of a Subsidiary which itself has Subsidiaries) subsequently exceed 5% of the consolidated total revenues and/or gross assets and/or gross profits of the Group at any relevant time and *provided further* that a certificate of two directors of the Company that, in their opinion, a Subsidiary is or is not, or was or was not, at any particular time or during any particular period, a Principal Subsidiary may be relied upon by the Trustee and, if so relied upon, shall be conclusive and binding on all concerned;

- (v) any reference to “**Relevant Indebtedness**” is to any future and present indebtedness in the form of or represented or evidenced by debentures, bonds, notes, bearer participation certificates, depositary receipts, certificates of deposit or other securities or instruments or by bills of exchange drawn or accepted for the purpose of raising money which are, or are capable of being, quoted, listed, ordinarily dealt in or traded on any stock exchange or over the counter or on any other securities market but excluding, for the avoidance of doubt any indebtedness incurred in the form of domestic corporate bonds denominated in Vietnamese Dong (“**VND**”) and governed by Vietnamese law issued by the Company or any Subsidiary of the Company; and
- (vi) any reference to a “**subsidiary**” or “**Subsidiary**” of any person is to any company or other business entity in respect of which that person owns or controls (either directly or through one or more other Subsidiaries) more than 50.0% of the issued share capital or other ownership interest, or having ordinary voting power to elect directors, managers or trustees or to amend the corporate charter of such company or other business entity or any company or other business entity which at any time has its accounts consolidated with those of that person or which, under Vietnamese law, regulations or GAAP, is required to have its accounts consolidated with those of that person.

5. Interest

The Bonds bear interest from and including the Closing Date at the rate of 5.25% of the principal amount of the Bonds per annum. Interest is payable semi-annually in arrears on July 16 and January 16 in each year (each an “**Interest Payment Date**”) commencing on January 16, 2022.

Each Bond will cease to bear interest:

- (a) (subject to Condition 6(B)(iv)) where the Conversion Right attached to it shall have been exercised, from and including the Interest Payment Date last preceding its Conversion Date (as defined below) (or if such Conversion Date falls on or before the first Interest Payment Date, the Closing Date) subject to conversion of the relevant Bond in accordance with the provisions of Condition 6(B); or
- (b) from the due date for redemption thereof unless, upon due presentation thereof, payment of the full amount due is improperly withheld or refused or default is otherwise made in respect of any such payment, in which case, interest will continue to accrue at the rate aforesaid (after as well as before any judgment) up to but excluding the date on which all sums due in respect of any Bond are received by or on behalf of the relevant holder.

If interest is required to be calculated for a period of less than a complete Interest Period, it will be calculated on the basis of a 360-day year of twelve 30-day months. Interest payable under this Condition will be paid in accordance with Condition 7(A).

Save as provided in Condition 6(B)(iv), no payment or adjustment will be made on conversion for any interest accrued on converted Bonds since the Interest Payment Date last preceding the relevant Conversion Date, or, if the Bonds are converted on or before the first Interest Payment Date, since the Closing Date.

“**Interest Period**” means the payment period beginning on (and including) the Closing Date and ending on (but excluding) the first Interest Payment Date, and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.

6. Conversion

(a) *Conversion Right*

- (i) *Conversion Period*: Subject to the Company’s right to make a Cash Election and as provided in Condition 6(F) and as otherwise hereinafter provided, Bondholders have the right to convert their Bonds into Shares at any time during the Conversion Period.
- (ii) *Exercise of Conversion Rights*: The right of a Bondholder to convert any Bond into Shares is called the “**Conversion Right**”. Subject to and upon compliance with the provisions of this Condition, the Conversion Right attaching to any Bond may be exercised, at the option of the holder thereof, at any time on or after the date which is 41 days after the Closing Date up to the close of business (at the place where the Certificate evidencing such Bond is deposited for conversion) on the tenth day prior to the Maturity Date (as defined in Condition 8(A)) (both days inclusive) (but, except as provided in Condition 6(A)(v), in no event thereafter) or, if such Bond shall have been called for redemption by the Company before the Maturity Date, then up to the close of business (at the place aforesaid) on the date no later than 10 business days (in the place aforesaid) prior to the date fixed for redemption thereof or if notice requiring redemption has been given by the holder of such Bond pursuant to Conditions 8(D) or 8(E) then up to the close of business (at the place aforesaid) on the business day prior to the giving of such notice (the “**Conversion Period**”).

Subject to and as provided in Condition 6(F) and as otherwise hereinafter provided, the number of Shares to be issued on conversion of a Bond will be determined by dividing the principal amount of the Bond to be converted by the Conversion Price in effect at the Conversion Date (translated into United States Dollars at the Exchange Rate). A Conversion Right may only be exercised in respect of one or more Bonds. If more than one Bond held by the same holder is converted at any one time by the same holder, the number of Shares to be issued upon such conversion will be calculated on the basis of the aggregate principal amount of the Bonds to be converted.

- (iii) *Fractions of Shares*: Fractions of Shares will not be issued on conversion and no cash adjustments will be made in respect thereof. However, if the Conversion Right in respect of more than one Bond is exercised at any one time such that Shares to be issued on conversion are to be registered in the same name, the number of such Shares to be issued in respect thereof shall be calculated on the basis of the aggregate principal amount of such Bonds being so converted and rounded down to the nearest whole number of Shares. Notwithstanding the foregoing, in the event of a consolidation or re-classification of Shares by operation of law or otherwise occurring after July 7, 2021, which reduces the number of Shares outstanding, the Company will upon the conversion of any Bonds pay to the relevant Bondholder in cash a sum equal to such portion of the principal amount of the Bond or Bonds evidenced by the Certificate deposited by such Bondholder in connection with the exercise of Conversion Rights, aggregated as provided in this Condition 6(A)(iii), as corresponds to any fraction of a Share (translated into United States Dollars at the Exchange Rate) not issued as a result of such consolidation or re-classification aforesaid, if such sum exceeds U.S.\$10. Any such sum shall be paid not later than three Stock Exchange Business Days (as defined in Condition 6(B)(i)) after the relevant Trigger Date by transfer to the registered account of the Bondholder (as set out in Condition 7(B)).
- (iv) *Conversion Price*: The price at which Shares will be issued upon conversion (the “**Conversion Price**”) will initially be VND135,700 per Share (the “**Initial Conversion Price**”), but will be subject to adjustment in the manner provided in this Condition 6. The conversion ratio (the “**Conversion Ratio**”) is equal to the United States Dollar principal amount of each Bond divided by the then Conversion Price (translated into United States Dollars at the Exchange Rate).

For the purposes of these Conditions:

“**Exchange Rate**” means a fixed rate of exchange of VND23,012 per U.S.\$1.00.

“**United States Dollars**” or “**U.S.\$**” means United States dollars, the lawful currency of the United States of America.

“**VND**” means Vietnamese Dong, the lawful currency of the Socialist Republic of Vietnam.

(v) *Revival and/or survival after Default*: Notwithstanding the provisions of Condition 6(A)(i), if:

- (a) the Company shall default in making payment in full in respect of any Bond which shall have been called or surrendered for redemption on the date fixed for redemption thereof;
- (b) any Bond has become due and payable prior to the Maturity Date by reason of the occurrence of any of the events under Condition 10; or
- (c) any Bond is not redeemed on the Maturity Date in accordance with Condition 8(A),

the Conversion Right attaching to such Bond will revive and/or will continue to be exercisable up to, and including, the close of business (at the place where the Certificate evidencing such Bond is deposited for conversion) on the date immediately prior to the date upon which the full amount of the moneys payable in respect of such Bond has been duly received by the Paying Agent or the Trustee and notice of such receipt has been duly given to the Bondholders and, notwithstanding the provisions of Condition 6(A)(i), any Bond in respect of which the Certificate and Conversion Notice are deposited for conversion prior to such date shall be converted on the relevant Conversion Date (as defined below) notwithstanding that the full amount of the moneys payable in respect of such Bond shall have been received by the Paying Agent or the Conversion Agent before such Conversion Date or that the Conversion Period may have expired before such Conversion Date.

(vi) *Conversion Price Reset*: If the arithmetic average of the Volume Weighted Average Price for one Share (being a Share carrying full entitlement to dividends) for ten consecutive Trading Days (as defined below) ending on and including each Reset Date (each, a “**Reset Period**”) is less than the Conversion Price in effect on the relevant Reset Date, the Conversion Price shall (subject to Condition 6(B)) be reset with effect from (and including) the relevant Reset Date in accordance with the following formula:

$$\text{adjusted Conversion Price} = \text{Reset Price}$$

Any adjustment to the Conversion Price pursuant to this Condition 6(A)(vi) shall be limited so that the Conversion Price adjusted in accordance with this Condition 6(A)(vi) shall not be less than the applicable Reset Price Floor (as adjusted to reflect any adjustments required under Condition 6(C) which may have occurred prior to the relevant Reset Date).

For the purposes of these Conditions:

“**Reset Date**” means January 16 in each year, from and including January 16, 2022, with the final Reset Date being January 16, 2026.

“**Reset Price**” means the arithmetic average of the Volume Weighted Average Price for one Share (being a Share carrying full entitlement to dividends) on each Trading Day during the Reset Period.

“**Reset Price Floor**” means:

- (a) with respect to January 16, 2022, 80.0% of the Initial Conversion Price;
- (b) with respect to January 16, 2023, 77.5% of the Initial Conversion Price;
- (c) with respect to January 16, 2024, 75.0% of the Initial Conversion Price;
- (d) with respect to January 16, 2025, 75.0% of the Initial Conversion Price; and
- (e) with respect to January 16, 2026, 75.0% of the Initial Conversion Price,

provided that if any adjustment to the Conversion Price is made or is to be made in accordance with Condition 6(C) on or prior to the relevant Reset Date, the Reset Price Floor shall be adjusted by applying the provisions of Condition 6(C) in a corresponding manner to the Reset Price Floor.

(vii) *Meaning of “Shares”*: As used in these Conditions, the expression “**Shares**” means ordinary shares in the capital of the Company (which include ordinary shares of the Company listed on which the Ho Chi Minh Stock Exchange (the “**HSX**”) or, as the case may be, the Alternative Stock Exchange (each as defined below)) or shares of any class or classes resulting from any

subdivision, consolidation or re-classification of those shares, which as between themselves have no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation or dissolution of the Company. Save as provided in Condition 6(B)(iv), no payment or adjustment shall be made on conversion for any interest which otherwise would have accrued on the relevant Bonds since the Interest Payment Date immediately preceding the Conversion Date relating to such Bonds (or, if such Conversion Date falls before the first Interest Payment Date, since the Closing Date).

(b) Conversion Procedure

- (i) *Conversion Notice*: To exercise the Conversion Right attaching to any Bond, the holder thereof must, at his own expense:
 - (a) complete, execute and deposit three originals of the executed Conversion Notice delivered to the Company by tracked courier mail at 65 Nguyen Du Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam (the “**Conversion Documentation Delivery Address**”), together with any amounts required to be paid by the Bondholder under Condition 6(B)(ii);
 - (b) provide a copy of the certificate of securities trading code of such holder issued by the Vietnam Securities Depository (or the Vietnam Securities Depository and Clearing Corporation once established) (the “**VSD**”) to the Company by tracked courier mail at 65 Nguyen Du Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam or cm@novaland.com.vn or fax to +84 28 3915 3888;
 - (c) provide the account details of its securities depository account and securities trading account opened with relevant licensed securities custodian member(s) in Vietnam;
 - (d) provide the account details of its VND indirect investment capital account denominated in VND opened and maintained with a custodian bank licensed to engage in the foreign exchange business in Vietnam; and
 - (e) provide any other document or confirmation that the State Securities Commission of Vietnam or any other relevant Vietnamese authority requires with respect to the Conversion Right, as notified to the holder by the Company.

Upon receipt of the requisite documents set out in Condition 6(b)(i)(a) to (e) above, the Company shall by no later than one Stock Exchange Business Day after such receipt notify the relevant holder and such holder shall, at its own expense, deliver a duplicate copy of the executed Conversion Notice to the Conversion Agent, together with the relevant Certificate. In the case of originals of the Conversion Notice that are required to be delivered under this Condition, such originals shall be deemed to be delivered to the Company at such time when such originals are marked as having been delivered to the Company at the Conversion Documentation Delivery Address by the courier.

The Conversion Agent shall have no obligation to verify the accuracy, validity and/or genuineness of any documents (except for the Conversion Notice) provided by the holders and shall not be liable to any person for not doing so.

Conversion Rights shall be exercised subject in each case to any applicable fiscal or other laws or regulations applicable in the jurisdiction in which the specified office of the Conversion Agent to whom the relevant Conversion Notice is delivered is located.

If such delivery is made after the end of such normal business hours between 9:00 a.m. and 3:00 p.m. or on a day which is not a business day in the place of the specified office of the Conversion Agent, such delivery shall be deemed for all purposes of these Conditions to have been made on the next following business day.

The conversion date in respect of a Bond (the “**Conversion Date**”) must fall at a time when the Conversion Right attaching to that Bond is expressed in these Conditions to be exercisable (subject to the provisions of Condition 6(A)(v) above) and will be the Stock Exchange Business Day (as defined below) immediately following the date of the surrender of the Certificate in respect of such Bond and delivery of the copy of the executed Conversion Notice to the Conversion Agent. A Conversion Notice once delivered shall be irrevocable and may not be withdrawn unless the Company consents in writing to such withdrawal. “**Stock Exchange Business Day**” means any day (other than a Saturday or Sunday) on which the HSX or the

Alternative Stock Exchange (as defined in Condition 6(C) below), as the case may be, is open for the business of dealing in securities.

- (ii) *Stamp Duty etc.*: A Bondholder delivering a Certificate in respect of a Bond for conversion must pay any taxes and capital, stamp, issue and registration duties arising on conversion (other than any taxes or capital or stamp duties payable in Vietnam or, as the case may be, the jurisdiction in which the Alternative Stock Exchange is located, in respect of the registration of increased charter capital of the Company with the Department of Planning and Investment of Ho Chi Minh City (the “DPI”), the allotment, issue and delivery of Shares on conversion, the registration and deposit of the Shares with the VSD or, as the case may be, the securities depository of the Alternative Stock Exchange and listing of the Shares on the HSX or, as the case may be, the Alternative Stock Exchange, which shall be paid by the Company) (the “Taxes”) and such Bondholder must pay all, if any, taxes arising by reference to any disposal or deemed disposal of a Bond in connection with such conversion, in each case directly to the relevant authority. The Company will pay all other expenses arising on the issue of Shares on conversion of Bonds. Neither the Trustee nor any Agent is under an obligation to determine whether the Company or a Bondholder is liable to pay any Taxes, the amounts payable (if any) in connection with this Condition 6(B)(ii) and whether any Taxes have been paid or the sufficiency thereof.
- (iii) *Corporate and Regulatory Approvals; Registration*: As soon as practicable, and in any event by no later than the date falling 25 Stock Exchange Business Days after the Conversion Date (the “Trigger Date”), the Company will cause all required or necessary corporate and regulatory procedures, formalities and requirements to be completed for the purpose of the conversion of Bonds into Shares under the relevant Conversion Notice, the registration and deposit of such Shares with the VSD or the securities depository of the Alternative Stock Exchange (as the case may be) and the listing of such Shares on the HSX or the Alternative Stock Exchange (as the case may be), which, for so long as the Shares are listed on the HSX, include, among other things, (i) notification to the State Securities Commission of Vietnam and the State Bank of Vietnam of the conversion of the Bonds and issuance of such Shares, (ii) (A) registration and deposit of such Shares with the VSD and (B) registration of the relevant Bondholder or Bondholders as holder(s) of the relevant number of Shares by the VSD in the Company’s register of shareholders, (iii) approval by the HSX for the listing and trading of such Shares on the HSX, (iv) issuance of such certificate or certificates evidencing such Shares to be made available for collection at the specified office of the Company notified to Bondholders in accordance with Condition 16 or, if so requested in the relevant Conversion Notice, mail (at the risk, and, if sent at the request of such person otherwise than by ordinary mail, at the expense, of the person to whom such certificate or certificates are sent) such certificate or certificates to the person and at the place specified in the Conversion Notice, together (in either case) with any other securities, property or cash required to be delivered upon conversion and such assignments and other documents (if any) as may be required by law to effect the transfer thereof, in which case a single share certificate will be issued in respect of all Shares issued on conversion of Bonds subject to the same Conversion Notice and which are to be registered in the same name, (v) amendment to the foreign borrowing approval granted by the State Bank of Vietnam with respect to the converted Bonds, (vi) registration of the increased charter capital resulting from the conversion of Bonds with the DPI, (vii) amendment to the charter of the Company updating, among others, the increased charter capital resulting from the conversion of the Bonds; (viii) all necessary approvals by the General Meeting of Shareholders of the Company, and (ix) certain reporting and public disclosure requirements applicable to the Company before and after the conversion of Bonds.

If (a) the Conversion Date in relation to any Bond shall be on or after the record date for determining the entitlement for any issue, distribution, grant, offer or other event as gives rise to the adjustment of the Conversion Price pursuant to Condition 6(C), but before the relevant adjustment becomes effective under the relevant Condition, or (b) the record date for any issue, distribution, grant, offer or other event as gives rise to the adjustment of the Conversion Price pursuant to Condition 6(C) (other than the payment of any dividend or other distribution in respect of the Shares in respect of which the Company is required to pay to the converting Bondholder an Equivalent Amount, as set out below) falls after the Conversion Date but before the earlier of the Registration Date and the Trigger Date, as the case may be, upon the relevant adjustment becoming effective, the Company shall procure the issue to the converting Bondholder (or in accordance with the instructions contained in the Conversion Notice (subject to applicable exchange control or other laws or other regulations)), such additional number of Shares as is,

together with Shares to be issued on conversion of the Bonds, equal to the number of Shares which would have been required to be issued on conversion of such Bond and/ or, in the circumstances where the cash settlement provisions of Condition 6(F) apply, the Company shall procure that there is paid to the converting Bondholder any such additional cash payment as shall be determined by an Independent Investment Bank to be fair and reasonable taking into account the operation of the provisions of Condition 6(F) in relation to the relevant exercise of Conversion Rights, in each case as if the relevant adjustment to the Conversion Price had been made and become effective on or immediately after the relevant record date or, in the case of the record date falling after the Conversion Date, immediately prior to the Conversion Date. Any such additional Shares shall be issued in accordance with the first paragraph of this Condition 6(B)(iii) and in any event within 25 Stock Exchange Business Days after the relevant Conversion Date, and any such additional cash payment shall be made as soon as practicable and in any event no later than three Stock Exchange Business Days following the Trigger Date.

The person or persons specified for that purpose in the Conversion Notice will become the holder of record of the number of Shares issuable upon conversion with effect from the date he is or they are registered as such by the VSD or the securities depositary of the Alternative Stock Exchange (as the case may be) in the Company's register of shareholders (the "**Registration Date**"); *provided that* the Registration Date in relation to the relevant Shares shall occur no later than the date on which the procedures, formalities and requirements listed in the first paragraph of this Condition 6(B)(iii) shall be completed. The Shares issued upon conversion of the Bonds will be fully-paid, non-assessable and in all respects rank *pari passu* with the Shares in issue on the relevant Registration Date, including as to listing. Save as set out in these Conditions, a holder of Shares issued on conversion of the Bonds shall not be entitled to any rights the record date for which precedes the relevant Registration Date.

If the record date for the payment of any dividend or other distribution in respect of the Shares is on or after the Conversion Date in respect of any Bond, but before the earlier of the Registration Date and the Trigger Date, as the case may be (disregarding any retroactive adjustment of the Conversion Price referred to in this sub-paragraph (iii) prior to the time such retroactive adjustment shall have become effective), the Company will pay to the converting Bondholder or his designee an amount (the "**Equivalent Amount**") in United States Dollars equal to the Fair Market Value (as defined below) (translated into United States Dollars at the Prevailing Rate (as defined in Condition 6(F)) of such dividend or other distribution to which he would have been entitled had he on that record date been a shareholder of record, and will make the payment at the same time as it makes payment of the dividend or other distribution, or as soon as practicable thereafter, but, in any event, not later than three Stock Exchange Business Days thereafter. The Equivalent Amount shall be paid by transfer to the registered account of the Bondholder (as set out in Condition 7(B)).

- (iv) *Interest Accrual*: If any notice requiring the redemption of any Bonds is given pursuant to Conditions 8(B) or 8(C) during the period (x) beginning on the fifteenth day prior to a record date which has occurred since the last Interest Payment Date (or in the case of the first Interest Period, since the Closing Date) in respect of any dividend or distribution payable in respect of the Shares and (y) ending on the Interest Payment Date next following such record date, where such notice specifies a date for redemption falling on or prior to the date which is 14 days after the Interest Payment Date next following such record date, interest shall (subject as hereinafter provided) accrue on Bonds in respect of which Conversion Rights shall have been exercised and in respect of which the Conversion Date falls after such record date and on or prior to the Interest Payment Date next following such record date in each case from and including the preceding Interest Payment Date (or, if the relevant Conversion Date falls on or before the first Interest Payment Date, from, and including, the Closing Date to, but excluding, the relevant Conversion Date) to, but excluding such Conversion Date; *provided that* no such interest shall accrue on any Bond in the event that the Shares issued on conversion thereof shall carry an entitlement to receive such dividend or distribution or in the event the Bond carries an entitlement to receive an Equivalent Amount. Any such interest shall be paid not later than 14 days after the relevant Conversion Date by transfer to the registered account of the Bondholder (as set out in Condition 7(B)).

(c) *Adjustments to Conversion Price*

The Conversion Price and the Reset Price will be subject to adjustment upon the occurrence of the following events, *provided that*, if the effective date of an adjustment event occurs during a Reset

Period, the Reset Price shall be adjusted by applying the provisions of this Condition 6(C) in a corresponding manner to the Volume Weighted Average Price for each Trading Day used in the calculation of the Reset Price for the period up to and including the effective date of such adjustment event:

- (1) *Consolidation, Subdivision or Reclassification:* If and whenever there shall be an alteration to the nominal value of the Shares as a result of consolidation, subdivision or reclassification, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such alteration by the following fraction:

$$\frac{A}{B}$$

where:

A is the nominal amount of one Share immediately after such alteration; and

B is the nominal amount of one Share immediately before such alteration.

Such adjustment shall become effective on the date the alteration takes effect.

- (2) *Capitalization of Profits or Reserves:*

If and whenever the Company shall issue any Shares credited as fully paid to the holders of Shares (“Shareholders”) by way of capitalization of profits or reserves (including any share premium account) including Shares paid up out of distributable profits or reserves and/or share premium account other than Shares issued in lieu of the whole or any part of a specifically declared cash Dividend which the Shareholders would or could otherwise have received, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue or, as the case may be, the relevant record date by the following fraction:

$$\frac{A}{B}$$

where:

A is the aggregate nominal amount of the issued Shares immediately before such issue; and

B is the aggregate nominal amount of the issued Shares immediately after such issue.

Such adjustment shall become effective on the date of issue of such Shares or if a record date is fixed therefor, immediately after such record date.

- (3) *Dividends:* If and whenever the Company shall pay or make any Dividend (as defined below) to the Shareholders (except and only to the extent that the Conversion Price falls to be adjusted under Condition 6(C)(2) above), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A - B}{A}$$

where:

A is (i) the Current Market Price of one Share on the last Trading Day preceding the date on which the record date, per Share amount, and other particulars of the Dividend are first publicly announced or (ii) in the case of a purchase of Shares by or on behalf of the Company or any Subsidiary of the Company, the Current Market Price of one Share on the last Trading Day preceding the date on which such Shares are purchased or (iii) in the case of a Spin-Off, is the mean of the Volume Weighted Average Price of a Share for the twenty consecutive Trading Days ending on the Trading Day immediately preceding the first date on which the Shares are traded ex-the relevant Spin-Off (disregarding for this purpose the provisos to the definition of Current Market Price); and

B is the portion of the Fair Market Value of the Dividend attributable to one Share on the date on which the record date, per Share amount, and other particulars of the Dividend are first publicly announced, with such portion being determined by dividing the Fair Market Value of the aggregate Dividend by the number of Shares entitled to receive the relevant Dividend (or, in the case of a purchase, redemption or buy-back of Shares by or on behalf of the Company or any Subsidiary of the Company, by the number of Shares in issue immediately prior to such purchase, redemption or buy-back).

Such adjustment shall become effective on the Effective Date or, if later, the first date on which the Fair Market Value of the relevant Dividend is capable of being determined as provided herein.

“**Effective Date**” means, in respect of this Condition 6(C)(3), the first date on which the Shares are traded ex-the relevant Dividend or, in the case of a purchase, redemption or buy-back of Shares, the date on which such purchase, redemption or buy-back is made or, in the case of a Spin-Off, on the first date on which the Shares are traded ex-the relevant Spin-Off.

For the purposes of the above, the Fair Market Value of a Dividend shall (subject as provided in paragraph (i) of the definition of “**Dividend**” below) be determined as at the Effective Date.

- (4) *Rights Issues of Shares or Options over Shares:* If and whenever the Company shall issue Shares to all or substantially all Shareholders as a class by way of rights issue, or issue or grant to all or substantially all Shareholders as a class by way of rights issue, options, warrants or other rights to subscribe for or purchase or otherwise acquire any Shares, in each case at a price per Share which is less than 90.0% of the Current Market Price per Share on the last Trading Day preceding the date of the first public announcement of the terms of the issue or grant of such Shares, options, warrants or other rights (and notwithstanding that the relevant issue or grant may be or is expressed to be subject to Shareholder or other approvals or consents) the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue or grant or, as the case may be, the relevant record date by the following fraction:

$$\frac{A + B}{A + C}$$

where:

- A is the number of Shares in issue immediately before such announcement;
- B is the number of Shares which the aggregate amount (if any) payable for the Shares issued by way of rights or for the options, warrants or other rights issued or granted by way of rights and for the total number of Shares comprised therein would subscribe for, purchase or otherwise acquire at such Current Market Price per Share; and
- C is the aggregate number of Shares issued or, as the case may be, the maximum number of Shares which may be issued upon exercise of such options, warrants or rights calculated as at the date of issue or grant of such options, warrants or other rights.

Such adjustment shall become effective on the date of issue of such Shares or issue or grant of such options, warrants or other rights or where a record date is set, the first date on which the Shares are traded ex-rights, ex-options or ex-warrants, as the case may be.

- (5) *Rights Issues of Other Securities:* If and whenever the Company shall issue any securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire any Shares) to all or substantially all Shareholders as a class by way of rights issue, or grant to all or substantially all Shareholders as a class by way of rights issue, options, warrants or other rights to subscribe for, purchase or otherwise acquire any securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire Shares), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue or grant or, as the case may be, the relevant record date by the following fraction:

$$\frac{A - B}{A}$$

where:

- A is the Current Market Price of one Share on the last Trading Day preceding the date on which such record date, per Share entitlement and other particulars of the issue or grant are first publicly announced; and
- B is the difference between the Fair Market Value of one security on a per Share basis on the date of such announcement and the issue price of one security on a per Share basis on such issue or grant.

Such adjustment shall become effective on the date of issue of the securities or the issue or grant of such rights, options or warrants (as the case may be) or where a record date is set, the first date on which the Shares are traded ex-rights, ex-options or ex-warrants, as the case may be.

- (6) *Issues at less than Current Market Price:* If and whenever the Company shall issue (otherwise than as mentioned in Condition 6(C)(4) above) any Shares (other than Shares issued on the exercise of Conversion Rights or on the exercise of any other rights of conversion into, or exchange or subscription for or purchase of, Shares) or issue or grant (otherwise than as mentioned in Condition 6(C)(4) above) options, warrants or other rights to subscribe for, purchase or otherwise acquire any Shares (other than the Bonds, including for this purpose any further bonds issued pursuant to Condition 15) (the issue price of such Shares, options, warrants or other rights to be determined at Fair Market Value), in each case at a price per Share which is less than 90.0% of the Current Market Price on the last Trading Day preceding the date of the first public announcement of the terms of such issue or grant, (for the avoidance of doubt, excluding the issue or grant of options, warrants or other rights to subscribe or purchase, directly or indirectly, Shares pursuant to any Employee Share Scheme), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue or grant by the following fraction:

$$\frac{A + B}{C}$$

where:

- A is the number of Shares in issue immediately before the issue of such additional Shares or the issue or grant of such options, warrants or other rights;
- B is the number of Shares which the aggregate consideration (if any) receivable for the issue of such additional Shares or, as the case may be, for the Shares to be issued or otherwise made available upon the exercise of any such options, warrants or rights, would purchase at such Current Market Price per Share; and
- C is the number of Shares in issue immediately after the issue of such additional Shares or, as the case may be, the maximum number of Shares which may be issued upon exercise of such options, warrants or rights calculated as at the date of issue or grant of such options, warrants or rights.

References to additional Shares in the above formula shall, in the case of an issue by the Company of options, warrants or other rights to subscribe for or purchase Shares, mean such Shares to be issued assuming that such options, warrants or other rights are exercised in full at the initial exercise price (if applicable) on the date of issue or grant of such options, warrants or other rights.

Such adjustment shall become effective on the date of issue of such additional Shares or, as the case may be, the issue or grant of such options, warrants or rights.

- (7) *Other Issues at less than Current Market Price:* Save in the case of an issue of securities arising from a conversion or exchange of other securities in accordance with the terms applicable to such securities themselves falling within this Condition 6(C)(7), if and whenever the Company or any of its Subsidiaries (otherwise than as mentioned in Condition 6(C)(4), 6(C)(5) or 6(C)(6)), or (at the direction or request of or pursuant to any arrangements with the Company or any of its Subsidiaries), any other company, person or entity shall issue any securities (other than the Bonds, excluding for this purpose any further bonds issued pursuant to Condition 15) which by their terms of issue carry (directly or indirectly) rights of conversion into, or exchange or subscription for, Shares (or shall grant any such rights in respect of existing securities so issued) at a consideration per Share which is less than 90.0% of the Current Market Price on the last Trading Day preceding the date of announcement of the terms of issue of such securities (or the terms of such grant), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue (or grant) by the following fraction:

$$\frac{A + B}{A + C}$$

where:

- A is the aggregate number of Shares in issue immediately before such issue;
- B is the number of Shares which the aggregate consideration receivable by the Company for the Shares to be issued on conversion or exchange or on exercise of the right of subscription attached to such securities would purchase at such Current Market Price per Share; and

C is the maximum number of Shares to be issued on conversion or exchange of such securities or on the exercise of such rights of subscription attached thereto at the initial conversion, exchange or subscription price or rate on the issue date of such securities.

Such adjustment shall become effective on the date of issue of such securities or, as the case may be, the grant of such rights.

- (8) *Modification of Rights of Conversion etc.:* If and whenever there shall be any modification of the rights of conversion, exchange or subscription attaching to any such securities (excluding for this purpose the Bonds and any further bonds issued pursuant to Condition 15) as are mentioned in Condition 6(C)(6) and/or Condition 6(C)(7) (other than in accordance with the terms applicable to such securities upon issue) so that the consideration per Share receivable following the modification is less than 90.0% of the Current Market Price on the last Trading Day preceding the date of the first public announcement of the proposals for such modification, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such modification by the following fraction:

$$\frac{A + B}{A + C}$$

where:

A is the aggregate number of Shares in issue immediately before such modification;

B is the maximum number of Shares which the aggregate consideration receivable by the Company for the Shares to be issued on conversion or exchange or on exercise of the right of subscription attached to the securities so modified would purchase at such Current Market Price per Share or, if lower, the existing conversion, exchange or subscription price of such securities; and

C is the maximum number of Shares to be issued on conversion or exchange of such securities or on the exercise of such rights of subscription attached thereto at the modified conversion, exchange or subscription or purchase price or rate but giving credit in such manner as an Independent Investment Bank, considers appropriate (if at all) for any previous adjustment under this Condition 6(C)(8) or Condition 6(C)(7).

Such adjustment shall become effective on the date of modification of the rights of conversion, exchange or subscription attaching to such securities.

- (9) *Other Offers to Shareholders:* If and whenever the Company or any of its Subsidiaries or (at the direction or request of or pursuant to any arrangements with the Company or any of its Subsidiaries) any other company, person or entity offers, issues, sells or distributes any securities in connection with which offer, issue, sale or distribution the Shareholders as a class (meaning for these purposes the holders of at least 60.0% of the Shares outstanding at the time such offer, issue, sale or distribution is made) are entitled to participate in arrangements whereby such securities may be acquired by them (except where the Conversion Price falls to be adjusted under Condition 6(C)(2), Condition 6(C)(3), Condition 6(C)(6), Condition 6(C)(7) above or Condition 6(C)(10) below), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the making of such offer, issue, sale or distribution by the following fraction:

$$\frac{A - B}{A}$$

where:

A is the Current Market Price of one Share on the last Trading Day preceding the date on which such offer, issue, sale or distribution is publicly announced (and notwithstanding that the relevant offer, issue, sale or distribution may be or is expressed to be subject to shareholder or other approvals or consents); and

B is the difference between the Fair Market Value of the securities offered, issued, sold or distributed on a per Share basis on the date of such announcement and the consideration for the securities offered, issued, sold or distributed on a per Share basis on such offer, issue, sale or distribution.

Such adjustment shall become effective on the date of the relevant offer, issue, sale or distribution of the securities.

- (10) *Other Events*: If the Company determines that an adjustment should be made to the Conversion Price as a result of one or more events or circumstances not referred to in this Condition 6(C), the Company shall, at its own expense and acting reasonably, request an Independent Investment Bank to determine as soon as practicable what adjustment (if any) to the Conversion Price is fair and reasonable to take account thereof, if the adjustment would result in a reduction in the Conversion Price, and the date on which such adjustment should take effect and upon such determination by the Independent Investment Bank such adjustment (if any) shall be made and shall take effect in accordance with such determination, *provided that* where the events or circumstances giving rise to any adjustment pursuant to this Condition 6(C) have already resulted or will result in an adjustment to the Conversion Price or where the circumstances giving rise to any adjustment arise by virtue of events or circumstances which have already given rise or will give rise to an adjustment to the Conversion Price, such modification (if any) shall be made to the operation of the provisions of this Condition 6(C) as may be advised by the Independent Investment Bank to be in their opinion appropriate to give the intended result, *provided that* an adjustment shall only be made pursuant to this Condition 6(C)(10) if it would result in a reduction to the Conversion Price.

For the purposes of these Conditions:

“Alternative Stock Exchange” means at any time, in the case of the Shares, if they are not at that time listed and traded on the HSX, the principal stock exchange or securities market on which the Shares are then listed or quoted or dealt in.

“Closing Price” for the Shares for any Trading Day shall be the closing market price quoted by the HSX or, as the case may be, the Alternative Stock Exchange for such Trading Day.

“Current Market Price” means, in respect of a Share at a particular date, the average of the Closing Prices for one Share (being a Share carrying full entitlement to dividend) for the twenty consecutive Trading Days ending on the Trading Day immediately preceding such date; *provided that* if at any time during the said twenty Trading Day period the Shares shall have been quoted ex-dividend (or ex-any other entitlement) and during some other part of that period the Shares shall have been quoted cum-dividend (or cum-any other entitlement) then:

- (i) if the Shares to be issued in such circumstances do not rank for the dividend (or entitlement) in question, the quotations on the dates on which the Shares shall have been quoted cum-dividend (or cum-any other entitlement) shall for the purpose of this definition be deemed to be the amount thereof reduced by an amount equal to the Fair Market Value of any such dividend (or entitlement) per Share; or
- (ii) if the Shares to be issued in such circumstances rank for the dividend (or entitlement) in question, the quotations on the dates on which the Shares shall have been quoted ex-dividend (or ex-any other entitlement) shall for the purpose of this definition be deemed to be the amount thereof increased by such similar amount;

and *provided further* that if the Shares on each of the said twenty Trading Days have been quoted cum-dividend (or cum-any other entitlement) in respect of a dividend or entitlement which has been declared or announced but the Shares to be issued do not rank for that dividend (or entitlement), the quotations on each of such dates shall for the purpose of this definition be deemed to be the amount thereof reduced by an amount equal to the Fair Market Value of that dividend (or cum-any other entitlement) per Share as at the date of the first public announcement of such dividend or entitlement.

“Dividend” means any dividend or distribution (whether of cash or of assets in specie, and including a Spin-Off) by the Company (for any financial period and whenever paid or made and however described) (and for these purposes a distribution of assets in specie includes without limitation an issue of Shares or other securities credited as fully or partly paid by way of capitalization of profits or reserves) *provided that*:

- (i) where a cash Dividend is announced which is to be, or may at the election of a Shareholder or Shareholders be, satisfied by the issue or delivery of Shares or assets in specie, or where a capitalization of profits or reserves is announced which is to be, or may at the election of a Shareholder or Shareholders be, satisfied by the payment of a cash Dividend, then for the purposes of this definition the Dividend in question shall be treated as a Dividend of the greater of (a) such cash Dividend and (b) the Fair Market Value (on the date of the first public announcement of such Dividend or capitalization (as the case may be) or if later, the date on which the number of Shares

(or amount of assets in specie, as the case may be) which may be issued or delivered is determined), of such Shares or other assets;

- (ii) any issue of Shares falling within Condition 6(C)(2) shall be disregarded; and
- (iii) a purchase or redemption of share capital of the Company by or on behalf of the Company or any Subsidiary of the Company shall not constitute a Dividend unless, in the case of purchases or redemptions of Shares by or on behalf of the Company or any of its Subsidiaries, the volume weighted average price per Share (before expenses) on any one day in respect of such purchases or redemptions exceeds by more than 10.0% of the Volume Weighted Average Price of the Shares on either (a) that day or (b) where an announcement (excluding for the avoidance of doubt for these purposes, any general authority for such purchases or redemptions approved by a general meeting of Shareholders of the Company or any notice convening such a meeting of Shareholders) has been made of the intention to purchase or redeem Shares at some future date at a specified price, on the Trading Day immediately preceding the date of such announcement, and, if in the case of (a) the relevant day is not a Trading Day, the immediately preceding Trading Day, in which case such purchase or redemption shall be deemed to constitute a Dividend to the extent that the aggregate price paid (before expenses) in respect of such Shares purchased or redeemed by or on behalf of the Company or, as the case may be, a Subsidiary of the Company exceeds the product of (1) 110.0% of the Volume Weighted Average Price of the Shares determined as aforesaid and (2) the number of Shares so purchased or redeemed.

“Employee Share Scheme” means any scheme involving the issue, offer or grant (with or without consideration) by the Company or any of its Subsidiaries of rights or options over Shares or other securities of the Company or any of its Subsidiaries to, or for the benefit of, specified participants (including, without limitation, employees (including directors) or former employees of the Company, its Subsidiaries and/or associated companies, or persons related to such employees (including directors) and former employees) of such schemes or any arrangement involving the issue, offer or grant of rights or options (with or without consideration) to participants over Shares or other securities of the Company or any of its Subsidiaries which is analogous to an Employee Share Scheme provided (i) that the aggregate number of Shares (whether directly or through the exercise of rights, options or other securities) or other securities which may be issued pursuant to any Employee Share Scheme shall in no event exceed the lesser of (a) 5.0% of the total issued and outstanding share capital of the Company or any such Subsidiary as of the time of adoption of such Employee Share Scheme and (b) such other limit as required by law, and (ii) such scheme is in compliance with the listing rules of the HSX or, if applicable, those of Alternative Stock Exchange.

“Fair Market Value” means, with respect to any assets, security, option, warrants or other right on any date, the fair market value of that asset, security, option, warrant or other right (converted into United States Dollars (if expressed in a currency other than United States Dollars) at the Exchange Rate) as determined in good faith by an Independent Investment Bank *provided that*: (i) the fair market value of a cash Dividend paid or to be paid per Share shall be the amount of such cash Dividend per Share determined as at the date of announcement of such Dividend; (ii) the Fair Market Value of any other cash amount shall be the amount of such cash; (iii) where options, warrants, other rights or Spin-Off Securities are publicly traded in a market of adequate liquidity (as determined by such Independent Investment Bank) the fair market value of such options, warrants or other rights shall be equal to the arithmetic mean of the daily closing prices of such options, warrants, other rights or Spin-Off Securities during the period of five trading days on the relevant market commencing on such date (or, if later, the first such trading day such options, warrants, other rights or Spin-Off Securities are publicly traded); or (iv) where such options, warrants, rights or Spin-Off Securities are not publicly traded (as aforesaid) or, if publicly traded but the fair market value of such options, warrants, other rights or Spin-Off Securities is not capable of being determined in accordance with (iii) above, the fair market value of such options, warrants, rights or Spin-Off Securities will be determined by an Independent Investment Bank on the basis of a commonly accepted market valuation method and taking account such factors as it considers appropriate, including the market price per Share, the dividend yield of a Share, the volatility of such market price, prevailing interest rates and the terms of such options, warrants, other rights or Spin-Off Securities, including as to the expiry date and exercise price (if any) thereof.

“Independent Investment Bank” means an independent investment bank of international repute (acting as expert) selected by the Company and notified in writing to the Trustee.

“Spin-Off” means:

- (i) a distribution of Spin-Off Securities by the Company to Shareholders as a class; or
- (ii) any issue, transfer or delivery of any property or assets (including cash or shares or securities of or in or issued or allotted by any entity (other than the Company)) to Shareholders as a class, pursuant to any arrangements with the Company or any of its Subsidiaries.

“Spin-Off Securities” means equity share capital of an entity other than the Company or options, warrants or other rights to subscribe for or purchase equity share capital of an entity other than the Company.

“Trading Day” means a day when the HSX or, as the case may be, an Alternative Stock Exchange is open for dealing business, *provided that* if no Closing Price is reported for one or more consecutive dealing days such day or days will be disregarded in any relevant calculation and shall be deemed not to have been dealing days when ascertaining any period of dealing days.

“Volume Weighted Average Price” means, in respect of a Share on any Trading Day, the order book volume-weighted average price of a Share published by or derived from Bloomberg page “VWAP” (or its equivalent successor page if such page is not available) or such other source as shall be determined to be appropriate by an Independent Investment Bank on such Trading Day, *provided that* if on any such Trading Day such price is not available or cannot otherwise be determined as provided above, the Volume Weighted Average Price of a Share in respect of such Trading Day shall be the Volume Weighted Average Price, determined as provided above, on the immediately preceding Trading Day on which the same can be so determined.

On any adjustment, the relevant Conversion Price, if not an integral multiple of VND1,000, shall be rounded down to the nearest VND1,000. No adjustment shall be made to the Conversion Price where such adjustment (rounded down if applicable) would be less than 1.0% of the Conversion Price then in effect. Any adjustment not required to be made shall be carried forward and taken into account in any subsequent adjustment. Notice of any adjustment shall be given to Bondholders, the Trustee and the Conversion Agent in accordance with Condition 16 as soon as practicable after the determination thereof.

The Conversion Price may not be reduced so that, on conversion of Bonds, Shares would fall to be issued at a discount to their par value.

Where more than one event which gives or may give rise to an adjustment to the Conversion Price occurs within such a short period of time that in the opinion of an Independent Investment Bank, the foregoing provisions would need to be operated subject to some modification in order to give the intended result, such modification shall be made to the operation of the foregoing provisions as may be advised by such Independent Investment Bank to be in their opinion appropriate in order to give such intended result.

No adjustment will be made to the Conversion Price when Shares or other securities (including rights or options) are issued, offered or granted to employees (including directors) of the Company or any Subsidiary of the Company pursuant to any Employee Share Scheme.

No adjustment involving an increase in the Conversion Price will be made, except in the case of a consolidation of the Shares as referred to in Condition 6(C)(1) above.

The Trustee and the Conversion Agent shall not be under any duty to monitor whether any event or circumstance has happened or exists which may require an adjustment to be made to the Conversion Price or Reset Price or any calculation (or verification thereof) in connection with the Conversion Price or Reset Price and will not be responsible to Bondholders or any other person for any loss arising from any failure by it to do so.

(d) Change of Control

Following the occurrence of a Change of Control (as defined in Condition 8(D)), the Company shall give or procure that there is given to the Trustee, the Paying Agent and the Bondholders in accordance with Condition 16 a Relevant Event Redemption Notice (as provided in Condition 8(D)) within 14 days following the first day on which it becomes aware of such occurrence. The Relevant Event Redemption Notice shall contain a statement informing Bondholders of their entitlement to exercise their rights to require redemption of the Bonds pursuant to Condition 8(D). The Relevant Event Redemption Notice shall also specify:

- (i) the Conversion Price immediately prior to the occurrence of the Change of Control;

- (ii) the Closing Price of a Share as at the latest practicable date prior to the publication of such notice;
- (iii) the last day of the Change of Control Conversion Period;
- (iv) the Relevant Event Redemption Date; and
- (v) such other information relating to the Change of Control as the Trustee may reasonably require.

If, following the occurrence of a Change of Control, Conversion Rights are exercised during the Change of Control Conversion Period, the Conversion Price applicable to any such exercise of Conversion Rights shall be adjusted in accordance with the following equation:

$$\text{NCP} = \frac{\text{OCP}}{1 + (\text{CP} \times c/t)}$$

where:

NCP is the new Conversion Price after such adjustment;

OCP is the Conversion Price in force immediately before such adjustment, and for the avoidance of doubt, OCP for the purposes of this Condition shall be the Conversion Price in effect on the relevant Conversion Date;

CP is the conversion premium of 15.0%, expressed as a fraction;

c is the number of days from and including the first day of the Change of Control Conversion Period to but excluding the Maturity Date; and

t is the number of days from and including the Closing Date to but excluding the Maturity Date.

For the purposes of this Condition 6(D), the “**Change of Control Conversion Period**” means a period of 30 days from the later of (a) the date of occurrence of a Change of Control and (b) the date on which the Relevant Event Redemption Notice relating to such Change of Control is given to the Trustee, the Paying Agent and the Bondholders.

(e) Covenants

The Company has undertaken in the Indenture, amongst other things, that so long as any Bond remains outstanding, save with the approval of the holders of a majority in aggregate principal amount of the outstanding Bonds:

- (i) it will use its best endeavors (a) to maintain a listing for all the issued Shares on the HSX, (b) to obtain and maintain, the registration and deposit of all the Shares issued on the exercise of the Conversion Rights attaching to the Bonds with the VSD and a listing of such Shares on the HSX, and if the Company is unable to obtain or maintain such registration, deposit and listing, to use its best endeavors to obtain and maintain a listing for all the issued Shares on an Alternative Stock Exchange and the registration and deposit of such Shares with the securities depository of the Alternative Stock Exchange, as the Company may from time to time determine and will forthwith give notice to the Bondholders in accordance with Condition 16 below of the listing or delisting of the Shares (as a class) by any of such stock exchanges, and (c) to procure to maintain sufficient permitted foreign ownership capacity to allow for the conversion of the Bonds into Shares pursuant to the terms and conditions of the Bonds;
- (ii) it will pay the expenses of the issue of, and all expenses of obtaining registration and deposit and listing for Shares arising on conversion of the Bonds;
- (iii) it will not make any reduction of its ordinary share capital or any reduction of any uncalled liability on its ordinary share capital in respect thereof or of any share premium account except, in each case, where the reduction is permitted by applicable law and results in (or would, but for the provision of these Conditions relating to rounding or the carry forward of adjustments, result in) an adjustment to the Conversion Price or is otherwise taken into account for the purposes of determining whether such an adjustment should be made;
- (iv) it will use its best endeavors to maintain the listing of the Bonds on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and if the Company is unable to maintain such listing, to use its best endeavors to obtain and maintain a listing on another internationally recognized stock exchange and will forthwith give notice to the Bondholders in accordance with Condition 16 below of the listing or delisting of the Bonds by any such stock exchange; and

- (v) it will, promptly upon it being necessary to obtain an opinion, advice, determination or calculation of or by an Independent Investment Bank arising pursuant to the Conditions, select and designate an Independent Investment Bank, and notify the Trustee in writing of such selection and designation, sufficiently in advance before such opinion, advice, determination or calculation is required pursuant to the Conditions to be delivered or made.

In the Indenture, the Company has also undertaken with the Trustee that so long as any Bond remains outstanding, it will not make any offer, issue or distribute or take any action the effect of which would be that, on conversion of the Bonds, Shares would (but for the provisions of Condition 6(C)) have to be issued at a discount or otherwise could not, under any applicable law then in effect, be legally issued as fully paid, *provided always* that the Company shall not be prohibited from purchasing its Shares to the extent permitted by law.

The Company has also given certain other undertakings in the Indenture for the protection of the Conversion Rights.

(f) Cash Settlement

Upon the delivery of a Conversion Notice by a Bondholder, the Company may make an election (“**Cash Election**”) by giving the relevant Bondholder an irrevocable notice (a “**Cash Election Notice**”) by not later than the date (the “**Cash Election Exercise Date**”) falling ten Stock Exchange Business Days following the relevant Conversion Date, to the address (or, if any, the fax number or email address) specified for that purpose in the relevant Conversion Notice, with a copy to the Trustee and Conversion Agent, to satisfy the exercise of the Conversion Right in respect of the relevant Bonds in whole or in part by making payment of the Cash Settlement Amount in respect of such Bonds. Such Cash Election Notice shall, if the Cash Election is made in part, specify the number of Shares that are to be delivered in respect of the relevant exercise of Conversion Rights and the number of Shares in respect of which the Cash Settlement Amount is to be paid to the relevant Bondholder, and so that the aggregate of such Shares to be delivered and the number of Shares in respect of which the Cash Settlement Amount is to be paid shall equal the number of Shares (rounded down to the nearest whole number) determined by dividing the principal amount of Bonds the subject of the relevant exercise of Conversion Rights by the Conversion Price in effect on the relevant Conversion Date. The exercise of such Conversion Rights shall then be satisfied by the payment by the Company of such Cash Settlement Amount together with any other amounts payable by the Company to such Bondholder pursuant to these Conditions in respect of, or relating to, the relevant exercise of Conversion Rights, including any interest payable pursuant to Condition 5, not later than the date falling five Stock Exchange Business Days after the last day of the Cash Settlement Calculation Period, in each case by transfer to the registered account of such Bondholder (as set out in Condition 7(B)) and, in the case of a Cash Election made in part, by delivering by the Company such number of Shares as is specified in the relevant Cash Election Notice as corresponds to the proportion of the relevant Bonds in respect of which the Cash Election is not made.

In the event that default is made in the payment of any Cash Settlement Amount due in respect of any Bonds on the date on which such amount is due and payable in accordance with these Conditions, which is not remedied within three business days (as defined in Condition 7(F)), the Company shall immediately pay to the relevant Bondholder an amount equal to the Cash Settlement Amount plus the difference between the Early Redemption Amount (as defined in Condition 8(J)) of the relevant Bonds as at such date and the relevant Cash Settlement Amount (if such difference is a positive number).

For the purpose of these Conditions:

“**Cash Settlement Amount**” means in relation to each U.S.\$200,000 principal amount of Bonds surrendered for conversion, the Conversion Ratio multiplied by the arithmetic average of the Volume Weighted Average Price for one Share (being a Share carrying full entitlement to dividends) (translated into United States Dollars at the Prevailing Rate) for each day in the Cash Settlement Calculation Period.

“**Cash Settlement Calculation Period**” means the period of ten consecutive Stock Exchange Business Days commencing on the Stock Exchange Business Day after the Cash Election Exercise Date.

“**Prevailing Rate**” means, in respect of any day, the spot rate of exchange between the relevant currencies prevailing as at or about 1.00 p.m. (Hong Kong time) on that date as appearing on the Relevant Page or if such rate cannot be determined on that day, the rate prevailing as at or about 1.00 p.m. (Hong Kong time) on the immediately preceding day on which such rate can be so determined.

“**Relevant Page**” means the relevant page on Bloomberg or such other information service provider that displays the relevant information.

(g) Notice of Change in Conversion Price

The Company shall give notice to the Bondholders, the Trustee and the Conversion Agent in accordance with Condition 16 of any change in the Conversion Price (including as a result of a Conversion Price reset pursuant to Condition 6(A)(vi)). Any such notice shall set forth the event giving rise to the adjustment, the Conversion Price prior to such adjustment, the adjusted Conversion Price and the effective date of such adjustment.

7. Payments

(a) Method of Payment

Payment of principal and interest due other than on an Interest Payment Date will be made by wire transfer to the registered account of the Bondholder or, if the Bonds are in definitive form and the Company is acting as paying agent, at the option of the Company, by wire transfer to the registered account of the Bondholder or by United States Dollar cheque drawn on a bank in New York City mailed to the registered address of the Bondholder if it does not have a registered account. Payment of principal will only be made after surrender of the relevant Certificate at the specified office of the Paying Agent.

Interest on Bonds due on an Interest Payment Date will be paid on the due date for the payment of interest to the holder shown on the Register at the close of business on the fifteenth day before the due date for the payment of interest (the “**Interest Record Date**”). Payments of interest on each Bond will be made by wire transfer to the registered account of the Bondholder or, if the Bonds are in definitive form and the Company is acting as paying agent, at the option of the Company, by wire transfer to the registered account of the Bondholder or by United States Dollar cheque drawn on a bank in New York City mailed to the registered address of the Bondholder if it does not have a registered account.

References in these Conditions and the Indenture to principal in respect of any Bond shall, where the context so permits, be deemed to include a reference to any premium payable thereon.

So long as the Global Certificate is held on behalf of Euroclear, Clearstream or any other clearing system, each payment in respect of the Global Certificate will be made to the person shown as the holder in the Register at the close of business of the relevant clearing system on the Clearing System Business Day before the due date for such payments, where “Clearing System Business Day” means a weekday (Monday to Friday, inclusive) except December 25 and January 1.

(b) Registered Accounts

For the purposes of these Conditions, a Bondholder’s registered account means the United States Dollar account maintained by or on behalf of it with a bank in New York City, details of which appear on the Register at the close of business on the second business day (as defined below) before the due date for payment, and a Bondholder’s registered address means its address appearing on the Register at that time.

(c) Fiscal Laws

All payments are subject in all cases to any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 9. No commissions or expenses shall be charged to the Bondholders in respect of such payments.

(d) Payment Initiation

Where payment is to be made by wire transfer to a registered account, payment instructions (for value on the due date or, if that is not a business day (as defined below), for value on the first following day which is a business day) will be initiated and, where payment is to be made by cheque by the Company, the cheque will be mailed (at the risk and, if mailed at the request of the holder otherwise than by ordinary mail, expense of the holder) on the due date for payment (or, if it is not a business day, the immediately following business day) or, in the case of a payment of principal, if later, on the business day on which the relevant Certificate is surrendered at the specified office of an Agent.

(e) Delay In Payment

Bondholders will not be entitled to any interest or other payment for any delay after the due date in receiving the amount due if the due date is not a business day, if the Bondholder is late in surrendering

its Certificate (if required to do so) or if a cheque mailed in accordance with this Condition arrives after the due date for payment.

(f) Business Day

In this Condition, “business day” means a day other than a Saturday or Sunday on which commercial banks are open for business in New York City, Singapore, London, Ho Chi Minh City and the city in which the specified office of the Paying Agent is located and, in the case of the surrender of a Certificate, in the place where the Certificate is surrendered.

(g) Partial Payment

If an amount which is due on the Bonds is not paid in full, the Registrar will annotate the Register with a record of the amount (if any) in fact paid.

8. Redemption, Purchase and Cancellation

(a) Maturity

Unless previously redeemed, converted or purchased and canceled as provided herein, the Company will redeem each Bond at 104.30% of its principal amount together with accrued but unpaid interest thereon on July 16, 2026 (the “**Maturity Date**”). The Company may not redeem the Bonds at its option prior to that date except as provided in Condition 8(B) or 8(C) below (but without prejudice to Condition 10).

(b) Redemption for Taxation Reasons

The Bonds may be redeemed at the option of the Company in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days’ notice (a “**Tax Redemption Notice**”) to the Bondholders in accordance with Condition 16 (which notice shall be irrevocable) and the Trustee at the Early Redemption Amount as at the Redemption Date specified in such notice (the “**Tax Redemption Date**”) together with accrued but unpaid interest to such date, if (i) the Company immediately prior to the giving of such notice has or will become obliged to pay Additional Tax Amounts as provided or referred to in Condition 9 as a result of any change in, or amendment to, the laws or regulations of Vietnam or any political subdivision or any authority thereof or therein having power to tax, or any change in the general application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after July 7, 2021, and (ii) such obligation cannot be avoided by the Company taking reasonable measures available to it, *provided that* no Tax Redemption Notice shall be given earlier than 90 days prior to the earliest date on which the Company would be obliged to pay such Additional Tax Amounts were a payment in respect of the Bonds then due. Prior to the publication of any Tax Redemption Notice pursuant to this paragraph, the Company shall deliver to the Trustee (a) a certificate signed by two directors of the Company stating that the obligation referred to in (i) above cannot be avoided by the Company taking reasonable measures available to it, and (b) an opinion of independent legal or tax advisors of recognized international standing and acceptable to the Trustee to the effect that such change or amendment has occurred and that the Company has been or will be obliged to pay such Additional Tax Amounts as a result thereof (irrespective of whether such amendment or change is then effective). The Trustee shall be entitled to accept without any liability for doing so such certificate and opinion as sufficient evidence of the matters set out in (a) and (b) above in which event it shall be conclusive and binding on the Bondholders. Upon the expiry of the Tax Redemption Notice, the Company will be bound to redeem the Bonds at the Early Redemption Amount as at the Tax Redemption Date, together with interest accrued to such date.

(c) Redemption at the Option of the Company

On giving not less than 30 nor more than 60 days’ notice to the Bondholders and the Trustee in accordance with Condition 16 (which notice will be irrevocable), the Company:

- (i) may at any time after August 6, 2024 redeem all but not some only of the Bonds for the time being outstanding at the Early Redemption Amount as at the relevant Redemption Date together with interest accrued but unpaid to such date, *provided that* the Closing Price of the Shares on each of 20 consecutive Trading Days, the last of which occurs not more than 30 days prior to the date upon which notice of such redemption is published, (translated into United States Dollars at the Prevailing Rate) was at least 130% of the Early Redemption Amount as at each of such Trading Days for a Bond with a principal amount of U.S.\$200,000 divided by the Conversion Ratio in effect on each of such Trading Days; or

- (ii) may at any time redeem all but not some only of the Bonds for the time being outstanding at the Early Redemption Amount as at the relevant Redemption Date together with interest accrued but unpaid to such date, *provided that* prior to the date upon which notice of such redemption is published at least 90.0% in principal amount of the Bonds originally issued (which, for this purpose, shall be the aggregate of the principal amount of the Bonds and the principal amount of any further bonds issued pursuant to Condition 15) has already been converted, redeemed or purchased and canceled.

For the purposes of Condition 8(C)(i), if there shall occur an event giving rise to a change in the Conversion Price during any such 20 Trading Day period, appropriate adjustments for the relevant days shall be made, as determined by two Independent Investment Banks, for the purpose of calculating the Closing Price for such days.

(d) Redemption for Delisting or Change of Control

Following the occurrence of a Relevant Event (as defined below), each Bondholder will have the right to require the Company to redeem all or some only of such holder's Bonds on the Relevant Event Redemption Date at the Early Redemption Amount as at such date together with interest accrued but unpaid to such date. To exercise such right, the relevant Bondholder must deposit at the specified office of any Paying Agent a duly completed and signed notice of redemption, in the form for the time being current, obtainable from the specified office of any Paying Agent (a "Relevant Event Redemption Notice"), together with the Certificate evidencing the Bonds to be redeemed at any time in the Relevant Event Redemption Period. The "Relevant Event Redemption Date" shall be the twentieth day after the expiry of the Relevant Event Redemption Period.

A Relevant Event Redemption Notice, once delivered, shall be irrevocable and may not be withdrawn without the Company's consent and the Company shall redeem the Bonds the subject of the Relevant Event Redemption Notice as aforesaid on the Relevant Event Redemption Date. The Company shall give notice to Bondholders in accordance with Condition 16 by not later than 14 days following the first day on which it becomes aware of the occurrence of a Relevant Event, which notice shall specify the procedure for exercise by holders of their rights to require redemption of the Bonds pursuant to this Condition 8(D) and shall give brief details of the Relevant Event (and in the case of a Change of Control shall also contain the information required by Condition 6(D)).

The Trustee shall not be required to take any steps to ascertain whether a Relevant Event or any event which could lead to the occurrence of a Relevant Event has occurred and shall be entitled to assume that the Company is complying with all of its obligations under the Indenture and in connection with the Bonds and shall not be responsible to Bondholders for any loss arising from any failure by it to do so unless a Responsible Officer of the Trustee has received written notice to the contrary from the Company or any Bondholder.

A "**Relevant Event**" occurs:

- (i) when the Shares cease to be listed and/or admitted to trading or trading in the Shares is suspended for a period equal to or exceeding 30 Trading Days on the HSX or, if applicable, any Alternative Stock Exchange on which the Shares are then listed (a "**Delisting**"); or
- (ii) when there is a Change of Control.

For the purposes of this Condition 8(D):

"**Control**" means the acquisition or control of more than 50.0% of the voting rights of the issued share capital of the Company or the right to appoint and/or remove all or the majority of the members of the Company's Board of Directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise;

a "**Change of Control**" occurs when:

- (i) any Person or Persons acting together acquires Control of the Company if such Person or Persons does not or do not have, and would not be deemed to have, Control of the Company on the Closing Date;
- (ii) the Company consolidates with or merges into or leases, sells or transfers, conveys or makes any other disposition, in one or a series of related transactions, of all or substantially all of the assets of the Company to any other Person, unless the consolidation, merger, lease, sale, transfer, conveyance or disposition will not result in the other Person or Persons acquiring Control over the Company or the successor entity; or

- (iii) one or more Persons (other than any Person referred to in sub-paragraph (i) above) acquires the legal or beneficial ownership of all or substantially all of the issued share capital of the Company.

“Relevant Event Redemption Period” means the period from and including the occurrence of the Relevant Event and ending on and including the date falling 60 days thereafter or, if later, 60 days following the date on which notice of the occurrence of the Relevant Event is given to the Bondholders by the Company in accordance with Condition 16.

(e) Redemption at the Option of the Bondholders

- (i) The Company will, at the option of the holder of any Bond, redeem all or some only of the Bonds held by such Bondholder on July 16, 2024 (the **“Put Option Date”**) at the Early Redemption Amount together with accrued but unpaid interest to the date fixed for redemption. To exercise such right, the holder of the relevant Bond must complete, sign and deposit at the specified office of any Paying Agent a duly completed and signed put notice (**“Put Exercise Notice”**) in the form for the time being current, obtainable from the specified office of any Paying Agent, together with the Certificate evidencing the Bonds to be redeemed not earlier than 60 days and not later than 30 days prior to the Put Option Date.
- (ii) A Put Exercise Notice, once delivered, shall be irrevocable (and may not be withdrawn unless the Company consents to such withdrawal in writing) and the Company will be bound to redeem the Bonds the subject of Put Exercise Notices delivered as aforesaid in accordance with this Condition 8(E) on the Put Option Date. For the avoidance of doubt, such put option may not be exercised at any time after the Put Option Date.

(f) Bondholders’ Tax Option

If the Company gives a Tax Redemption Notice pursuant to Condition 8(B), each Bondholder will have the right to elect that his Bond(s) shall not be redeemed and that the provisions of Condition 9 shall not apply in respect of any payments to be made in respect of such Bond(s) which falls due after the relevant Tax Redemption Date, whereupon no Additional Tax Amounts shall be payable in respect thereof pursuant to Condition 9 and payment of all amounts shall be made subject to the deduction or withholding of any Vietnamese taxation required to be withheld or deducted. To exercise its right pursuant to this Condition 8(F), the relevant Bondholder must deposit a duly completed and signed notice of exercise in the form for the time being current obtainable from the specified office of any Paying Agent (a **“Bondholder’s Exercise Notice”**) together with the Certificate evidencing the Bonds to be redeemed, on or before the day falling 30 days prior to the Tax Redemption Date at the specified office of any Paying Agent.

(g) Purchase

The Company or any of its Subsidiaries may at any time and from time to time purchase Bonds at any price in the open market or otherwise.

(h) Cancellation

All Bonds which are redeemed, converted or purchased by the Company or any of its Subsidiaries, will forthwith be canceled. Certificates in respect of all Bonds canceled will be forwarded to or to the order of the Registrar and such Bonds may not be reissued or resold.

(i) Redemption Notices

All notices to Bondholders given by or on behalf of the Company pursuant to this Condition will specify (i) the Conversion Price as at the date of the relevant notice, (ii) the Conversion Period, (iii) the Closing Price of the Shares as at the latest practicable date prior to the publication of the notice, (iv) the date for redemption, (v) the manner in which redemption will be effected and (vi) the applicable Early Redemption Amount and accrued interest payable (if any).

(j) Definitions

For the purposes of these Conditions:

a **“Person”** includes any individual, company, corporation, firm, partnership, joint venture, undertaking, association, organization, trust, state or agency of a state (in each case whether or not being a separate legal entity) but does not include the (i) the Company’s Board of Directors or any other governing board or (ii) the Company’s wholly owned direct or indirect subsidiaries; and

“**Redemption Date**” means, with respect to any Bond, (i) the date fixed for redemption of such Bond pursuant to a notice of redemption given by the Company in accordance with the provisions of the Indenture or (ii) the Maturity Date of such Bond if such Bond has not been redeemed, purchased and canceled or converted in accordance with its terms prior to the Maturity Date.

“**Early Redemption Amount**” means an amount, in respect of each U.S.\$200,000 principal amount of the Bonds, which is determined by the Company in accordance with these provisions to be the amount which, together with accrued but unpaid interest from and including the immediately preceding Interest Payment Date or, if none, the Closing Date to but excluding the relevant date for determination of the Early Redemption Amount (the “**Determination Date**”), and after taking into account any interest paid in respect of such Bonds in preceding periods, represents for the Bondholder at the Determination Date a gross yield of 6.0 per cent. per annum on the principal amount of each Bond accumulating on a semi-annual basis. The applicable Early Redemption Amount for each U.S.\$200,000 principal amount of the Bonds will be calculated in accordance with the following formula, rounded (if necessary) to two decimal places with 0.005 being rounded upwards (*provided that* if the relevant Determination Date is an Interest Payment Date (as set out below), such Early Redemption Amount shall be the amount as set out in the table below in respect of the relevant Interest Payment Date):

$$\text{Early Redemption Amount} = (\text{Previous Redemption Amount} \times (1+r/2)^{d/p}) - \text{AI}$$

Where:

Previous Redemption Amount =

the Early Redemption Amount for each U.S.\$200,000 principal amount of Bonds on the Interest Payment Date immediately preceding the relevant Determination Date (or if the Bonds are to be redeemed prior to January 16, 2022, U.S.\$200,000):

<u>Interest Payment Date</u>	<u>Early Redemption Amount (U.S.\$)</u>
January 16, 2022	200,750.00
July 16, 2022	201,522.50
January 16, 2023	202,318.18
July 16, 2023	203,137.73
January 16, 2024	203,981.86
July 16, 2024	204,851.32
January 16, 2025	205,746.86
July 16, 2025	206,669.27
January 16, 2026	207,619.35

R = 6.0 per cent. expressed as a fraction

D = number of days from and including the immediately preceding Interest Payment Date (or if the Determination Date is before the first Interest Payment Date, from and including the Closing Date) to, but excluding, the Determination Date calculated on the basis of a 360-day year consisting of 12 months of 30 days each and, in the case of an incomplete month, the number of days elapsed

p = 180

AI = the accrued interest on the principal amount of U.S.\$200,000 of the Bonds from and including the immediately preceding Interest Payment Date (or if the Determination Date is before the first Interest Payment Date, from and including the Closing Date) to, but excluding, the Determination Date, calculated on the basis described in Condition 5.

If the Early Redemption Amount payable in respect of any Bond upon its redemption pursuant to this Condition 8 or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Bonds shall be the Early Redemption Amount of such Bonds determined as described above, but as though references to the “Determination Date” had been replaced by references to the Relevant Date (as defined in Condition 9), and interest shall accrue at the rate provided for in Condition 5 on the principal amount of such Bonds to (but excluding) the Relevant Date. The calculation of the Early Redemption Amount in accordance with this Condition will continue to be made (as well after as before judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be 104.30 per cent. of the principal amount of the Bonds together with default interest thereon at the

rate provided for in Condition 5 from and including the Maturity Date to but excluding the Relevant Date. The Early Redemption Amount for a principal amount of Bonds exceeding U.S.\$200,000 shall be determined by dividing such principal amount by U.S.\$200,000 and then multiplying the resulting quotient and the Early Redemption Amount for U.S.\$200,000 in principal amount of Bonds.

Neither the Trustee nor the Paying Agent is responsible for calculating or verifying the Early Redemption Amount.

9. Taxation

All payments made by or on behalf of the Company under or in respect of the Bonds or the Indenture will be made free from any restriction or condition and be made without deduction or withholding for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of Vietnam or any authority thereof or therein having power to tax, unless deduction or withholding of such taxes, duties, assessments or governmental charges is compelled by law. In such event, the Company will pay such additional amounts (the “**Additional Tax Amounts**”) as will result in the receipt by the Bondholders of the amounts which would otherwise have been receivable by them had no such deduction or withholding been required except that no such additional amount shall be payable in respect of any Bond:

- (i) Other connection: to a holder (or to a third party on behalf of a holder) who is subject to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of his having some connection with Vietnam otherwise than merely by holding the Bond or enforcement of rights under the Indenture or the paying agent, conversion agent, transfer agent and registrar appointment letter or by the receipt of amounts in respect of the Bond;
- (ii) Presentation more than 30 days after the Relevant Date: (in the case of a payment of principal) if the Certificate in respect of such Bond is surrendered more than 30 days after the Relevant Date except to the extent that the holder would have been entitled to such additional amount on surrendering the relevant Certificate for payment on the last day of such period of 30 days; or
- (iii) FATCA: in respect of any withholding, deduction, tax, duty, assessment or other governmental charge arising under or pursuant to (a) Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), together with any regulations thereunder and interpretations thereof (collectively commonly referred to as “**FATCA**”), (b) any treaty, law, regulation or other official guidance enacted in any other jurisdiction or relating to any intergovernmental agreement between the United States and any other jurisdiction, which, in either case, facilitates the implementation of FATCA and (c) any agreements under Section 1471(b) of the Code, or any law implementing an intergovernmental approach to FATCA.

For the purposes hereof, “**Relevant Date**” means whichever is the later of (a) the date on which such payment first becomes due and (b) if the full amount payable has not been received by the Trustee or the Paying Agent on or prior to such due date, the date on which, the full amount having been so received, notice to that effect shall have been given to the Bondholders and cheques despatched or payment made.

The Company will furnish to the Trustee or Paying Agent, as applicable, within 60 days after the date the payment of any Taxes so deducted or withheld is due pursuant to applicable law, either certified copies of tax receipts evidencing such payment by the Company, or, if such receipts are not obtainable, other evidence of such payments by the Company reasonably satisfactory to the Trustee or Paying Agent (as applicable).

References in these Conditions to principal and premium (if any) shall be deemed also to refer to any Additional Tax Amounts which may be payable under this Condition or any undertaking or covenant given in addition thereto or in substitution therefor pursuant to the Indenture.

The Indenture provides for these provisions to be amended or supplemented in circumstances where the Company becomes subject to the taxing jurisdiction of a territory or a taxing territory of or in that territory with power to tax other than or in addition to Vietnam.

10. Events of Default

The Trustee at its sole discretion may, and if so requested in writing by the holders of not less than 25.0% in principal amount of the Bonds then outstanding shall (subject to its rights under the Indenture to be indemnified and/or secured and/or prefunded by the holders to its satisfaction), give notice to the Company that the Bonds are, and they shall accordingly thereby become, immediately due and repayable at (a) the Early Redemption Amount together with accrued but unpaid interest (if any) to the date of payment as at

such date or (b) in the case of a default in the payment of any Cash Settlement Amount due in respect of the Bonds which is not remedied within three business days (as defined in Condition 7(F)) or as specified in Condition 10(iii) below, at the higher of the Early Redemption Amount as at such date and the applicable Cash Settlement Amount (subject as provided below and without prejudice to the right of Bondholders to exercise the Conversion Right in respect of their Bonds in accordance with Condition 6) if:

- (i) *Non-Payment*: a default is made in the payment of any principal, any interest or any other amounts due in respect of the Bonds which, in the case of interest only, is not remedied within three business days;
- (ii) *Breach of Other Obligations*: the Company does not perform or comply with one or more of its other obligations in the Bonds or the Indenture (other than any obligation for the payment of principal, interest or other amounts due in respect of the Bonds or any obligation to deliver Shares or to pay the Cash Settlement Amount following the exercise of Conversion Rights) which default is incapable of remedy or, if capable of remedy, is not remedied within 30 days after written notice of such default shall have been given to the Company by the Trustee;
- (iii) *Failure to deliver Shares*: (A) any failure by the Company to deliver any Shares as and when the Shares are required to be delivered following conversion of Bonds and such failure continues for more than three Stock Exchange Business Days and (B) the Cash Settlement Amount in respect of such Shares is not paid in accordance with Condition 6(F);
- (iv) *Insolvency and rescheduling*: (I) the Company or any of its Principal Subsidiaries (a) is (or is, or could be, deemed by law or a court to be) insolvent or bankrupt or unable to pay its debts, (b) stops, suspends or threatens to stop or suspend payment of all or a material part of (or of a particular type of) its debts, (c) proposes or makes any agreement for the deferral, rescheduling or other readjustment of all of (or all of a particular type of) its debts (or of any part which it will or might otherwise be unable to pay when due), (d) proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or any part of (or of a particular type of) the debts of the Company or any of its Principal Subsidiaries; and/or (II) an administrator or liquidator of the Company or any of its Principal Subsidiaries or the whole or any material part of the assets and turnover of the Company or any of its Principal Subsidiaries is appointed (or application for any such appointment is made);
- (v) *Cross-Default*: (a) any other present or future indebtedness of the Company or any of its Principal Subsidiaries for or in respect of moneys borrowed or raised becomes (or becomes capable of being declared) due and payable prior to its stated maturity by reason of any actual or potential default, event of default or the like (howsoever described), or (b) any such indebtedness is not paid when due or, as the case may be, within any applicable grace period, or (c) the Company or any of its Principal Subsidiaries fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised, *provided that* the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which one or more of the events mentioned above in this paragraph (v) have occurred equals or exceeds U.S.\$25.0 million or its equivalent in any other currency (as determined on the basis of the middle spot rate for the relevant currency against the Vietnamese Dong on the relevant date as quoted by any leading bank on the day on which such indebtedness first becomes capable of being declared due and payable, becomes due and payable or is not paid or any such amount becomes due and payable or is not paid under any such guarantee or indemnity);
- (vi) *Enforcement Proceedings*: a distress, attachment, execution, seizure before judgment or other legal process is levied, enforced or sued out on or against any material part of the property, assets or turnover of the Company or any of its Principal Subsidiaries and is not discharged or stayed within 30 days;
- (vii) *Winding-up*: an order is made or an effective resolution passed for the winding-up or dissolution or administration of the Company or any of its Principal Subsidiaries, or the Company or any of its Principal Subsidiaries ceases or threatens to cease to carry on all or a material part of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganization, merger or consolidation (i) on terms approved by the holders of a majority in aggregate principal amount of the outstanding Bonds, or (ii) in the case of a Principal Subsidiary, whereby the undertaking and assets of such Principal Subsidiary are transferred to or otherwise vested in the Company or another of its Principal Subsidiaries;

- (viii) *Security Enforced*: an encumbrancer takes possession or an administrative or other receiver or an administrator or other similar officer is appointed of the whole or a material part of the property, assets or turnover of the Company or any of its Principal Subsidiaries (as the case may be) and is not discharged within 30 days;
- (ix) *Nationalization*: (a) any step is taken by any person with a view to the seizure, compulsory acquisition, expropriation or nationalization of all or a material part of the assets of the Company or any of its Principal Subsidiaries or (b) the Company, or any of its Principal Subsidiaries is prevented from exercising normal control over all or a material part of its property, assets and turnover;
- (x) *Authorization and Consents*: any action, condition or thing (including the obtaining or effecting of any necessary consent, approval, authorization, exemption, filing, license, order, recording or registration) at any time required to be taken, fulfilled or done in order (a) to enable the Company lawfully to enter into, exercise its rights and perform and comply with its obligations under the Bonds and the Indenture, (b) to ensure that those obligations are legally binding and enforceable and (c) to make the Bonds and the Indenture admissible in evidence in the courts of the State of New York is not taken, fulfilled or done;
- (xi) *Repudiation*: the Company denies or disaffirms its obligations under the Bonds or the Indenture;
- (xii) *Illegality*: it is or will become unlawful for the Company to perform or comply with any one or more of its obligations under any of the Bonds or the Indenture; or
- (xiii) *Analogous Events*: any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of the foregoing paragraphs.

The Trustee and the Agents shall not be required to take any steps to ascertain whether an Event of Default or any event which could lead to the occurrence of an Event of Default has occurred, and shall be entitled to assume that no such event has occurred and that the Company is complying with all of its obligations under the Indenture and in connection with the Bonds unless a Responsible Officer of the Trustee has received written notice to the contrary from the Company or any Bondholder.

For the purposes of these Conditions:

“Responsible Officer” means, when used with respect to the Trustee, any managing director, vice president, trust associate, relationship manager, transaction manager, client service manager, any trust officer or any other officer located at the Specified Corporate Trust Office who customarily performs functions similar to those performed by any persons who at the time shall be such officers, respectively, or to whom any corporate trust matter is referred because of such person’s knowledge of and familiarity with the particular subject and in each such case, who shall have direct responsibility for the day to day administration of the Indenture.

“Specified Corporate Trust Office” means the Singapore branch of the Trustee located at One Temasek Avenue, #02-01 Millenia Tower, Singapore 039192; Facsimile: +65 6883 0338; Attention: Corporate Trust — No Va Land Investment Group Corporation.

11. Prescription

Claims in respect of amounts due in respect of the Bonds will become prescribed unless made within six years from the Relevant Date (as defined in Condition 9) in respect thereof.

12. Enforcement

At any time after the Bonds have become due and repayable, the Trustee may, at its sole discretion and without further notice, take such proceedings against the Company as it may think fit to enforce repayment of the Bonds and to enforce the provisions of the Indenture, but it will not be bound to take any such proceedings unless (a) it shall have been so requested in writing by the holders of not less than 25.0% in principal amount of the Bonds then outstanding and (b) it shall have been indemnified and/or secured and/or prefunded to its satisfaction. No Bondholder will be entitled to proceed directly against the Company unless the Trustee, having become bound to do so, fails to do so within a reasonable period and such failure shall be continuing.

13. Amendments, Waiver and Substitution

(a) Amendments without Consent of Holders

The Indenture or the Bonds may be amended, without the consent of any Bondholder, to:

- (i) cure any ambiguity, defect, omission or inconsistency in the Indenture or the Bonds;
- (ii) evidence and provide for the acceptance of appointment by a successor Trustee;
- (iii) provide for the issuance of further bonds in accordance with the limitations set forth in Condition 15 and the Indenture;
- (iv) add collateral to secure the Bonds;
- (v) in any other case where a supplemental indenture to the Indenture is required or permitted to be entered into pursuant to the provisions of the Indenture without the consent of any Bondholder;
- (vi) effect any changes to the Indenture in a manner necessary to comply with the procedures of Euroclear or Clearstream or any other applicable clearing system;
- (vii) make any other change that does not materially and adversely affect the rights of any Bondholder; or
- (viii) conform the text of the Indenture or the Bonds to any provision of these Conditions, which intent may be evidenced by an Officers' Certificate to that effect.

(b) Amendments with Consent of Holders

Amendments of the Indenture and the Bonds may be made by the Company and the Trustee with the consent of the Bondholders of not less than a majority in aggregate principal amount of the outstanding Bonds and the Bondholders of a majority in aggregate principal amount of the outstanding Bonds may waive future compliance by the Company with any provision of the Indenture; *provided, however*, that no such modification, amendment or waiver may, without the consent of Bondholders of not less than 66% in aggregate principal amount of the outstanding Bonds:

- (i) change the Maturity Date of the principal of, or any installment of interest on, any Bond;
- (ii) reduce the principal amount of, or premium, if any, or interest on, any Bond;
- (iii) change the place, currency or time of payment of principal of, or premium, if any, or interest on, any Bond;
- (iv) impair the right to institute suit for the enforcement of any payment on or after the Maturity Date (or, in the case of a redemption, on or after the redemption date) of any Bond;
- (v) reduce the above-stated percentage of outstanding Bonds the consent of whose Bondholders is necessary to modify or amend the Indenture or to waive compliance with certain provisions of the Indenture or to waive certain defaults;
- (vi) waive a default in the payment of principal of, premium, if any, or interest on the Bonds;
- (vii) reduce the percentage or aggregate principal amount of outstanding Bonds the consent of whose Bondholders is necessary for waiver of compliance with certain provisions of the Indenture or for waiver of certain defaults;
- (viii) change the redemption date or the redemption price of the Bonds from that stated under Condition 8(B), 8(C), 8(D) or 8(E);
- (ix) amend, change or modify the obligation of the Company to pay Additional Tax Amounts; or
- (x) amend, change or modify any provision of the Indenture or the related definitions to contractually subordinate in right of payment the Bonds to any other indebtedness of the Company (for the avoidance of doubt, the Bonds will not be contractually subordinated in right of payment to any other Indebtedness of the Company solely by virtue of being unsecured or by virtue of being secured on a junior priority basis).

(c) Substitution

The Indenture contains provisions permitting the Trustee to agree, subject to such amendment of the Indenture and such other conditions as the Trustee may require, but without the consent of the Bondholders, to the substitution of certain other entities in place of the Company, or of any previous substituted company, as principal debtor under the Indenture and the Bonds.

(d) Interests of Bondholders

In connection with the exercise of its functions (including but not limited to those in relation to any proposed modification, authorization, waiver or substitution) the Trustee shall have regard to the interests of the Bondholders as a class and shall not have regard to the consequences of such exercise for individual Bondholders, and no Bondholder shall be entitled to claim from the Company or the Trustee any indemnification or payment in respect of any tax consequences of any such exercise upon individual Bondholders except to the extent provided for in Condition 9 and/or any undertakings given in addition thereto or in substitution therefor pursuant to the Indenture and these Conditions.

(e) Certificates/Reports

Any certificate or report of any expert or other person called for by or provided to the Trustee (whether or not addressed to the Trustee) in accordance with or for the purposes of these Conditions or the Indenture may be relied upon by the Trustee as sufficient evidence of the facts therein (and shall be conclusive and binding on all parties) notwithstanding that such certificate or report and/or engagement letter or other document entered into by the Trustee and/or the Company in connection therewith contains a monetary or other limit on the liability of the relevant expert or person in respect thereof. The Trustee shall not be responsible for any loss nor incur any liability to any person occasioned by acting or not acting on any such certificate or report.

In the event of an amendment in accordance with Condition 13(A), a modification, waiver or authorization in accordance with Condition 13(B) or a substitution in accordance with Condition 13(C), the Company will procure that the Bondholders be notified in accordance with Condition 16.

14. Replacement of Certificates

If any Certificate is mutilated, defaced, destroyed, stolen or lost, it may be replaced at the specified office of the Registrar upon payment by the claimant of such costs as may be incurred in connection therewith and on such terms as to evidence and indemnity as the Company and the Registrar may require. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

15. Further Issues

The Company may from time to time, without the consent of the Bondholders, create and issue further bonds having the same terms and conditions as the Bonds in all respects (save for the date of issue and except for the first payment of interest on them), and so that such further issue shall be consolidated and form a single series with the Bonds.

16. Notices

All notices will be validly given to Bondholders if mailed to them at their respective addresses in the register of Bondholders maintained by the Registrar or if published in a leading newspaper having general circulation in Asia. Any such notice shall be deemed to have been given on the later of the date of such publication and the seventh day after being so mailed, as the case may be.

So long as the Bonds are represented by the Global Certificate and the Global Certificate is held on behalf of Euroclear or Clearstream or any Alternative Clearing System, notices to Bondholders shall be given by delivery of the relevant notice to Euroclear or Clearstream or the Alternative Clearing System, for communication by it to entitled accountholders in substitution for notification as required by the Conditions.

17. Agents

(a) The Agents

The names of the initial Agents and the Registrar and their specified offices are set out below. The Company reserves the right at any time to vary or terminate the appointment of any Agent or the Registrar and to appoint additional or other Agents or a replacement Registrar *provided that* there will at all times be (a) a Paying Agent, (b) a Registrar which will maintain the register of Bondholders outside of the United Kingdom and Hong Kong and (c) so long as the Bonds are listed on the SGX-ST and if the rules of the SGX-ST so require, paying, conversion and transfer agent having a specified office in Singapore. Notice of any such termination or appointment, of any changes in the specified offices of any Agent or the Registrar and of any change in the identity of the Registrar or the Paying

Agent will be given promptly by the Company to the Bondholders and in any event not less than 45 days' notice will be given.

(b) *Agents of the Company*

In acting hereunder and in connection with the Bonds, the Agents shall act solely as agents of the Company and shall not assume any obligations towards or relationship of agency or trust for, any of the Bondholders.

18. Indemnification

The Indenture contains provisions for the indemnification of the Trustee and for its relief from responsibility, including provisions relieving it from taking proceedings to enforce repayment unless indemnified and/or secured and/or prefunded to its satisfaction.

19. No Restrictions on Business Transactions

The Trustee, the Agents and their respective related companies are entitled to enter into business transactions with the Company and any affiliates of the Company without accounting for any profit resulting therefrom.

20. Governing Law and Arbitration

(a) *Governing Law*

The Bonds, the Indenture and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, the laws of the State of New York.

(b) *Dispute Resolution*

Any dispute, controversy or claim which arises out of or in connection with the Bonds and the Indenture, including any question regarding their existence, validity, interpretation, breach or termination ("**Dispute**") and, accordingly, any legal action or proceedings arising out of or in connection with the Bonds and the Indenture (the "**Proceedings**") shall be referred to and finally resolved by binding arbitration at the Singapore International Arbitration Centre ("**SIAC**") in accordance with the Arbitration Rules of the SIAC in force at the time that the Dispute is referred to arbitration ("**SIAC Rules**"), which Rules are deemed to be incorporated by reference into this Condition 20(B) and as amended by the rest of this Condition.

The seat of arbitration shall be Singapore and the language of the arbitration proceedings shall be English. The tribunal shall consist of three arbitrators. The claimant party or parties and the respondent party or parties shall each nominate one co-arbitrator in the Notice of Arbitration and Response to Notice of Arbitration respectively. The two co-arbitrators thus nominated shall nominate the third, presiding, arbitrator within 30 days of the nomination of the second co-arbitrator. If any party or parties fail to nominate a co-arbitrator or if the co-arbitrators fail to jointly nominate the presiding arbitrator by the agreed deadlines, the relevant arbitrator shall be appointed by the President of the SIAC. Any award of the tribunal shall be made in writing and shall be final and binding on the parties to it from the day it is made.

21. Currency Indemnity

The Company shall indemnify the Bondholders, the Trustee and the Agents and keep them indemnified against:

- (i) any liability incurred by any of them arising from the non-payment by the Company of any amount due to the Bondholders, the Trustee and the Agents under these presents by reason of any variation in the rates of exchange between those used for the purposes of calculating the amount due under a judgment or order in respect thereof and those prevailing at the date of actual payment by the Company; and
- (ii) any deficiency arising or resulting from any variation in rates of exchange between (i) the date as of which the local currency equivalent of the amounts due or contingently due under these presents (other than this clause) is calculated for the purposes of any bankruptcy, insolvency or liquidation of the Company and (ii) the final date for ascertaining the amount of claims in such bankruptcy, insolvency or liquidation. The amount of such deficiency shall be deemed not to be reduced by any variation in rates

of exchange occurring between the said final date and the date of any distribution of assets in connection with any such bankruptcy, insolvency or liquidation.

The above indemnities shall constitute obligations of the Company separate and independent from its obligations under the other provisions of these presents and shall apply irrespective of any indulgence granted by the Bondholders, the Trustee or the Agents from time to time and shall continue in full force and effect notwithstanding the judgment or filing of any proof or proofs in any bankruptcy, insolvency or liquidation of the Company for a liquidated sum or sums in respect of amounts due under these presents (other than this clause). Any such deficiency as aforesaid shall be deemed to constitute a loss suffered by the Bondholders, the Trustee or the Agents and no proof or evidence of any actual loss shall be required by the Company or its liquidator or liquidators.

THE VIETNAMESE STOCK MARKET

The information presented in this section has been extracted from publicly available documents that have not been prepared or independently verified by the Company, the Sole Lead Manager or any of their respective affiliates or advisers in connection with the Offering. The following information is in general nature for the purposes of information only, and does not purport to be a comprehensive or exhaustive description of all of the matters of the Vietnamese stock market.

Pursuant to Decree 155 and Circular 116 (each as defined in “Regulation — Vietnamese Securities Law”), the VSD will be renamed VSDCC (Vietnam Securities Depository and Clearing Corporation) and HSX and HNX will come under the supervision of VNX (Vietnam Stock Exchange). The implementation of these changes is underway and there is no definitive timing of when they will take effect.

The Vietnamese Stock Market

Since HSX officially opened on August 8, 2007, over 500 stocks have been listed on the HSX. The discussion below summarizes the principal features of trading shares on the HSX.

Overview of the Ho Chi Minh City Stock Exchange

Reference	Reuters: VNI Bloomberg: VNINDEX www.hsx.vn
Currency of trade and settlement	Vietnamese Dong
Trading days	Monday — Friday (GMT+07:00)
Holidays	<ul style="list-style-type: none">January 1: New YearVietnamese (Chinese) New Year (actual dates vary)April (tenth day of the third lunar month): King Hung CommemorationsApril 30: Liberation DayMay 1: Labor DayNational Day (September 2nd of the Gregorian calendar and the previous or next day)
Face value	Equities: VND10,000 Bonds: VND100,000 or its multiple(s)
Boards	One main board only
Trading hours	<i>Equities</i> <ol style="list-style-type: none">09:00-09:15 (Open) (limit order/at-the-open orders)09:15-11:30 (Continuing) (limit order/market orders)13:00-14:30 (Continuing) (limit order/market orders)14:30-14:45 (Close) (limit order/at-the-close orders)14:45-15:00 (Put-through only) <p><i>Put-through orders can be executed in all sessions. On the first day of a newly listed stock, put-through orders are not accepted.</i></p>

Procedures for placing an order

Basic account set-up	To start trading in Vietnam, investors must establish relationships with a custodian, a broker and a bank.							
	<ul style="list-style-type: none">• The bank and custodian manage all corporate actions related to the investor’s holdings and report the investor’s business activities to the relevant authorities as required by law.• A Foreign Investor directly executing share investment transactions must register a securities trading code number and open a securities trading account with a broker. The broker receives and executes all trades in accordance with trading rules and securities laws. Brokers are required for transactions of listed securities.							
Order types and validity	LO: Limit order and valid the entire day. PT: Put-through orders, i.e., block trading. Minimum size is 20,000 shares. Put-through transactions are matched through the exchange’s trading system and appear on the board. ATO: At the Open Orders. Market orders valid in opening sessions only and have priority over limit orders. ATC: At the Close Orders. Market orders valid in closing sessions only and have priority over limit orders. MP: Market orders valid in continuous matches with best price until full volume is completed.							
Daily price change limit	Equities: (i.e., cap and collar) 7% of previous day’s closing price, 20% of listing price if first day of listing. (price ceiling and floor on the day)							
Price Units / Ticks (i.e., Quote unit)	Price unit if current price is (VND): Equities (the smallest multiple that shares can be priced at) <table><tr><td>< 10,000</td><td>VND10</td></tr><tr><td>10,000 to 49,950</td><td>VND50</td></tr><tr><td>≥ 50,000</td><td>VND100</td></tr></table> <i>Does not apply to PT transactions (can be traded at any price within the daily price change limit).</i>		< 10,000	VND10	10,000 to 49,950	VND50	≥ 50,000	VND100
< 10,000	VND10							
10,000 to 49,950	VND50							
≥ 50,000	VND100							
Board lot	100 shares, each order cannot exceed 500,000 shares. (smallest multiple of shares per transaction) <i>Does not apply to PT transactions (can be traded in any quantities above the minimum requirement). The PT transactions required to be not less than 20,000 shares</i>							
Amending and canceling orders	Open/Close sessions: Orders cannot be canceled, except for canceling wrong orders and inputting new orders with HSX’s approval. Continuous sessions: Unmatched portions of any order can be canceled at any time at client’s request. All sessions: Amendments to trader’s account number are prohibited. ATC and LO cannot be canceled or amended. PT session: N/A							

Matching priority	(Price Time Quantity principle)
	#1 — Price priority: priority to the highest bid (when buying) and the lowest ask (when selling).
	#2 — Time priority: for orders at the same price, priority is given to orders received by the exchange first.
	Partial fills are possible.
Settlement	T+2, after market close or T+0 subject to certain restrictions.
<i>(cash/stocks are received after 4:30 p.m. on settlement day)</i>	
Odd lots	Odd lots may be sold to brokers.
<i>(shares owned in quantities below 100 on HSX)</i>	
Brokerage commission for trades	Securities companies may charge brokerage commission for trades at rates of 0.15% to 0.50% of total traded value for trades of shares and fund units.

Trading restrictions

Foreign ownership restrictions	If foreign ownership restrictions apply to a public company, the VSD and HSX will not permit Shares to be sold to Foreign Investors if the applicable foreign ownership restrictions would be breached.
Other restrictions	Funding requirements: Investors must have sufficient funds in their Vietnamese Dong bank account if buying, or sufficient shares, if selling.
	Same day buy/sell: Legally possible but not yet practically possible pending the SSC's guidance.
	Short selling: Legally possible but not yet practically possible pending the SSC's guidance.
	Minimum level of public shareholding: As a condition for listing on HSX, at least 20% of the voting shares must be held by at least 300 shareholders who are not major shareholders.

Order matching and price determination

Open/Close	Buy and sell orders are queued for matching at a specific time at the single lowest price that generates the highest trading volume. This matching method is used to determine the opening and closing price of stocks. Orders in periodic sessions are matched at the end of the session only, during which ATO/ATC orders have priority over limit orders.
Continuous	The trading systems of each exchange continuously match the first buy and sell order in the queue and, at the same time, confirm each executed transaction via the terminal of the broker/trader.
Put-Through Trade	The buyer and the seller (or their representatives) directly negotiate the order price and quantity, but a deal is only concluded when it is matched in the exchange trading system during any session that allows Put-Through Trade. The trading system also allows brokers to advertise their indication of interest to find potential buyers/sellers. The executed price must follow the price range for that particular stock on the day the trade is executed.

FOL intraday When the FOL of a particular stock is reached during trading hours, all current buy orders from foreign entities will automatically be canceled by the system.

Additionally, the systems will reject buy orders from foreign entities for the remainder of the day (sell orders are always accepted, however). Shares that Foreign Investors sell to non-foreign parties are added to the number of shares available to Foreign Investors after the settlement period. This rule also applies to PT transactions. It is possible for a foreign buyer to transact a PT with a foreign seller even if the FOL for that particular stock has reached the limit.

Reference price On HSX, the reference price is equal to the previous day's closing price as determined in the close session (not including PT transactions). In cases where the closing price could not be determined, the closing price is equal to the last price at which shares were transacted on that day. If no shares were traded, the second previous day is taken, and so on.

Disclosure requirements

Disclosure based on internal person

trading If a shareholder wishes to buy or sell shares and such shareholder or its Affiliated Persons is an "Internal Person" the shareholder must disclose the intended transaction to the SSC, the relevant stock exchange and the company at least three working days before trading.
(including substantial shareholders)

Upon receipt of the notice, the stock exchange will publish the information on its website and the shareholder will be allowed to trade on the next trading date from that point onwards and within 30 days after the date of its disclosure to the SSC, the stock exchange and the company. Should the shareholder complete its intended trades, or should the given period expire (whichever occurs first), the shareholder must disclose the results of its trades within five days of the date of completion or expiry.

For these purposes, "**Affiliated Person**" means:

- a) an enterprise and its internal person;
- b) an enterprise and any organization or individual that holds more than 10% of voting shares or stakes of such enterprise;
- c) any organization or individual that directly or indirectly supervises or is directly or indirectly supervised by another organization or individual; two organizations or individuals under the management of the same entity;
- d) an individual and his/her biological parent, adoptive parent, father- or mother-in-law, spouse, biological child, son- or daughter-in-law, sibling, brother- or sister-in-law;
- e) an organization or individual that is the representative of another organization or individual in a contract; or
- f) other organizations and individuals that are relevant persons as defined by the Law on Enterprises.

For these purposes, "**Internal Person**" means

- a) chairman of the board of directors or members of board of directors, legal representative, general director (director), deputy general director (deputy director), financial director, chief accountant and persons holding equivalent positions elected either by the GMS or designated by the board of directors; and

- b) the chief and members of the supervisory board, members of the internal audit boards, secretaries, administrators and authorized spokespersons.

Disclosure based on major ownership . . . Anytime a shareholder acquires 5% of the voting shares or more, including the amounts held by its Affiliated Persons, it must disclose the same within seven days of the date of the transaction.
(equal or more than 5% of total voting shares)

The same applies if the stake is reduced to below 5%.

Anytime a major shareholder (including its Affiliated Persons) increases or reduces its stake by 1% of the voting shares or more, it must also disclose its new ownership level each time it passes that threshold.

VSD services

Share registration services

Shares in public companies must be centrally registered at the VSD. All shares registered at the VSD are in book-entry form.

Securities depository services

Shares in public companies must be centrally deposited at the VSD before being traded. Shareholders deposit their shares with members of the VSD, who will redeposit their clients' shares at the VSD.

VSD members have to open a depository account for each client and manage the clients' assets separately. Clients' shares deposited with VSD members are clients' assets and managed separately from members' assets.

Clearing and settlement

VSD members manage information on share ownership in the book-entry depository accounting system. Ownership transfer of centrally deposited shares is carried out by book-entry instead of physical transfer of share certificates.

Clearance and settlement are the final steps for completing the share trading process. For these purposes, all data of trading results are sent to the VSD by stock exchanges at the close of trading sessions. Cash clearing is executed by the VSD for each member based on netting between the amount receivable and the amount payable for transactions having the same trading date on stock exchanges and having the same settlement date, segregated by domestic investor accounts, Foreign Investor accounts and the house accounts of members.

Market capitalization

As of March 31, 2021, the total market capitalization of HSX and the Hanoi Stock Exchange ("HNX") was roughly VND4,803.4 trillion (approximately US\$208.3 billion), of which HSX market capitalization was roughly VND4,465.3 trillion (approximately US\$193.6 billion) and HNX market capitalization was roughly VND338.1 trillion (approximately US\$14.7 billion).

The table below presents the market capitalization of HSX and HNX as of the dates indicated:

	As of December 31,			As of
	2018	2019	2020	March 31,
	(VND trillions)			2021
HSX	2,875.5	3,279.6	4,080.8	4,465.3
HNX	192.1	192.0	212.3	338.1
Total	3,067.6	3,471.6	4,293.1	4,803.4

PRICE RANGE OF SHARES

Our ordinary shares are listed on the HSX with the stock code NVL (Bloomberg ticker: NVL VN).

The following table sets forth the average, high, low and end closing market price of Novaland's shares quoted on the HSX for the periods indicated.

Period	VND			
	Average	High	Low	Period End
Year:				
2018	61,590	77,123	49,438	63,478
2019	58,367	63,774	54,381	58,831
2020	58,146	67,136	50,426	65,258
2021 (through July 5)	77,733	121,000	47,368	115,000
Month:				
January 2021	73,756	81,200	64,269	80,200
February 2021	80,427	83,000	77,700	79,600
March 2021	80,726	82,900	79,000	80,500
April 2021	101,630	131,400	81,800	131,400
May 2021	135,010	142,000	128,500	134,600
June 2021	107,917	121,000	100,088	121,000
July 2021 (through July 5)	118,000	120,000	115,000	115,000

Source: Bloomberg

DESCRIPTION OF THE SHARES

The following statements are brief summaries of the rights and privileges of shareholders conferred by the laws of Vietnam and the charter of the Company (the “Charter”). Where statements summarize the material provisions of the Charter, such statements are qualified entirely by reference to the Charter.

Share Capital

As of May 31, 2021, the latest date on which we had an Enterprise Registration Certificate issued, we had an issued and paid-up share capital of VND10,817.4 billion (US\$468.9 million) consisting of approximately 1.08 billion ordinary shares with a par value of VND10,000 each.

The charter capital registered and reflected in our Enterprise Registration Certificate is VND10,638.6 billion. All the issued and outstanding shares are recorded in the depository register, which is kept at and maintained by the Vietnam Securities Depository (“VSD”). Each class of shares ranks equally in terms of voting rights; rights to dividends and other benefits associated with the shares. We recognize the persons whose names are recorded in the register of shareholders, which comprises of the depository register at the VSD, as Shareholders of the Company.

Issues of New Shares

Shares of non-founding shareholders are freely transferable, except for newly listed shares held by the shareholders subject to the statutory lock-up requirements. Under Decree 155/2020/ND-CP of the Government dated December 31, 2020 guiding the implementation of the Law on Securities (“Decree 155”) and Decision 85-/QD-SGDHCM of the HSX dated March 19, 2018 promulgating the HSX listing regulations, each of the following persons must undertake to hold 100% of their shares for six months from the listing date and 50% thereof for the following six months: (i) any shareholder whose representative is the chairman of the board of directors or a member of the board of directors, chairman of the supervisory board, or members of the supervisory board, chief executive officer or deputy chief executive officer, chief accountant, financial executive officer, other equivalent managerial officers appointed by the board of directors or the general meeting of shareholders; and (ii) any major shareholder (owning directly or indirectly 5% or more of the voting shares in the Company) who is a related party of the above persons. As for companies where shareholders are either Government agencies or State entities, shares held by such entities are excluded for the purposes of this lock-up.

All listed shares must be transferred via the HSX; in limited circumstances, shares being bequeathed or donated pursuant to HSX regulations may be transferred via VSD. Rights and obligations of shareholders are effectively conferred on the transferees upon the full payment of the cost of the transferred shares and the record of the transferred shares in the securities depository account opened in the name of the relevant transferees; or (if the transferred shares are not deposited with the VSD) the record of transferees’ name in the depository register of shareholders maintained by the VSD.

New Shares may be issued to existing Shareholders or otherwise to any persons including non-shareholders subject to the resolution of the general meeting of Shareholders. Shareholders will make a decision on classes of shares or the total number of Shares of each class which may be offered for sale in a general meeting of Shareholders. Issuance of any new shares of the Company by way of public offering must be approved by the SSC. Any change in the share capital of the Company must be registered with the Department of Planning and Investment of Ho Chi Minh City.

Shareholders have pre-emptive rights to subscribe for any new Shares offered for sale in proportion to the number of existing shares each of them holds. We will announce to all Shareholders details of the offering; including, the number of Shares for sale and the deadline for subscription. The period for which such Shares are available for subscription must not be less than 20 days. Any unsubscribed shares will be under the control of the Board of Directors. The Board of Directors may grant options for subscribing to those unsubscribed Shares to anyone in any manner that the Board of Directors deems fit, provided that the shares may not be sold on terms and conditions which are more favorable than those offered to the existing Shareholders, unless it has obtained the prior approval of the Shareholders at a general meeting.

Shareholders

Shareholders are the owners of the Company and have rights and obligations corresponding to the number and types of Shares they own. The liability of each shareholder is limited to the amount of capital contributed by such Shareholder.

Transfer of Shares

Shares of non-founding shareholders are freely transferable. All listed shares must be transferred via the HSX; in limited circumstances, shares being bequeathed or donated pursuant to HSX regulations may be transferred via VSD. Rights and obligations of shareholders are effectively conferred to the transferees upon their names being recorded in the depositary register of Shareholders maintained by the VSD.

General Meeting of Shareholders

General meetings of shareholders include annual and extraordinary meetings. The Board of Directors will convene an annual general meeting of shareholders in Vietnam within four months from the last day of the previous fiscal year (or six months if approved by the competent authorities).

The Charter provides that at annual or extraordinary general meetings of shareholders, shareholders are entitled to discuss and approve the following issues:

- a) development strategy of the Company;
- b) annual financial statements;
- c) annual dividend rate for each class of shares in compliance with the Law on Enterprises and other rights associated with that class of shares. Any such annual dividend rate may not exceed the rates as proposed by the Board of Directors after consultation with general meetings of shareholders;
- d) the number of members of the Board of Directors;
- e) appointment of the auditor;
- f) election, removal, dismissal or replacement of any members of the Board of Directors;
- g) total remuneration for the members of the Board of Directors and report on remuneration for the Board members;
- h) any amendments and/or additions to the Charter;
- i) the classes of shares and the number of new shares of each class to be offered for sale and the transfer of the founding shareholders' shares within the first three years of the Company's establishment;
- j) any split, division, consolidation or conversion of the Company;
- k) reorganization and dissolution of the Company and the appointment of the liquidator;
- l) any violations of the Board of Directors that cause loss to the Company and its shareholders;
- m) the disposal of assets or the investment of which the value is equal to or greater than 35 percent of the total assets value of the Company based on the Company's latest audited financial statements;
- n) the redemption by the Company of more than 10 percent of the total number of shares sold of each class;
- o) whether a person may hold the positions of General Director and Chairman of the Board of Directors at the same time;
- p) certain related-party transactions that have value being equal to or greater than 35 percent of the total assets value of the Company based on the Company's latest financial statements; and
- q) other matters according to the Company's Charter and other regulations.

The Board of Directors may call an extraordinary general meeting of shareholders: (i) the Board of Directors deems it appropriate for the Company's benefit, (ii) the annual balance sheet, or a quarterly or half-yearly financial report, or the annual audited financial statements show that the charter capital of the Company has decreased by half, (iii) the number of members of the Board of Directors is lower than the number required by law or less than half of the number stipulated in the Charter; (iv) upon request by a shareholder or a group of shareholders holding from 5% percent of the total ordinary shares, or (v) under other circumstances as provided under the Charter and the applicable law.

Notice of a general meeting of shareholders must be sent to the shareholders by way of post-delivery, email or facsimile and be simultaneously published on the Company's website.

Under Vietnamese law and in accordance with our Charter, a quorum for a general meeting of shareholders is constituted by the presence, either in person or by proxy, of shareholders representing at least 51 percent of the voting shares. If there are not enough attendees to constitute a quorum at the reconvened general meeting, the general meeting of shareholders must be reconvened within 30 days of the original planned date. In the reconvened general meeting, the Shareholders present in person or by proxy must represent at least 33 percent of the voting shares to constitute a quorum. If the second general meeting does not gather a sufficient number of shareholders present in person or by proxy to constitute a quorum within 30 minutes of the assigned commencement time of the general meeting, a third general meeting can be convened within 20 days of the planned date or the previous meeting. At the third attempt to convene a general meeting, a minimum number of shareholders present in person or by proxy is not required to constitute a quorum and all of them have the right to vote on all issues and resolutions which could have been passed at the previous general shareholders' meeting under the prevailing regulations.

Dividends

Subject to any regulatory restrictions, the Company may, with shareholder's approval, declare annual dividends in Vietnamese Dong to be paid to the shareholders based on the amount recommended by the Board of Directors. Dividends can be paid upon any shares in cash, in shares or in other types of assets, subject to approval by the general meeting of shareholders. The amount of dividends paid is determined based on the Company's net profit, and dividends are to be paid out of the Company's retained earnings.

In deciding payment of dividends, the Board of Directors has to consider whether the Company has fulfilled, among other things, its tax obligations and other financial obligations as required by law and whether it has set aside sufficient capital for required provisions. The Company may not pay dividends if such payment results in it being unable to settle any outstanding financial obligations that are due.

Voting Rights

A shareholder is entitled to attend, speak and vote at any general meeting of shareholders, in person or by proxy (in case of shareholders who are individuals), or through its authorized representative(s) or proxy (or proxies) appointed by such authorized representative(s) (in case of shareholders which are entities). A person holding shares through the VSD book-entry settlement system may only attend, speak and vote at a general meeting of shareholders as a Shareholder if his/her name appears on the depository register kept and maintained at the VSD on the record date fixed by the Company for the purpose of the proposed general meeting of shareholders.

The following matters must be decided by a resolution of the attending shareholders holding at least 65 percent of the voting shares of the shareholders present in person, through authorized representative or by proxy and voting at such general meeting:

- a) types of shares and number of shares offered for sale;
- b) change in business lines;
- c) change in the Company's organization structure; and
- d) an investment or a disposal of assets, the value of which exceeds 35 percent of the value of the total assets of the Company as stated in the latest audited financial statement.

All other matters must be decided by a resolution of the attending shareholders holding more than 50 per cent of the voting shares of the Shareholders present in person, through authorized representative or by proxy and voting at such general meeting.

A resolution may also be passed by shareholders by way of circulating the resolutions to shareholders for approval without convening a general meeting. In this case, the passing of such resolution requires the approval of shareholders holding more than 50 percent of the voting shares.

Shareholders are entitled to use cumulative voting for the allocation of their votes regarding the appointment of members of the Board of Directors. Under this cumulative voting principle, whenever the Company elects member of the Board of Directors, each Shareholder will have a number of votes equal to the number of new members of the Board of Directors to be elected multiplied by the number of voting shares held by such Shareholder and such Shareholder may cast all or some of his/her votes for any candidate to be elected to hold a seat in the Board of Directors.

Takeovers under Vietnamese Law

Under the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, except in certain circumstances, the following acquisitions of shares of a public company must be made through a public tender offer: (i) purchase of voting shares by an individual, organization and their related persons resulting in the indirect or direct holding of at least 25 percent of the outstanding shares and (ii) purchase by an individual or organization and their related persons who are already holding 25% or more of the voting shares and the purchase would result in such persons holding from 35%, 45%, 55%, 65% or 75% or more of the total voting shares within 30 days with the same terms on purchase price and payment method as adopted for the public tender offer.

If after completion of a public tender offer, the offeror holds at least 80 percent of the total issued and outstanding shares of the Company, the purchaser must continue to purchase within 30 days the shares held by the remaining shareholders, investors with the same purchase price and payment method as offered for the public tender offer. Within five days of the completion of a public tender offer, the offeror is required to report to the SSC and to make a public announcement of the results of the public offer.

The offeror must make a public disclosure on the public tender offer by publishing a notice in a Vietnamese newspaper and, in the event the target company is a listed company, by posting public disclosure on the website of the relevant stock exchange. Within 10 days from the receipt of the public tender offer documents, the Board of Directors must send to shareholders its opinion on the public tender offer. The offeror is required to conduct the public tender offer through a securities company in Vietnam acting as its agent.

Liquidation or Other Return of Capital

Upon the Company being dissolved or becoming bankrupt and after it has fully paid its debts and obligations, the Shareholders may receive part of the remaining assets in proportion to the number of shares held by them. Vietnamese law provides that the remaining assets after liquidation of a bankrupt company shall belong to its shareholders but the law does not specifically contemplate the procedures for the bankrupt company to return the remaining assets or the remaining proceeds from disposal of the assets to the shareholders.

Limitations on Rights to Hold or Vote on Shares

Under applicable Vietnamese law, foreign investors may hold up to 49% of the total shares of the Company. According to the HSX and as of May 10, 2021 approximately 91.4% of the shares are held by domestic shareholders and approximately 8.6% by foreign shareholders.

The Company is listed on the HSX and any trading of Shares of the Company in Vietnam must be done through the HSX trading system. The HSX (together with the VSD) is charged with supervising and controlling the foreign shareholdings in listed companies. Any trades on the HSX made by foreign investors are tracked by the HSX on its automatic system and the shareholding level in the listed companies available for acquisition by foreign investors is reported daily by the HSX.

Under the trading rules of the HSX, a buy order or part of such buy order of a foreign investor for shares listed on the HSX which has not been carried out will be automatically canceled if there are no more shares in such companies available for acquisition by foreign investors and subsequent orders for the shares of such companies entered into the HSX system will not be accepted.

Minority Rights

In addition to rights of a shareholder, a shareholder or a group of shareholders holding at least 5 percent of the total ordinary shares will have rights: to (i) review and make a copy or extract of the meeting minutes, resolutions and decisions of the board of directors, interim and annual financial statements of the company and reports of the inspection committee (if any), contracts, transaction documents which are required to be approved by the board of directors and other documents except for documents relating to commercial secrets, business secrets of the company; (ii) request the convening of a shareholders' meeting in circumstances prescribed by law or the charter; and (iv) where appropriate, request the inspection committee to investigate a particular issue relating to the management and/or administration of operations of such company. A shareholder or a group of shareholders holding at least 10% of total ordinary shares of the company (or a smaller threshold as provided in the company's charter) has the right to collectively nominate candidates to the board of directors and/ or the inspection committee.

DIVIDEND POLICY

Statements contained in this section that are not historical facts are forward-looking statements. Such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from those which may be forecasted and projected. Under no circumstances should the inclusion of such information herein be regarded as a representation, warranty or prediction with respect to the accuracy of the underlying assumptions by us, the Sole Bookrunner, or any other person. Prospective investors are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. See “Forward-Looking Statements.”

Subject to the Law on Enterprises, we may, with the approval of the shareholders, declare annual dividends in Vietnamese Dong to be paid to the shareholders based on the amount recommended by the Board of Directors. Subject to our Charter, the Board of Directors may declare an interim dividend without initially seeking shareholders’ approval if payment of the interim dividend is consistent with our financial resources and obligations.

Under the Law on Enterprises and our Charter, dividends can be paid upon any shares in cash, in shares or in other types of assets, subject to approval by the shareholders. Cash dividends must be made in Vietnamese Dong and may be paid by cheque or bank transfer. The amount of dividends may be determined based on our net profit, and dividends may be paid out of our retained earnings. In deciding payment of dividends, the Board of Directors has to consider whether we have fulfilled, among other things, our tax obligations and other financial obligations as required by law and whether it has set aside appropriately and fully for required provisions. We may not pay dividends if such payment results in it being unable to settle any outstanding financial obligations that are due. Dividends that are paid in violation of the foregoing must be returned to us. If a Shareholder is unable or unwilling to return improperly paid dividends, all members of the Board of Directors would be jointly and severally liable to the Company in respect of such improperly and unreturned paid dividends.

The form, frequency and amount of future dividends on the shares will depend upon our earnings, cash flow, financial conditions and other factors and shall be at the discretion of our Board of Directors and subject to the approval of our shareholders. We currently do not have a formal dividend policy and there can be no assurance that we will declare and pay dividends in the future. See “Risk Factors — There is no assurance that we will continue to declare and pay dividends.” For information relating to Vietnamese taxes payable on dividends, see “Taxation.”

DESCRIPTION OF MATERIAL INDEBTEDNESS

We have raised debt financing through short-term and long-term borrowings. The following summary of the principal terms of our material indebtedness may not contain all of the information that may be important to you. You should read the notes to our financial statements included elsewhere in this Offering Memorandum for additional information about our indebtedness.

Overview

As of March 31, 2021, we had indebtedness gross of bond issuance costs totaling VND45,457 billion (US\$1,970.8 million), comprising short-term and long-term bank loans, issued bonds and borrowings from related parties and third parties. The following is a description of our long-term borrowings. For details of our short-term borrowings, refer to note 24 to our financial statements as of and for the year ended December 31, 2020 and note 24 to our financial statements as of and for the three months ended March 31, 2021, included elsewhere in this Offering Memorandum.

Offshore Indebtedness

As of March 31, 2021, we had offshore indebtedness gross of bond issuance costs, which includes all debt that is denominated in U.S. Dollars from lenders outside Vietnam, totaling VND15,344 billion (US\$665.3 million), comprising short-term and long-term bank loans, issued bonds and borrowings from third parties. In addition to the agreements described below, we have also entered into facilities with borrowed amounts of less than US\$50 million and similar terms to the agreements described below. Refer to note 24 of our financial statements as of and for the three months ended March 31, 2021, included elsewhere in this Offering Memorandum.

Credit Suisse US\$200 Million Credit Facility Agreement

On December 29, 2020, we entered into an English law governed credit facility agreement with Credit Suisse AG, Singapore Branch as arranger, facility agent and security agent with a credit limit of US\$200 million, maturing 360 days after the facility was first drawn down. Interest is payable quarterly at LIBOR plus 4% per annum. Borrowings under the facility agreement are secured by Company shares owned by shareholders, the Company's accounts, capital contribution and the accounts of The Ky Hoang Kim Real Estate Company Limited and Delta-Valley Binh Thuan Company Limited. The purpose of this facility was to provide funding for short-term corporate purposes and working capital expenses.

Under the facility agreement, we may only declare and distribute dividends upon satisfying certain conditions specified in the facility agreement. Additionally, we are also restricted from (i) repaying certain inter-company loans and advances unless they are within the exceptions provided in the facility agreements, and (ii) transferring or disposing any of our properties or assets unless they are made in the ordinary course of business and in accordance with the relevant covenants under the facility agreement.

Upon the occurrence of certain qualifying capital raising events, which would include the issue of the Bonds, we are required to promptly provide notice of the capital raising to the facility agent and, thereafter, if a lender under the facility so requires and notifies the facility agent, all amounts drawn under the facility, together with interest and other amounts accrued thereunder, will be immediately due and payable, with the exact terms of the repayment to be in accordance with the notice. In such event, we intend to comply with our obligations under the facility agreement and to prepay the facility using cash on hand, operating cash flow and/or bank or other types of financing.

As of March 31, 2021, we have drawn down US\$200 million under the facility and US\$200 million remains outstanding.

Credit Suisse US\$100 Million Credit Facility Agreement

On December 16, 2019, we entered into an English law governed credit facility agreement with Credit Suisse AG, Singapore Branch as arranger, facility agent and security agent with a credit limit of US\$100 million, maturing 30 months after the first drawdown date. Interest is payable every three months in an amount equal to LIBOR plus 5.5% per annum. Additional amounts may become payable at the maturity date or the date of any early repayment to ensure a rate of return of 11.5% per annum for the lenders. Borrowings under the facility agreement are secured by Company shares owned by shareholders and accounts of the Company. The purpose of this facility was to provide funding for capital expenditure, working capital and investment projects.

Under the facility agreement, we may only declare and distribute dividends upon satisfying certain conditions specified in the facility agreement. Additionally, we are also restricted from (i) repaying certain inter-company loans and advances unless they are within the exceptions provided in the facility agreements, and (ii) transferring or disposing any of our properties or assets unless they are made in the ordinary course of business and in accordance with the relevant covenants under the facility agreement.

As of March 31, 2021, we have drawn down US\$60 million under the facility and US\$60 million remains outstanding.

Credit Suisse US\$250 Million Syndicated Loan Facility

On August 23, 2019, our subsidiary, Nova Hospitality Joint Stock Company entered into an English law governed syndicated loan facility with 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 and Taiwan Cooperative Bank, Offshore Banking Branch with a credit limit of US\$250 million, maturing 42 months after the first draw down date. Interest is payable every six months in an amount equal to LIBOR plus 4.25% per annum. Borrowings under the syndicated loan facility are secured by shares and accounts of the borrower, capital contributions and accounts of The Forest City Company Limited and receivables from a project in Xuyen Moc District, Ba Ria — Vung Tau Province. The purpose of the syndicated loan facility was to invest in hospitality projects, finance our capital expenditure needs, refinance existing offshore indebtedness and general corporate purposes.

Under the facility agreement, the borrower is restricted from making dividend payment while the guarantors may only declare and distribute dividends upon satisfying certain conditions specified in the facility agreement. Additionally, the borrower and the guarantors are also restricted from (i) repaying certain inter-company loans and advances unless they are within the exceptions provided in the facility agreements, and (ii) transferring or disposing any of our properties or assets unless they are made in the ordinary course of business and in accordance with the relevant covenants under the facility agreement.

As of March 31, 2021, we have drawn down US\$250 million under the facility and US\$218.8 million remains outstanding.

Credit Suisse US\$250 Million Club Loan Facility

On December 13, 2019, our subsidiary, Nova Hospitality Joint Stock Company entered into an English law governed syndicated loan facility with Credit Suisse AG, Singapore Branch with a credit limit of US\$250 million, maturing 42 months from the first draw down date. Interest is payable every six months at LIBOR plus 4.25% per annum. Borrowings under the syndicated loan facility are secured by accounts of the borrower, equity interest and accounts of The Ky Hoang Kim Real Estate Company Limited and Delta-Valley Binh Thuan Company Limited, a project in Phan Thiet city, Binh Thuan Province and receivables under business cooperation contracts. The purpose of the syndicated loan facility was to invest in hospitality projects, our capital expenditure needs, refinance existing offshore indebtedness and general corporate purposes.

Under the facility agreement, the borrower is restricted from making dividend payment while the guarantors may only declare and distribute dividends upon satisfying certain conditions specified in the facility agreement. Additionally, the borrower and the guarantors are also restricted from (i) repaying certain inter-company loans and advances unless they are within the exceptions provided in the facility agreements, and (ii) transferring or disposing any of our properties or assets unless they are made in the ordinary course of business and in accordance with the relevant covenants under the facility agreement.

As of March 31, 2021, US\$100 million had been drawn down under the facility and US\$65 million remains outstanding.

Convertible Bonds due 2023

On April 27, 2018, and December 14, 2018, we issued US\$160 million and US\$80 million, respectively, of 5.5% convertible bonds due April 27, 2023, which were sold outside the United States in reliance on Regulation S of the Securities Act. Interest on the bonds is payable every six months. The bonds are unsecured and can be converted to ordinary shares of the Company during a period starting 41 days after the issue date to 10 days prior to the maturity date. The initial conversion price was determined to be VND74,750 per share and was adjusted to VND60,000 per share on June 5, 2020. The bond proceeds were used to acquire certain project development companies and for working capital and general corporate purposes.

On May 27, 2021, we received conversion requests for the remaining principal amount outstanding under the previously issued convertible bonds due 2023.

Onshore Indebtedness

As of March 31, 2021, we had onshore indebtedness gross of bond issuance costs, which includes all debt that is denominated in VND and from lenders within Vietnam, totaling VND30,113 billion (US\$1,305.6 million), comprising of short-term and long-term bank loans, issued bonds and borrowings from related parties and third parties. In addition to the agreements described below, we also have other facilities with borrowing amounts of less than VND200 billion and similar terms to the agreements described below. See note 23 to our financial statements for further information.

OCB VND300 Billion Facility Agreement

On October 31, 2018, Thanh Nien Vung Tau Tourism and Hospitality Joint Stock Company (“Thanh Nien Vung Tau”), one of our subsidiaries, entered into a facility agreement with Orient Commercial Joint Stock Bank — District 4 Branch (“OCB”) for a facility of VND300 billion with a term of 144 months from the first utilization date. The purpose of the facility is for (i) investment in the Festival Vung Tau Hotel at 117 Thuy Van Street, Thang Tam Ward, Vung Tau City, and (ii) import of equipment, interior facility for Project of Festival Vung Tau Hotel at 117 Thuy Van Street, Thang Tam Ward, Vung Tau City. The obligations under the facility are secured by (i) 1,500,000 shares in us owned by Novagroup JSC, (ii) 4,550,000 shares in Thanh Nien Vung Tau owned by us, (iii) 350,000 shares in Thanh Nien Vung Tau owned by Ms. Huynh Phuong Thao, and (iv) the entire Festival Vung Tau Hotel project. The facility is subject to an interest rate of 11.3% per annum adjusted every three months at a rate of twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) plus a margin of 3.5% per annum.

Under the agreement, Thanh Nien Vung Tau undertakes to only distribute profit after discharging all due financial obligations annually with OCB. In addition, under the share pledge agreement, we are obliged to provide OCB with all benefits, profits, material benefits and rights arising from, other assets formed under or arising from, the pledged shares.

As of March 31, 2021, we had VND 251.7 billion (US\$10.9 million) outstanding under the facility agreement.

VPBank VND2,600 Billion Facility Agreements

On June 14, 2018 and May 17, 2019, 350 Investment and Development Real Estate Company Limited (“350 LLC”), one of our subsidiaries, entered into two facility agreements with Vietnam Prosperity Joint-Stock Commercial Bank (“VPBank”) for two facilities with an aggregate facility of VND2,600 billion, maturing on June 25, 2022 and May 17, 2022 respectively. The purposes of the facilities were to (i) acquire 92.177% capital contribution (73.328% of Nova Homes Trading Joint Stock Company, 11.572% of RC12 Investment Joint Stock Company, and 7.277% of Minh Anh Investment and Real Estate Company Limited) in CQ89 Investment and Development Real Estate Company Limited (“CQ89”) and (ii) to partially repay for the amount that 350 LLC has spent in acquiring CQ89. The obligations of the facilities are secured by (i) a mortgage agreement over the entire shares of CQ89 in Thanh My Loi Joint Stock Company, and (ii) a mortgage agreement with respect to Project Thanh My Loi B Residential Area of Thanh My Loi Joint Stock Company, including (a) proprietary rights arising from the compensation and clearance of 58.118.30 m² at one or several areas of Project Thanh My Loi B Residential Area Project, (b) rights of ownership, transfer, lease, lend and all related rights with respect to all construction works, buildings, equipment, assets attached to land, (c) rights to claim, receive, enjoy all receivables, penalties, compensations and all other amounts, monies arising from all contracts relating to the project, (d) rights to invest, develop and trade all transaction documents relating to the project, and (e) other proprietary rights under the laws. The facility is subject to an interest rate ranging from 11% - 11.5% for the first 2 months. Afterwards, the interest rate shall be the highest interest rate for individual saving with 12-month tenor plus a margin of 4.45% - 4.7%.

As of March 31, 2021, we had VND1,485.9 billion (US\$64.4 million) outstanding under the facility agreements.

VPBank VND1,200 Billion Facility Agreement

On February 09, 2018, Thanh My Loi Joint Stock Company (“TML”), one of our subsidiaries, entered into a facility agreement with VPBank for a facility of up to VND1,200 billion, maturing on February 09, 2022. The purpose of the facility is for the payment of site clearance compensation costs for Thanh My Loi B Residential

Area Project. The obligations of the facility are secured by (i) entire shares owned by CQ89 Investment and Development Real Estate Company Limited in TML; (ii) rights arising from site clearance compensation for Area B (phase 2) and Area A, C, D, E, F (phase 1, 3, 4, 5, 6 — if any) of the Thanh My Loi B Residential Area Project located at Thanh My Loi Ward, District 2, Ho Chi Minh City; (iii) land use rights of Area B (phase 2) of the Thanh My Loi B Residential Area Project; (iv) assets formed in the future of Area B (phase 2) of the Thanh My Loi B Residential Area Project; (v) the receivables arising from sale contracts of Area B (phase 2) of the Thanh My Loi B Residential Area Project.

The facility is disbursed under five debt acknowledgements. Under the first two debt acknowledgements dated February 9, 2018 and February 10, 2018, the facility is subject to an interest rate of 12% per annum for the first three months; during the remaining term, the interest rate will be adjusted every two months, being VPBank's highest interest rate for individuals saving for 12-month period plus 4.5%. Under the third debt acknowledgement dated May 17, 2018, the facility is subject to an interest rate of 12% per annum for the first two months; during the remaining term, the interest rate will be adjusted every 2 months, being VPBank's highest interest rate for individuals saving for 12-month period plus 4.5%. Under the fourth and fifth debt acknowledgement, dated July 4, 2018 and August 9, 2018, respectively, the facility is subject to an interest rate of 12% per annum for the first two months; during the remaining term, the interest rate will be adjusted every 2 months, being VPBank's highest interest rate for individuals saving for 12-month period plus 4.9%.

As of March 31, 2021, we had VND497.6 billion (US\$21.6 million) outstanding under the facility agreement.

VPBank VND450 Billion Facility Agreement

On February 27, 2020, Sai Gon Housing and Infrastructure Investment Development Company Limited ("HTSG"), one of our subsidiaries, entered into a facility agreement with VPBank for a facility of up to VND450 billion, maturing on March 3, 2023. The purpose of the facility is to finance for the transfer of equity interest in Khanh An Investment and Development Real Estate Company Limited ("Khanh An"). The obligations of the facility are secured by (i) the capital contribution owned by HTSG in Khanh An, (ii) capital contribution owned by Khanh An and Nguyen Huu Tinh Em in Carava Resort Co., Ltd., and (iii) property rights of the My My Resort Project in Cam Ranh Peninsula, and (iv) land use rights over 226,222.3m² owned by Carava Resort Co, Ltd. The facility is subject to an interest rate of 11.5% per annum for the first two months. The interest rate for the remaining period is equivalent to the highest interest rate of VPBank for 12-month savings for individuals plus a margin of 4.35% per annum, but not less than 11.5% per annum.

As of March 31, 2021, we had VND450 billion (US\$19.5 million) outstanding under the facility agreement.

VPBank VND600 Billion Facility Agreement

On December 29, 2017, Ngoc Uyen Investment and Real Estate Joint Stock Company ("Ngoc Uyen"), one of our subsidiaries, entered into a facility agreement with VPBank for a facility of VND600 billion, maturing on December 29, 2022. The purpose of the facility is to finance the transfer of equity interest in Bao Phuc Real Estate Company Limited. The obligations of the facility are secured by (i) 17,000,000 shares in us owned by Mr. Nguyen Hieu Liem and Ms Lam Ngoc Tham, (ii) 17,000,000 shares in us owned by Mr. Bui Thanh Nhon and Ms. Cao Thi Ngoc Suong, and (iii) the entire capital contribution of Ngoc Uyen in Bao Phuc Real Estate Company Limited. The facility is subject to an interest rate of 11.15% per annum for the first 2 months. The interest rate for the remaining period is equivalent to the highest interest rate of VPBank for 12-month saving plus 4% per annum.

As of March 31, 2021, we had VND525 billion (US\$22.8 million) outstanding under the facility agreement.

Sacombank VND232 Billion Facility Agreement

On December 28, 2017, Nova Property Management Company Limited, one of our subsidiaries, entered into a facility agreement with Saigon Thuong Tin Commercial Joint Stock Bank — Central Branch for a loan of VND232 billion, maturing on December 29, 2022. The purposes of the facility are for the transfer, lease and business of real estates of the Sunrise City, Tropic 1 and Lexington Projects. The obligations are secured by mortgages over proprietary rights arising from (i) land sales contract of commercial unit X1 no. 5.07, floor 5 of the Sunrise City — North Tower; (ii) land use rights over lands at Sunrise City — Block W; (iii) land use rights over lands at Sunrise City — South Towers, Block V; (iv) lease agreement of the parking lot on floors 1 and 2 of the Tropic 1 Project; and (v) lease agreement of the parking lot of the Lexington Project.

The facility is subject to an interest rate of 10.5% per annum for the first 3 months from utilization. The interest rate applied for the period from the fourth month onwards will be the interest rate of the thirteen-month saving deposits from individuals in Vietnamese Dong (paid in arrears) plus a margin of 3.5% per annum, adjusted every 3 months, subject to review of Sacombank.

As of March 31, 2021, we had VND129.5 billion (US\$5.6 million) outstanding under the facility agreement.

Vietinbank VND1,550 Billion Facility Agreement

On November 18, 2020, Gia Duc Real Estate Limited Company (“Gia Duc”), one of our subsidiaries, entered into a facility agreement with Vietinbank for a loan of VND1,550 billion, maturing on November 18, 2024. The purposes of the facility are for the payment of the transfer a part of Cu Lao Phuoc Hung residential project in Tam Phuoc, Bien Hoa, Dong Nai Province (the “Project”). The obligations are secured by (i) asset rights arising from the equity contribution at Gia Duc, (ii) asset rights arising from the project transfer contract between Long Hung Agriculture and Construction Co-operative and Gia Duc, (iii) land use rights and rights of assets attached to the land of the Project under the ownership of Gia Duc and other special assets eligible to be mortgaged in accordance with Vietinbank’s regulations (if any), (iv) rights and benefits arising from the exploitation of the Project, and (v) receivables from sale contracts.

The facility is subject to an interest rate of 11% per annum as specified in the debt acknowledgement dated November 18, 2020. This rate will be valid until further adjustment.

Under the facility agreement, Gia Duc must maintain the ratio of debt/total investment capital after VAT of no more than 51%. As of March 31, 2021, we had VND1,550 billion (US\$67.2 million) outstanding under the facility agreement.

Vietinbank VND1,511 Billion Facility Agreement

On November 17, 2020, Thanh Nhon Investment Real Estate Limited Company (“Thanh Nhon”), one of our subsidiaries, entered into a facility agreement with Vietinbank for a loan of VND1,511 billion, maturing 48 months from the first disbursement. The purposes of the facility are for the payment for the transfer of a part of residential service commercial project in Cu Lao Phuoc Hung, Tam Phuong, Bien Hoa, Dong Nai, Area 4 (the “Project”). The obligations are secured by (i) asset rights arising from the equity contribution at Thanh Nhon, (ii) asset rights arising from the project transfer contract between Long Hung Agriculture and Construction Co-operative and Thanh Nhon, (iii) land use rights and rights of assets attached to the land of the Project under the ownership of Thanh Nhon and other special assets eligible to be mortgaged in accordance with Vietinbank’s regulations (if any), (iv) rights and benefits arising from the exploitation of the Project, and (v) receivables from sale contracts. The facility agreement is subject to an interest rate specified in the debt acknowledgement, which may be further adjusted.

Under the facility agreement, Thanh Nhon must maintain the ratio of debt/total investment capital after VAT of no more than 53%. As of March 31, 2021, we had VND1,495.8 billion (US\$64.9 million) outstanding under the facility agreement.

Maritime Bank VND210 Billion Facility Agreement

On August 28, 2020, we entered into a facility agreement with Vietnam Maritime Commercial Joint Stock Bank (“MSB”) — Ho Chi Minh City Branch for a loan of up to VND210 billion, maturing 36 months from the first disbursement. The purposes of the facility is to increase our capital contribution in Tan Kim Yen Real Estate Investment Company Limited. The obligations are secured by several land use rights and properties of us and our subsidiaries in different real estate projects within Ho Chi Minh City. The facility agreement is subject to an interest rate of 10% per annum for the first interest payment periods. After that, the interest rate will be adjusted every six months from the first disbursement, and will be equivalent to the highest twelve-month interest rate for individual saving-deposit at MSB, plus a margin of 3.5%, provided that the adjusted interest rate is not less than 10% per annum.

As of March 31, 2021, we had VND204.8 billion (US\$8.9 million) outstanding under the facility agreement.

VPS VND7,000 Billion Bonds

From June to September 2020, we issued three tranches of bonds with an aggregate principle amount of VND7,000 billion to VPS Securities and VPBank, maturing in 2023. The bonds proceeds are used to increase our

charter capital or our capital contribution in our subsidiaries to implement sale and purchase, merger transactions and/or real estate projects, and/or to participate in business cooperation transactions with our partners to invest in real estate projects.

The bonds above bear an interest rate of 11% per annum for the first interest payment period. After that, the interest rate will be adjusted once every three months and will be equivalent to a reference interest rate plus a margin of 3.9% per annum, provided that the adjusted rate is not less than 11% per annum. The reference interest rate is defined as the highest interest rate of normal saving deposits in VND from individuals (paid in arrears) for the terms of 12 months (or equivalent term) announced at the VP-Bank at the interest rate determination date. The bonds are secured by properties rights related to a project in District 2, Ho Chi Minh City.

As of March 31, 2021, we had VND7,000 billion (US\$303.5 million) par value of the bonds outstanding.

PVcomBank VND500 Billion Bonds

On December 23, 2019, Thai Binh Real Estate Trading Joint Stock Company (“Thai Binh”), one of our subsidiaries, issued 5,000 non-convertible bonds with an aggregate principal amount of VND500 billion, maturing on December 26, 2023 to PetroVietnam Securities Joint Stock Company — Sai Gon Branch (“PVcombank”). The bonds proceeds are used to increase the working capital for the deposit of the Business Cooperation Contract to invest in Trung Thuy resort in Binh Chau Commune, Xuyen Moc District, Ba Ria — Vung Tau Province of which The Forest City Limited Company is an investor. The bonds are secured by (i) 20,198,860 shares of us owned by Mr. Bui Thanh Nhon and Mrs. Cao Thi Ngoc Suong, (ii) rights to exploit and trade, land use rights of formed/unformed Hoa Thang project, Minh Thu Nguyen project, Mui Ne project, and (iii) a payment guarantee by No Va Land Group Corporation.

The bonds bear interest rate of 12.5% per annum for the first interest period. The interest rate applied from the second interest payment to the sixteenth interest payment is equivalent to the standard interest rate of PVcombank plus 5%. The interest period is 3 months.

As of March 31, 2021, VND500 billion (US\$21.7 million) par value of the bonds remains outstanding.

PVcomBank VND1,300 Billion Bonds

On June 28, 2019, we issued 1,300 non-convertible bonds with an aggregate principal amount of VND1,300 billion, maturing on June 28, 2023 to PetroVietnam Securities Joint Stock Company — Sai Gon Branch (“PVcombank”). The bond proceeds are used for increasing the working capital, increasing the capital contribution in our subsidiary — Nova Hospitality Joint Stock Company so that it can acquire equity interest 38 Real Estate Investment Trading Company Limited to hold controlling equity interest in Hoa Thang Tourist Service Corporation (“Hoa Thang”) and Thu Minh Nguyen Investment Corporation (“Thu Minh Nguyen”). Obligations under the bonds are secured by (i) 11,557,000 shares in us owned by Mr. Bui Thanh Nhon and Mrs. Cao Thi Ngoc Suong, (ii) 5,036,324 shares in us owned by Diamond Properties Joint Stock Company, (iii) 47,900,000 shares in Hoa Thang owned by 38 Real Estate Investment Trading Company Limited, (iv) 32,691,000 shares in Thu Minh Nguyen owned by 38 Real Estate Investment Trading Company Limited, (v) 24,406,676 shares in us owned by Novagroup JSC, (vi) all rights, ownership rights and benefits arising from or relating to the Hoa Thang Project and Thu Minh Nguyen Project, tangible and intangible assets, and other receivables, interest, compensation or other payments of such assets which have been and will be formed in the future of the Hoa Thang Project and Thu Minh Nguyen Project.

The bonds bear interest at rate of 11.75% per annum for the first interest period. The interest rate applied for the remaining period is adjusted every 3 months with an interest rate equivalent to the highest interest rate of twelve-month saving deposits in VND of PVcombank plus a margin of 4.25% per annum.

Under the bonds, the two companies, Hoa Thang and Thu Minh Nguyen, cannot distribute dividend/profit (except for profit to pay the principal and interest of the bond) or repay the capital to the investor without the consent of PVcombank. In addition, all incomes of the projects of Hoa Thang and Thu Minh Nguyen shall be transferred to accounts opened at and managed by PVcombank. The incomes shall be put into escrow and only used in the following order: (i) re-purchase of the bonds and payment of due interest, (ii) payment of the relevant expenses for investment in construction of the projects, (iii) payment of all reasonable expenses for projects to be put into operation, and (iv) put into saving accounts at PVcombank.

As of March 31, 2021, VND1,300 billion (US\$56.4 million) par value of the bonds remains outstanding.

MBBank VND657 Billion Bonds

On June 23, 2020, we issued 6,750 non-convertible bonds with an aggregate principal amount of VND657 billion, maturing on June 23, 2025 to Military Commercial Joint Stock Bank — North Sai Gon Branch. The bond proceeds were used for payment of the transfer of 13.3% of the capital in Long Hung Phat Consultant Limited Company from Cuu Long Xanh Real Estate Limited Company. The obligations under the bonds are secured by (i) land use right of 81 ha in Aqua Project, (ii) all property rights arising from Aqua Project, and (iii) all NVL shares of our shareholders. The bond bears an interest rate of 10% per annum for the first four interest payment periods. After that, the interest rate will be adjusted to be equivalent to a reference interest rate plus a margin of 3.5% per annum. The reference interest rate is defined as the highest interest rate of normal saving deposits in VND from individuals (paid in arrears) for the term of 12 months announced at the MBBank at interest rate determination date.

As of March 31, 2021, we had VND657.0 billion (US\$28.5 million) in par value of the bonds outstanding.

MBBank VND2,600 Billion Bonds

On June 19, 2020, one of our subsidiaries, Aqua City Company Limited (“Aqua City”) issued four tranches of non-convertible bonds with an aggregate principal amount of VND2,600 billion, maturing June 22, 2022, June 22, 2023, June 22, 2024 and June 22, 2025 respectively, to Military Commercial Joint Stock Bank — North Sai Gon Branch (“MBBank”). The bond proceeds are used to increase Aqua City’s working capital in order to make up for up to 70% of our costs in acquiring 99.999% charter capital in Phuc Hoa Real Estate Company Limited from Mr. Le Thanh Liem (“Phuc Hoa”) and investing in the Aqua City project. The bonds are secured by (i) the land use right over the entire Aqua City project and proprietary rights arising from the Aqua City project, (ii) the entire capital contribution of The Prince Residence JSC and Dai Cat Investment Construction and Development JSC, and (iii) the entire capital contribution of Phuc Hoa held by us. The bonds bear interest rate of 10% per annum for the first year. Afterwards, the interest rate will be defined at a rate of the twelve-month normal saving deposits in VND applicable to individuals as announced by the Military Commercial Joint Stock Bank plus a margin of 3.5% per annum.

As of March 31, 2021, VND2,600 billion (US\$112.7 million) par value of the bonds remains outstanding.

MBBank VND214 Billion Bonds

On June 16, 2020, one of our subsidiaries, Long Hung Phat Real Estate Investments Company Limited (“LHPRE”), maturing on June 23, 2021. The bond proceeds are used to finance LHPRE’s payment in relation to transfer, infrastructures and site clearance of Aqua Riverside City project to Aqua Dona City Company Limited according to the partial project transfer of Aqua Dona project dated November 28, 2019 between LHPRE and Aqua Dona City Company Limited. The bonds are secured by (i) land use rights and proprietary rights of LHRE over the Aqua Riverside City project, (ii) capital contribution in Long Hung Phat Consulting Co., Ltd owned by No Va Land Investment Joint Stock Company and Truong Thanh Real Estate JSC, and (iii) capital contribution in LHPRE owned by Long Hung Phat Consulting Co., Ltd.

The bonds bear interest rate of 10% per annum for the first quarter. Afterwards, the interest rate will be defined at a rate of the twelve-month normal saving deposits in VND applicable to individuals as announced by the Military Commercial Joint Stock Bank plus a margin of 2.5% per annum, but not less than 10% per annum.

As of March 31, 2021, VND214 billion (US\$9.3 million) par value of the bonds remains outstanding.

MBBank VND1,068 Billion Bonds

On June 16, 2020, LHPRE issued four tranches of non-convertible bonds with an aggregate principal amount of VND749.7 billion, maturing on June 23, 2022, June 23, 2023, June 23, 2024 and June 23, 2025 respectively to MBBank. The bond proceeds are used to finance LHPRE’s payment in relation to transfer, infrastructures and site clearance of Aqua Riverside City Project to Aqua Dona City Company Limited according to the partial project transfer of Aqua Dona project dated November 28, 2019 between LHPRE and Aqua Dona City Company Limited. The bonds are secured by (i) land use rights and proprietary rights of LHRE over the Aqua Riverside City Project, (ii) capital contribution in Long Hung Phat Consulting Co., Ltd owned by No Va Land Investment Joint Stock Company and Truong Thanh Real Estate JSC, and (iii) capital contribution in LHPRE owned by Long Hung Phat Consulting Co., Ltd.

The bonds bear interest rate of 10% per annum for the first year. Afterwards, the interest rate will be defined at a rate of the twelve-month normal saving deposits in VND applicable to individuals as announced by the Military Commercial Joint Stock Bank plus a margin of 3.5% per annum.

As of March 31, 2021, VND749.7 billion (US\$32.5 million) par value of the bonds remains outstanding.

MBBank VND600 Billion Bonds

On August 14, 2019, one of our subsidiaries, Thuan Phat Real Estate Investment and Development Joint Stock Company (“Thuan Phat”) issued 6,000 non-convertible bonds with an aggregate principal amount of VND600 billion, maturing on December 20, 2022 to MBBank. The bond proceeds are used for payment of the purchase of 96.899% capital contribution in Cuu Long Real Estate Development and Investment Company Limited (“Cuu Long”), the developer of the Palm 9ha residential project in Long Truong ward, District 9, Ho Chi Minh City, from Binh An Real Estate Investment Development JSC (“Binh An”). The bonds are secured by (i) land use rights of Cuu Long, (ii) proprietary rights of Cuu Long with respect to the Palm 9ha residential project, including but not limited to, receivables from receipt and expense accounts of Cuu Long with respect to the Palm 9ha residential project and (iii) capital contribution in Cuu Long held by Thuan Phat.

The bonds bear interest rate of 10.5% for the first year. Afterwards, the interest rate shall be defined at a rate of the twelve-month normal saving deposits in VND applicable to individuals as announced by the Military Commercial Joint Stock Bank plus a margin of 3.5% per annum.

As of March 31, 2021, we had repurchased VND250 billion (US\$10.8 million) of the bonds and VND350 billion (US\$15.2 million) in par value of the bonds remains outstanding.

MBBank VND1,950 Billion Bonds

On August 28, 2020, we issued five tranches of non-convertible bonds with an aggregate principal amount of VND1,950 billion, maturing on August 28, 2022, August 28, 2023, August 28, 2024, August 28, 2025, and August 28, 2026 to MBBank. The bond proceeds were used to pay the costs of transferring the Dao Phuoc Hoang project, which is part of the Cu Lao Phuoc Hung residential project in Tam Phuoc, Bien Hoa, Dong Nai Province. Prior the launch of the bond issuance, the bonds are secured by all shares of the current shareholders in No Va Land Investment Joint Stock Company. After the launch, after maximum 90 days after the payment to Long Hung Service Agriculture Co-operative is paid, the bonds are secured by (i) land use rights of the 52ha in Dao Phuoc Hoang project, (ii) asset rights relating to Dao Phuoc Hoang project.

The bonds bear interest rate of 10% per annum for the first four interest periods. After that the interest rate will be adjusted to be equivalent to the regular interest rate for saving-deposit in VND at MBBank, plus a margin of 3.5%.

As March 31, 2021, VND1,800 billion (US\$78.0 million) par value of the bonds remain outstanding.

Techcom Securities VND1,290 Billion Bonds

On August 24, 2020, and September 4, 2020, we issued 14 and 16 tranches of non-convertible bonds with an aggregate principal amount of VND1,290 billion; all maturing on August 24, 2022 to Techcom Securities. The bond proceeds are used in accordance with the offering memorandum. The bonds are secured by (i) shares of No Va Land Investment Group Corporation held by Mr. Bui Thanh Nhon and MS Cao Thi Ngoc Suong, (ii) movable assets and asset rights of Nova Phu Sa from in-principle agreement of Con Au project, (iii) movable assets and asset rights of HS Hanoi from in-principle agreement of Bai Cong Truong 5 project, (iv) HSHN shares, (v) movable assets and asset right from the project transfer agreement of Con Au project, (vi) movable assets and asset rights relating to Golf course project, (vii) real estate and asset rights relating to Golf course project, (viii) movable assets and asset rights from villa project, (ix) movable assets and asset rights relating to Bai Cong Truong 5 project, (x) real estate relating to Bai Cong Truong 5 project, and (xi) equity contribution in An Phat.

The bonds bear interest rate of 10.5% per annum for the first 4 interest periods. The interest rate from the 5th interest period will be adjusted every 3 months as the reference interest rate at the time of adjustment plus a margin of 4.2% per annum. The reference rate is calculated by average of the interest rate offered for 12-month

saving deposits from individuals in Vietnamese Dong by 4 banks including: BIDV, Vietcombank, Vietinbank, and Techcombank.

As March 31, 2021, VND1,290 billion (US\$55.9 million) par value of the bonds remain outstanding.

BSC VND500 Billion Bonds

On December 24, 2020, Oriental Buildings JSC (*Cong ty Co phan Cao oc Phuong Dong*) issued 500,000 non-convertible bonds with an aggregate principal amount of VND500 billion, maturing on December 24, 2022 via BIDV Securities Company (**BSC**), of which 360,000 bonds were successfully issued. The bond proceeds are used for the investment cooperation and invest in Vuong Cung Complex by Vuong Cung Real Estate Investment Company Limited. The bonds are secured by 9,090,909 shares of our Company.

The bonds bear interest rate of 10.5% per annum. As of March 31, 2021, we had VND360 billion (US\$15.6 million) in par of the bond outstanding.

Agribank Securities Joint Stock Company — VND200 Billion Bonds

On December 11, 2019, we issued 200 non-convertible bonds with an aggregate principal amount of VND200 billion, maturing on December 11, 2022 to Agribank Securities Joint Stock Company (“Agriseco”). The bond proceeds are used to (i) increase our working capital, and (ii) payment of the business cooperation contract with The Forest City Limited Company to develop NovaWorld Ho Tram project in Binh Chau Commune, Xuyen Muc District, Ba Ria — Vung Tau Province. The bonds are secured by 8,000,000 shares of the Company.

The bonds bear interest rate of 11% per annum for the first interest period. From second interest payment they bear interest at 4% plus the reference average interest rate for individuals saving for 12-month period (paid in arrears) of BIDV, Vietcombank, Vietinbank and Agribank.

As March 31, 2021, VND200 billion (\$8.7 million) par of the bonds remain outstanding.

Rong Viet VND200 Billion Bonds

On June 30, 2020, we issued 200,000 non-convertible bonds with an aggregate principal amount of VND200 billion, maturing on June 30, 2022 to Rong Viet Securities Joint Stock Company. The bond proceeds are used to (i) increase our working capital and/or (ii) invest in our investment programs and projects. The bonds are secured by 8,000,000 shares of our Company held by the shareholders.

The bonds bear interest rate of 10% per annum. As of March 31, 2021, VND200 billion (US\$8.7 million) par value of the bonds remains outstanding.

Novahomes Trading Joint Stock Company

Multiple loan agreements have been entered between Nova Homes Trading Joint Stock Company as lender and each of our subsidiaries (namely Binh Thuan Delta — Valley Company Limited, Nova Richstar Joint Stock Company, Nova Riverside Real Estate Company Limited, Gia Phu Real Estate Company Limited, Nova Property Management Company Limited, Vung Tau Youth Hotel and Travel Joint Stock Company, Gia Huy Real Estate Investment and Development Company Limited, Thanh My Loi Joint Stock Company, Nova Sagel Company Limited, amongst others, as borrower. The purpose of such loans is to increase the working capital and/or develop the projects of the borrowers.

These borrowings are unsecured, in Vietnamese Dong, with a principal amount ranging from VND450 million to VND210 billion, mature in five to twelve months and bear interest at the rate from 6.0% to 8.0% per annum. As March 31, 2021, VND737 billion (US\$32.0 million) remains outstanding under the various loan agreements we have entered with NovaHomes.

The following chart sets forth our corporate structure as of March 31, 2021. Refer to note 1 to our financial statements included elsewhere in this Offering Memorandum for the principal activities of the subsidiaries in the diagram below.



BUSINESS

Overview

We are one of the largest mid-market residential real estate developers based in Ho Chi Minh City (“HCMC”), one of Vietnam’s principal economic centers. According to Savills, we accounted for 8% of the total sales volume of apartments in HCMC between 2016 and 2020, and as of March 31, 2021, approximately 53% and 47% of the inventory of second-home units in Binh Thuan and Ba Ria — Vung Tau Province, respectively, were delivered by us. We focus on developing and selling mid-market low-rise and high-rise residential apartments in prime and sub-central urban areas of HCMC, townships in cities surrounding the greater HCMC area and second-home and hospitality projects in tourism clusters in south-central and southern Vietnam. In addition, we also develop and sell a relatively smaller proportion of officetel units that typically comprise part of our residential developments.

As of March 31, 2021, we had completed 28 projects and delivered more than 26,500 housing and officetel units, comprising a total net saleable area (“NSA”) of approximately 1,907,932 sq.m within the greater HCMC area. In addition, we had 11 projects under development and planned to deliver approximately 37,000 housing, commercial and officetel units. As of the same date, we had a total land bank of approximately 5,400 hectares, which includes land held by project development companies that we expect to acquire in 2021, see “— Our Projects — Our Land Bank.”

We have built up “Novaland” to be a well-recognized brand in the Vietnam real estate industry and we have made ourselves one of the top real estate developers in Vietnam by ensuring timely delivery of good-quality and reasonably priced housing and officetel units to our customers. Over the years, our focus on a centralized management system and a standardized operational model, which integrates planning, design, procurement, construction management, sales and property management, and gives us end-to-end control over the real estate development process, has allowed us to ensure timely completion and delivery of our projects and quickly replicate our success across HCMC and the surrounding areas. All of our urban residential and officetel projects in HCMC are strategically located in prime areas with convenient access to transportation links and other amenities. Our residential projects in satellite urban areas such as Dong Nai City are well-connected to newly developed and expanding infrastructure, including a public transportation network comprising rapid transit busses and high-speed railways as well as an international airport. Our second home projects are positioned at the center of fast developing tourism clusters such as Binh Thuan Province, Khanh Hoa Province, and Ba Ria Vung Tau Province.

We engage reputable architects and designers to ensure that our projects are well designed with modern style elements that appeal to our target market of middle-to-high income customers. Due to our large number of real estate projects under development, we believe that we are able to benefit from economies of scale and to procure building materials and equipment from suppliers at more competitive prices.

We are recognized as one of the top real estate developers in Vietnam. Among other plaudits, we were awarded “Vietnam Developer of the Year” by Dot Property, “Top Developer in Vietnam; Innovative Real Estate Green Sector” by Euromoney, and “Best Companies to Work for in Asia” by HR Asia in 2020. In prior years, we received “Best Prestigious Real Estate Developer” by the Viet Nam Real Estate Association in 2018, “Asia’s Best Employer Brand Awards” by the Employer Branding Institute, “Top 10 Best Developer 2019 in Vietnam” by the Vietnam Report, “Best Developer Vietnam 2019” and “Best Entertainment and Tourism Complex in Southeast Asia 2019” by Dot Property, “Top 3 Listed Companies in 2019” by ASEAN Corporate Governance Scorecard 2019, “Top 51 Best Workplaces in Asia 2019” by HR Asia, “Forbes Top 50 Best Listed Vietnamese Companies 2019” and “Top 40 Most Valuable Vietnamese Brands 2019 and 2020” by Forbes, the “Corporate Excellence Award 2019” by Asia Pacific Entrepreneurship Awards, “Top 10 Sustainable Companies 2019” by the Vietnam Business Council for Sustainable Development, and “Top 5 Sustainable Annual Report 2019” by the Vietnam Chamber of Commerce and Industry.

We engage building contractors, many of whom we have collaborated with since we commenced our business, to develop our real estate projects. We have experienced in-house design teams, who work with third-party architects and designers, and in-house construction management teams, who supervise construction at all our project sites. To cater to the needs of our customers, our projects are typically integrated residential complexes, ranging from low-rise and high-rise housing units, with retail units and community facilities. We have acquired a substantial land bank, typically by purchasing companies that own tracts of land in prime areas of HCMC and surrounding areas, in anticipation of the growth of both our business operations and the real estate market in HCMC and its satellite areas. We estimate that our existing land bank will be sufficient for the next fifteen to

twenty years based on our current development plans. We believe the size of our land bank allows us to be more selective in evaluating opportunities to acquire additional land bank and also allows us to focus more effectively on developing our existing real estate projects.

Our strong brand recognition is complemented by our large and well-trained in-house salesforce, which has enabled us to achieve a high level of pre-sales during the construction phases of our projects. We are one of the few real estate developers in Vietnam with a large in-house salesforce of more than 1,000 salespersons. We have historically sold our real estate projects to end-users and we place a strong emphasis on training our salesforce to ensure that they are familiar with each of our real estate projects, so as to allow them to effectively market and highlight all of the unique features of our projects to potential customers.

For the years ended December 31, 2018, 2019 and 2020, our total contracted pre-sales amounted to VND10,417 billion, VND39,327 and VND41,666 billion (US\$1,806.2 million), respectively, with total contracted pre-sales NSA of approximately 150,028 sq.m., 789,087 sq.m. and 813,969 sq.m., respectively. For the three months ended March 31, 2020 and 2021, our total contracted pre-sales amounted to VND3,572 billion and VND17,241 billion (US\$747.5 million), respectively, with a total contracted pre-sales NSA of approximately 70,206 sq.m. and 279,976 sq.m., respectively. The average selling price for our contracted pre-sales in 2020 was VND51.2 million (US\$2,220) per sq.m. As of March 31, 2021, 86% of the total NSA of our launched real estate projects have been sold. See below “Summary Financial Information,” below, for details of consolidated assets and liabilities, net revenue, gross profit, Adjusted EBITDA and other financial information for these periods.

Competitive Strengths

We believe that we have the following key competitive strengths:

Leading real estate developer in HCMC with quality properties in prime locations, maximizing exposure to Vietnam’s growing middle-class affluence and housing consumption

We are the largest mid-market residential real estate developer in HCMC, with a focus on developing and selling low-rise and high-rise housing units in prime areas of HCMC, satellite townships and second home and hospitality projects in south-central and southern Vietnam. According to Savills, we accounted for 8% of the total sales volume of apartments in HCMC between 2016 and 2020, and as of March 31, 2021, approximately 53% and 47% of the inventory of second-home units in Binh Thuan and Ba Ria — Vung Tau Province, respectively, were delivered by us. As of March 31, 2021, we had completed 28 projects and delivered more than 26,500 housing and officetel units, comprising a total NSA of approximately 1,907,932 sq.m in the greater HCMC area. As of the same date, we also had 11 projects under development and planned to deliver more than 37,000 housing, commercial and officetel units. Our HCMC urban residential, commercial and officetel projects are located in prime locations in HCMC, with most of our projects situated within 30 minutes from the central business district of HCMC by car, and in close proximity to transportation links and amenities.

Our satellite township development, located just outside of HCMC, has been strategically selected to be in close proximity to infrastructure projects. We expect the township to benefit from greater connectivity to HCMC as a result of recently completed transportation infrastructure and additional infrastructure scheduled for completion in the next two to three years.

We are well positioned to benefit from the favorable population demographics and macroeconomic conditions in Vietnam and HCMC. Vietnam has weathered the COVID-19 pandemic well relative to other economies and continues to experience steady population growth, an expanding working population, growing disposable income, a high rate of urbanization, a stable CPI, robust foreign reserves, positive balance of trade, a relatively stable currency compared to other ASEAN currencies as well as an increasing GDP per capita. We believe that these factors will facilitate increased consumer spending going forward. According to the General Statistics Office of Vietnam, Vietnam’s GDP grew by an average of 6.9% from 2015 to 2020, and the Asian Development Bank estimates GDP growth of 6.7% in 2021.

HCMC is the commercial hub of Vietnam and benefits from the overall economic growth of the country. According to the General Statistics Office of Vietnam, HCMC’s population of approximately 9.0 million in 2019, representing approximately 9.3% of Vietnam’s total population, contributed approximately 20.0% of the country’s GDP in each of the years from 2016 through 2019 and had the second highest GDP per capita, approximately US\$6,328 in 2020. According to Savills, HCMC’s population is expected to grow at a CAGR of 1.9% to approximately 13 million to 14 million by 2040, compared to 9.0 million today. HCMC has also

historically been the preferred destination for foreign direct investment in Vietnam. According to the Provincial Statistics Office of HCMC, in 2020, HCMC received the highest amount of foreign direct investment in Vietnam, approximately US\$4.4 billion.

Infrastructure investment and development in Vietnam and HCMC have also increased in recent years. According to Vietnam's Ministry of Planning and Investment approximately US\$17 billion was spent on infrastructure in 2020 and the same ministry has set an infrastructure investment target of US\$119 billion between 2021 and 2025. Recent infrastructure projects include (i) the new Long Thanh International Airport, near HCMC and expansion of three existing international airports elsewhere in Vietnam, (ii) new metro lines for HCMC and Hanoi, and a rapid transit bus system in HCMC, (iii) the planned high-speed railway between Hanoi and HCMC, and (iv) the construction of seven new highways and three ring roads in HCMC, all of which are expected to significantly improve connectivity in Vietnam and support growth in real estate values and development.

We believe that our market reputation, our significant pipeline of projects and our substantial total land bank of approximately 5,400 hectares, as of March 31, 2021 (which includes land held by project development companies that we expect to acquire during 2021, see “— Our Projects — Our Land Bank”) position us well to continue to benefit from the aforementioned demographic and macroeconomic trends and to capitalize on the anticipated growth in consumer spending by the growing urban upper and middle income segment in Vietnam and, in particular, HCMC.

Strong brand leader with reputation synonymous with good-quality real estate projects largely delivered ahead of schedule, stemming from strong operation performance and established track record

We are a brand leader in HCMC, synonymous with good-quality real estate projects, through our established track record of strong operational performance. Many of our real estate projects, including Saigon Royal, Sun Avenue, Sunrise City, Tropic Garden, The Prince Residence, Icon 56, Lexington Residence, Rivergate, Gardengate, Lucky Palace, Lakeview City, Tresor and Kingston Residence, have become iconic developments in HCMC. We have also developed a robust home-buyer database and leverage this database to cross sell our new projects and create repeat customers.

We believe that we command a premium for our real estate projects through our customers' recognition of the good-quality of our developments, coupled with consistent on time and early delivery of our real estate projects. Our standardized operational model covers various phases of our development process, including planning, design, procurement, construction, sales and property management. We use reputable sub-contractors, who are keen to collaborate with us as a result of our strong brand name, which has allowed us to maintain our good-quality standards on a large-scale basis, effectively control our costs, and deliver projects ahead of schedule, often allowing us to charge higher than average market selling prices.

Superior project pipeline and substantial land bank within HCMC, its surrounding areas and tourism locations underpinning concrete and visible growth for the coming years

We have a strong and good-quality real estate project pipeline and land bank, providing strong and visible growth for our business. Our pipeline of projects comprises a variety of residential and mix-use developments in prime locations in the urban districts and satellite urban areas of HCMC and tourism destinations in south-central and Southern Vietnam. As of March 31, 2021, we had 11 projects under various stages of development and upon completion of such projects we expect to deliver approximately 37,000 housing units.

We believe that our substantial land bank gives us a significant cost advantage and will provide high operating margins in coming years. Our focus on developing good-quality mid-market low-rise and high-rise housing units and second home villas is expected to benefit from positive demographic and economic trends and to capitalize on the anticipated growth in consumer spending by the growing urban upper and middle income segment in Vietnam and, in particular, HCMC.

We estimate that our land bank, which is well diversified in terms of geographic location throughout HCMC and the surrounding areas of HCMC, will be sufficient for the projects we intend to develop over the next fifteen to twenty years. Our land bank is strategically located either in areas that are in proximity to the central business district of HCMC, transportation links and amenities or at fast developing tourism clusters such as Binh Thuan Province, Khanh Hoa Province, and Ba Ria Vung Tau Province.

We believe that our network of local land owners, knowledge of local market conditions and reputation and track record as a developer of good-quality and complex real estate projects provide us with a competitive advantage

in obtaining land for our projects. We also believe that our strong pipeline and significant land bank create barriers to entry into the HCMC real estate market for our competitors, including as a result of the scarcity of strategically located land and increasing land prices in HCMC.

Strong cash flows generated in early stages of project development, minimizing project risk profiles and providing for a capital efficient business model

We leverage our large and well-trained in-house salesforce of over 1,000 salespersons to provide us with strong pre-sales cash flows. Through robust pre-sales, we have generally been able to break even on a project within the first year of development, with a typical project taking up to 36 months to complete. Pre-sales have allowed us to benefit from deposit and milestone payments from our customers, which we are able to use as working capital for the construction of our projects, thereby allowing us to maintain healthy levels of working capital and reduce our debt servicing costs. Typically, milestone payments, on a cumulative basis, comprise of payments of up to 30% of the sale price when the building's foundation (for high-rise buildings) or the basic infrastructure (for low-rise buildings) of the project is complete, up to 70% of the sale price when the superstructure of the real estate project is complete, up to 95% when the relevant property is handed over and 100% when the certificate of property ownership for the relevant property is delivered to the buyer. We have different payment options available to our buyers, which generally provide for higher upfront payments, such as 45% to 55%, 50% to 90%, and greater than 90% of the sale price, for which buyers would get correspondingly increasing discounts on the sale price, of 3% to 4%, 5% to 7% and 8% to 12%, respectively. Historically, approximately 50%, 15% and 5% of our customers have chosen to make upfront payments of 45% to 55%, 50% to 90% and greater than 90%, respectively, of the sale price, which have provided us with strong cash flows in the early stages of project development.

In addition to our cash flow from sales of real estate projects, we benefit from diversified funding sources, including domestic equity and debt markets, bank financing, international equity-linked investors, private equity funds and others. Since 2018 up to March 31, 2021, we have raised (i) VND9,110.8 billion (US\$395.0 million) from the issuance or private placement of ordinary shares and convertible preference shares and (ii) VND78,106.9 billion (US\$3,386.4 million) from the sale of onshore and offshore bonds, including convertible bonds, from bank borrowings, including leading domestic and international commercial banks such as VietinBank, Credit Suisse AG, VPBank, MBBank, Vietcombank, and Sacombank and borrowings from other third-parties and related parties. We believe that our access to such diversified funding sources has enabled us to gain access to lower cost capital and generate substantially higher liquidity and financial flexibility as compared to many other real estate developers in Vietnam.

Proven and experienced management team with strong execution track record and guided by strong corporate governance policies in place

We have a highly experienced management team composed of well-regarded individuals in the real estate industry and business community in Vietnam. Our management team comprises individuals who have extensive experience in the real estate industry, project management, accounting and finance, private equity and/or human resource management. Our chairman of the Board of Directors, Mr. Bui Thanh Nhon, has more than 30 years of experience in the private sector, particularly in real estate and agriculture. Our Chief Executive Officer, Mr. Bui Xuan Huy, has more than 20 years of experience in the real estate industry and our Deputy Chief Executive Officer, Ms. Hoang Thu Chau, has more than 18 years of experience with us and set up our accounting system. See "Management." Further, we have also engaged Mr. Pham Tien Van, a former director general of Vietnam Ministry Foreign Affairs and former Ambassador Extraordinary and Plenipotentiary at Republic of Korea, Mr. Le Quoc Hung, a former deputy director and director of the Ho Chi Minh City Department of Foreign Affairs, former Party Member of Term VIII — Executive Committee of Ho Chi Minh City Party Committee term 2005-2010 and former Consulate General of Vietnam in San Francisco, USA and Ms. Nguyen My Hanh, former auditing director and risk management consultant at PwC Vietnam and former team leader of risk and insurance management at Vietnam Oil and Gas Group's Phu Quoc Petroleum Operating Company.

Under the leadership of our management team, we were able to grow from a company focused on selling veterinary medicine and animal healthcare products in 1992, to completing the development of a few villas in District 2 in 1995, to completing our first large-scale real estate project, Sunrise City, consisting of 2,227 housing units and 170 officetel units, in 2009, to becoming a company that has completed and delivered 28 projects and more than 26,500 units within the greater HCMC area and have one of the largest landbanks in HCMC, as of March 31, 2021. As a means to continue our strong growth, our management team has implemented a result-oriented management model, which is focused on goal-setting and performance evaluation, and underpinned by strong corporate governance policies. We believe that the management team's emphasis on our

core values of integrity, professionalism and effectiveness has allowed us to cultivate a productive corporate culture that commands strong loyalty from our employees, which in turn enhances our competitiveness, creativity and our business execution capabilities.

We believe that our strong growth over the recent years has demonstrated the ability of our management team to source, structure and successfully execute property development projects, and lead our company into the next phases of our growth.

Strategies

The main elements of our business strategy include the following:

Focus on residential property development in HCMC to remain the top mid-market real estate brand in HCMC

We intend to continue to leverage our project development expertise, strong brand name in the mid-market segment for housing units in HCMC, and favorable macroeconomic environment in HCMC to continue growing our leading market share in HCMC. We plan to focus on and further develop our core-strength of identifying and securing prime sites in HCMC, which are in close proximity to amenities and have convenient access to transportation networks and developing good-quality mid-market low-rise and high-rise residential projects in a timely and capital efficient manner, with a goal of remaining the top brand in mid-market low-rise and high-rise residential development in HCMC.

Expand into satellite urban development areas of HCMC

HCMC is promoting infrastructure development in its eastern area and surrounding provinces to reduce population density. We intend to take advantage of resulting opportunities and aim to continue to develop a number of ecological and smart technology satellite townships, creating green space and balanced lifestyles for residents in satellite urban areas such as Dong Nai City. Such areas are well-connected to the newly developed and expanding infrastructure, including a public transportation network comprising rapid transit busses and high-speed railways as well as an international airport. We believe these satellite urban areas present attractive business opportunities due to their sound economic growth rate, rising household disposable income, accelerating urbanization level and increasing demand for quality residential properties. We intend to leverage our standardized operational model for developing quality real estate development that has enabled us to effectively execute our real estate projects in HCMC, and replicate similar development processes, including planning, design, procurement, construction, sales and property management.

Develop second home and hospitality investment properties in fast developing tourism clusters

We plan to expand our core strength and expertise in property development through introducing second home and hospitality investment properties, including products such as sports, entertainment and retail areas, villas, bungalows, townhouses and shophouses at the center of fast developing tourism clusters such as Binh Thuan Province, Khanh Hoa Province and Ba Ria Vung Tau Province, specifically targeting the mid to high-end income population and pensioners. We also intend to continue exploring the development and operation of resort properties as a component of the larger second home and hospitality projects with reputable hotel management partners.

Continue to replenish and build our land bank in prime locations, sub-central urban areas and fast developing tourism clusters with significant potential for future value appreciation

We plan to continue to replenish and build our land bank to ensure it is well-diversified in terms of geographic location, which would allow us to build a range of project types to achieve maximum profit potential. We plan to continue to leverage our network of local land owners, knowledge of local market conditions and reputation and track record as a developer of good-quality and complex real estate projects to continue acquiring prime areas of HCMC, sub-central urban areas of HCMC, fast developing tourism clusters or other areas which we believe to have significant potential for future value appreciation. We believe that a large and well-composed land bank would allow us to continue to scale up our business operations, whilst having the flexibility to react to changing market conditions and develop the most profitable real estate products.

Increase development of townhouses and other low-rise developments, which require shorter construction time and provide higher profit margins

Following the successful pre-sales of our properties in Lakeview City, Golf Park, our first satellite urban area project in Dong Nai City and other low-rise developments such as our second home projects in Binh Thuan

Province, Khanh Hoa Province, and Ba Ria Vung Tau Province, we intend to increase the proportion of low-rise developments in our product mix in the near- and mid-term. Low-rise developments do not require piling works and the construction of a superstructure, the more costly components of our mid-and large-scale high-rise developments, which we expect will allow us to enjoy higher profit margins on a per-unit basis and accelerate the timing in which we are able to recognize revenue from sales of such properties.

History

Our history dates back to 1992, when our founding shareholders established our holding company, which was focused on selling veterinary medicine and animal healthcare products. Following our development of villas for rent in Thao Dien, District 2 in 1995, as an initial and exploratory step into real estate development, our founding shareholders restructured our holding company into two separate businesses in 2007 to form our Company, focused on real estate development, and Anova Corp., focused on the agriculture business, including selling veterinary medicine, animal healthcare products and animal feed.

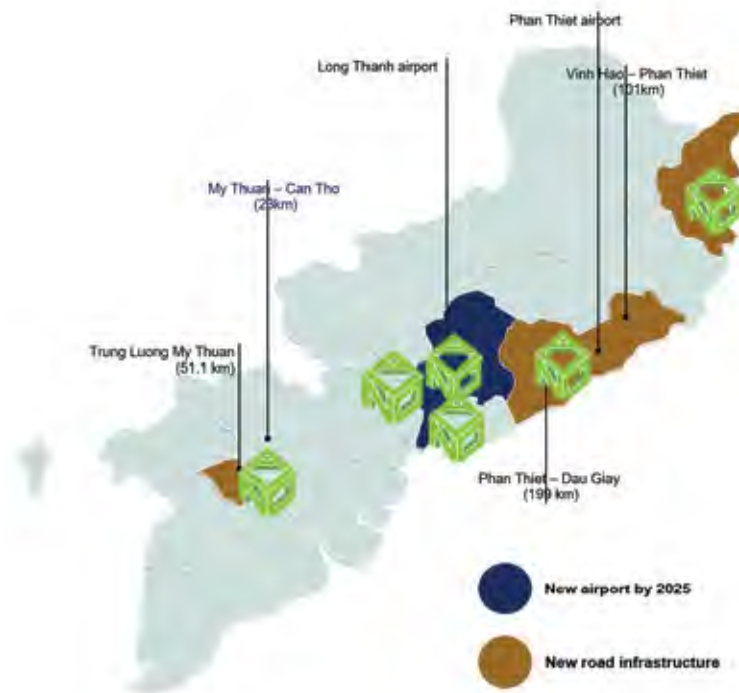
We have since grown to become a leading real estate developer in Vietnam. The following table sets certain key milestones in our history.

<u>Year</u>	<u>Event</u>
1992	Our founding shareholders established our holding company, which was then known as Thanh Nhon Trading Limited Company.
2007	Our founding shareholders restructured our holding company and our Company, No Va Land Investment Group Corporation was formed in October 2007.
2009	Commenced the development of Sunrise City, our first real estate project, which had a total GFA of approximately 363,656 sq.m. and consisted of 2,227 housing units and 170 officetel units.
2012	Launched sales of Tropic Garden, our second real estate project which was focused on the mid-market segment. Tropic Garden had a total GFA of approximately 135,038 sq.m. and consisted of 814 housing units with facilities.
2013	Commenced the development of The Prince Residence, a residential project which had a total GFA of approximately 39,381 sq.m. and consisted of 327 housing units and 175 officetel units with facilities and Lexington Residence, a residential project which had a total GFA of approximately 148,641 sq.m. and consisted of 1,309 residential apartments and 166 officetel units with facilities.
2014	Commenced the development of various projects — Galaxy 9, Icon 56, Rivergate, The Sun Avenue, Lucky Palace, Gardengate, Orchard Garden and The Tresor.
2015	Successfully raised US\$80 million of capital, by way of a US\$30 million loan from Credit Suisse AG, and issuance of US\$50 million of convertible preference shares to Dragon Capital and Vina Capital.
2016	We became a listed company on the HSX in December 2016, under the stock code: NVL, and successfully raised US\$230 million from foreign investors including GIC, Singapore's sovereign wealth fund, J.P. Morgan Asset Management, Gateway Partners, Dragon Capital and Vina Capital, by way of issuances of debt and equity. We expanded our real estate development portfolio into the development of landed houses, through the development of mid-scale urban landed property projects, such as Lakeview City.
2017	We were included in the MSCI VN Index, Van Eck ETF, FTSE VN Index and VN30 Index and successfully raised US\$155 million of capital, by way of a US\$125 million loan from Credit Suisse AG and a US\$30 million syndicated loan from Maybank International Labuan Branch, Malaysian Banking Berhad — Hochiminh City Branch and Vietinbank Filiale Deutschland.
2018	Capitalizing on the evolving demand we expanded into urban satellite cities and the second home segment and launched the NovaHills Mui Ne Resort & Villas and NovaBeach Cam Ranh Resort & Villas projects. We successfully issued US\$240 million of convertible bonds listed on the Singapore Stock Exchange.

Year	Event
2019	<p>We introduced five new projects, including more than 21,000 units through Palm Marina, a residential project, Aqua City, a satellite township project, and NovaWorld Phan Thiet (Phase 1), NovaWorld Ho Tram (Phase 1) and NovaWorld Mekong, three second-home projects.</p> <p>We obtained a syndicated term loan with a credit facility of US\$251 million for Nova Hospitality Joint Stock Company, including US\$250 million of borrowings denominated in USD and VND23.5 billion (equivalent to approximately US\$1 million) of borrowings denominated in VND.</p>
2020	We successfully launched new phases at various satellite townships and second-home projects, maintaining healthy sales despite the ongoing COVID-19 pandemic.
2021	We expanded our total landbank from 5,000 hectares to 5,400 hectares, equivalent to a GDV of \$45 billion, and launched new phases of our projects under development, which have received high take-up rates.

Our Projects

As of March 31, 2021, we had completed and delivered 28 real estate projects, had 11 real estate projects under development, all of which have been launched, and a total landbank of 5,400 hectares held for future development. The following maps set forth the locations of our real estate projects within the greater southern Vietnam area.



Our projects primarily focus on the mid-market segment and have historically been positioned as low-rise and high-rise residential or residential and officetel complexes with a full range of ancillary facilities and services such as swimming pools, gymnasiums, sauna rooms and other living facilities. They are priced between US\$1,600 to US\$5,000 per square meter, are targeted at professional middle-class customers and are typically located in the sub-central urban areas of HCMC or areas with significant future value appreciation potential. These developments are typically in close proximity to critical infrastructure and have convenient access to transportation networks within the greater HCMC area.

We have recently started developing a large, fully integrated satellite township outside HCMC. This township is a multi-phase project marketed under the name Aqua City that we are positioning as a series of landed and low-rise developments in a semi-urban setting with abundant green space. We expect that the Aqua City township will offer a variety of detached and semi-detached villas, townhouses and an array of commercial properties with a backdrop of natural features. The commercial properties, which we intend to retain as investment properties and lease to tenants, will be curated based on a set of lifestyle offerings including food and

beverage, retail and entertainment. By combining residential properties with a suite of lifestyle offerings we seek to generate interest in Aqua City as a comprehensive ‘life and lifestyle’ destination for residents. The residential properties within the township are targeted at mid to high-income customers and designed to be within close proximity of major infrastructure projects linking Aqua City with the greater HCMC area.

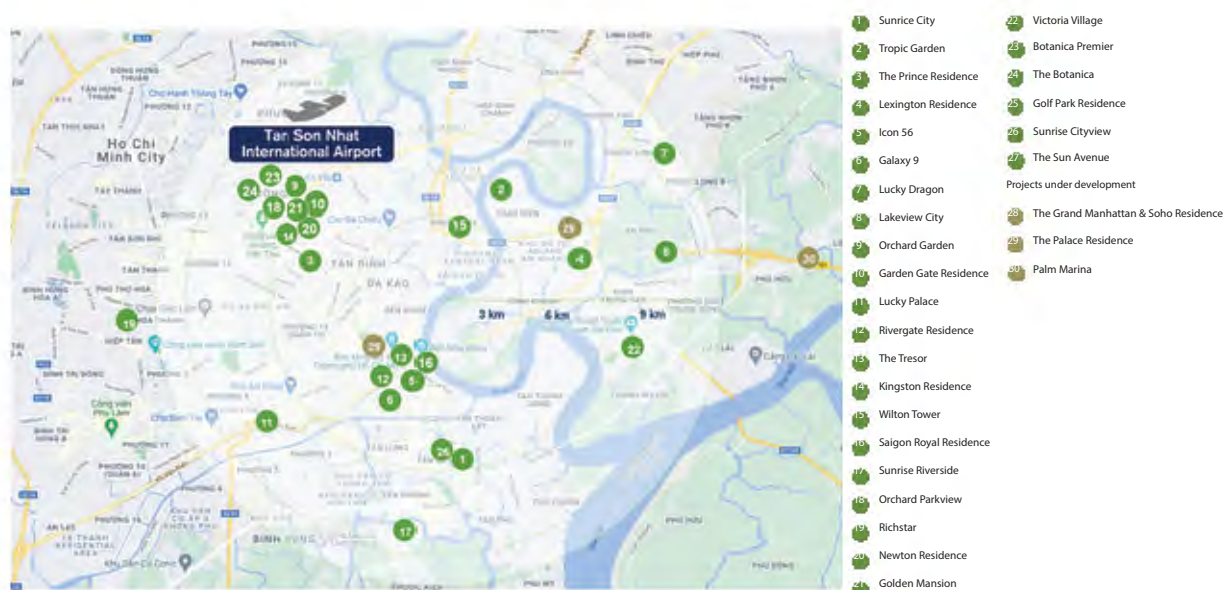
Following the success of our Azerai Can Tho Resort we have chosen to pursue the development of additional second home and hospitality projects. Such projects include NovaWorld Ho Tram, NovaHills Mui Ne, NovaBeach Cam Ranh and NovaWorld Phan Thiet. These projects are further away from the greater HCMC area, primarily situated along the southeastern Vietnamese coastline, and are expected to feature a mix of landed, low and high-rise properties as well as commercial spaces focused on food and beverage, apparel and other retail outlets. In addition to single family homes the projects will also contain larger structures suitable for hotels and other pure-play hospitality offerings, and we expect to partner with international hotel management companies to operate these components, substantially similar to the way we engaged Azerai to manage the Azerai Can Tho Resort. To increase the appeal of these projects we also expect the developments to contain facilities such as golf courses, nature reserves, water-parks and other thrill seeking attractions.

We believe that the development of second home and hospitality projects will enable us to capture a segment of increasing domestic household wealth in Vietnam, as home buyers pursue second homes and investment properties, as well as benefit from the increasing amount of international tourists selecting Vietnam as a holiday destination. The second home properties are targeted at mid to high-income customers who are interested in acquiring an investment property.

Projects in the greater HCMC area

In the greater HCMC area we focus on high-rise and low-rise real estate projects. As of March 31, 2021 we had completed and delivered 27 real estate projects in the greater HCMC area and had three real estate projects in the greater HCMC area under development, all of which have been launched.

The following is a map setting forth the locations of our completed projects and projects under development within the greater HCMC area.



Completed Projects

1	Sunrise City		2	Tropic Garden		3	The Prince Residence	
	Location	District 7		Location	District 2		Location	Phu Nhuan District
	Land area (sqm)	51,261		Land area (sqm)	25,063		Land area (sqm)	4,644
	Launch date	Q2, 2009		Launch date	Q3, 2012		Launch date	Q1, 2013
	Handover date	Q3, 2012		Handover date	Q2, 2014		Handover date	Q4, 2015
	Takeup rate	100.0%		Takeup rate	100.0%		Takeup rate	100.0%
	ASP (USD)	\$1,471		ASP (USD)	\$1,152		ASP (USD)	\$2,189
4	Lexington Residence		5	Icon 56		6	Galaxy 9	
	Location	District 2		Location	District 4		Location	District 4
	Land area (sqm)	19,915		Land area (sqm)	2,904		Land area (sqm)	6,228
	Launch date	Q1, 2014		Launch date	Q1, 2014		Launch date	Q1, 2014
	Handover date	Q4, 2015		Handover date	Q4, 2015		Handover date	Q4, 2015
	Takeup rate	100.0%		Takeup rate	100.0%		Takeup rate	100.0%
	ASP (USD)	\$1,237		ASP (USD)	\$1,991		ASP (USD)	\$1,300
7	Lucky Dragon		8	Lakeview City		9	Orchard Garden	
	Location	District 9		Location	District 2		Location	Phu Nhuan District
	Land area (sqm)	9,024		Land area (sqm)	301,060		Land area (sqm)	4,303
	Launch date	2Q, 2014		Launch date	Q2, 2016		Launch date	Q4, 2014
	Handover date	4Q, 2016		Handover date	Q1, 2017		Handover date	Q1, 2017
	Takeup rate	100.0%		Takeup rate	99.8%		Takeup rate	100.0%
	ASP (USD)	\$1,006		ASP (USD)	\$2,978		ASP (USD)	\$1,441
10	Garden Gate Residence		11	Lucky Palace		12	Rivergate Residence	
	Location	Phu Nhuan District		Location	District 6		Location	District 4
	Land area (sqm)	4,887		Land area (sqm)	3,876		Land area (sqm)	7,069
	Launch date	Q4, 2014		Launch date	Q3, 2014		Launch date	Q4, 2014
	Handover date	Q2, 2017		Handover date	Q2, 2017		Handover date	Q3, 2017
	Takeup rate	100.0%		Takeup rate	100.0%		Takeup rate	98.0%
	ASP (USD)	\$1,567		ASP (USD)	\$1,476		ASP (USD)	\$2,299
13	The Tresor		14	Kingston Residence		15	Wilton Tower	
	Location	District 4		Location	Phu Nhuan District		Location	Binh Thanh District
	Land area (sqm)	5,780		Land area (sqm)	4,604		Land area (sqm)	7,169
	Launch date	Q4, 2014		Launch date	Q2, 2015		Launch date	Q3, 2015
	Handover date	Q3, 2017		Handover date	Q4, 2017		Handover date	Q2, 2018
	Takeup rate	100.0%		Takeup rate	99.5%		Takeup rate	99.8%
	ASP (USD)	\$2,288		ASP (USD)	\$2,272		ASP (USD)	\$1,455
16	Saigon Royal Residence		17	Sunrise Riverside		18	Orchard Parkview	
	Location	District 4		Location	Nha Be District		Location	Phu Nhuan District
	Land area (sqm)	6,669		Land area (sqm)	39,305		Land area (sqm)	9,184
	Launch date	Q2, 2016		Launch date	Q3, 2015		Launch date	Q3, 2015
	Handover date	Q4, 2018		Handover date	Q3, 2018		Handover date	Q4, 2018
	Takeup rate	99.7%		Takeup rate	90.5%		Takeup rate	98.9%
	ASP (USD)	\$3,068		ASP (USD)	\$1,556		ASP (USD)	1,501
19	Richstar		20	Newton Residence		21	Golden Mansion	
	Location	Tan Phu District		Location	Phu Nhuan District		Location	Phu Nhuan District
	Land area (sqm)	27,802		Land area (sqm)	2,807		Land area (sqm)	15,129
	Launch date	Q4, 2015		Launch date	Q2, 2016		Launch date	Q3, 2015
	Handover date	Q4, 2018		Handover date	Q4, 2019		Handover date	Q2, 2018
	Takeup rate	99.9%		Takeup rate	98.0%		Takeup rate	98.5%
	ASP (USD)	\$1,239		ASP (USD)	\$2,234		ASP (USD)	\$1,768
22	Victoria Village		23	Botanica Premier		24	The Botanica	
	Location	District 2		Location	Tan Binh District		Location	Tan Binh District
	Land area (sqm)	42,777		Land area (sqm)	16,330		Land area (sqm)	9,028
	Launch date	Q2, 2017		Launch date	Q1, 2016		Launch date	Q1, 2015
	Handover date	Q3, 2019 ⁽¹⁾		Handover date	Q4, 2019		Handover date	Q4, 2018
	Takeup rate	90.5%		Takeup rate	98.8%		Takeup rate	99.2%
	ASP (USD)	\$2,990		ASP (USD)	\$1,604		ASP (USD)	\$1,435
25	Golf Park Residence		26	Sunrise Cityview		27	The Sun Avenue	
	Location	District 9		Location	District 7		Location	District 2
	Land area (sqm)	25,398		Land area (sqm)	15,720		Land area (sqm)	38,073
	Launch date	Q3, 2015		Launch date	Q2, 2015		Launch date	Q1, 2015
	Handover date	Q4, 2016		Handover date	Q4, 2019		Handover date	Q3, 2018
	Takeup rate	100.0%		Takeup rate	99.4%		Takeup rate	100.0%
	ASP (USD)	\$739		ASP (USD)	\$1,647		ASP (USD)	\$1,755

Note:

- (1) We commenced handover of the low-rise units in the third quarter of 2019 and expect to commence handover of the high-rise units in the fourth quarter of 2021.

Projects under Development

28	The Grand Manhattan & Soho Residence	
	Location	District 1
	Land area (sqm)	14,002
	Launch date	Q4, 2018
	Handover date	Q3, 2021 ⁽¹⁾
	Takeup rate	49.6%
	ASP (USD)	\$6,614
29	The Palace Residence	
	Location	District 2
	Land area (sqm)	49,660
	Launch date	Q4, 2018
	Handover date	Q4, 2022 ⁽¹⁾
	Takeup rate	65.8%
	ASP (USD)	\$2,628
30	Palm Marina	
	Location	District 9
	Land area (sqm)	90,772
	Launch date	Q2, 2019
	Handover date	Q2, 2022 ⁽¹⁾
	Takeup rate	83.2%
	ASP (USD)	\$2,556

Note:

- (1) These projects remain under development and the handover date provided is based on the project's status as of the date of this Offering Memorandum.

Our Land Bank

As of March 31, 2021, we had a total landbank of approximately 5,400 hectares, 662.1 hectares of which is located throughout the greater HCMC area. Our HCMC landbank has an estimated GDV of US\$12.6 billion. The following is a map setting forth the locations of our landbank within the greater HCMC area.



Satellite Township Projects

In addition to our projects in the greater HCMC area we have also commenced development of a fully integrated HCMC satellite township, a multi-phase project we are marketing under the name Aqua City, and is being positioned as a series of landed and low-rise developments in a semi-urban setting with abundant green space. We expect that when completed the Aqua City township will offer a variety of detached and semi-detached villas, townhouses and an array of commercial properties with a backdrop of natural features. The following is a map setting forth the location of Aqua City township project.



As of March 31, 2021 we had commenced development of four phases within the Aqua City satellite township, all of which have been launched, and expect to begin handing over these projects beginning in the fourth quarter of 2022.

Satellite Township Projects under Development

Aqua City		Aqua Riverside City		Aqua Waterfront City	
Location	Dong Nai	Location	Dong Nai	Location	Dong Nai
Land area (sqm)	1,105,400	Land area (sqm)	767,500	Land area (sqm)	850,860
Launch date	Q2, 2019	Launch date	Q2, 2019	Launch date	Q1, 2020
Handover date	Q2, 2022 ⁽¹⁾	Handover date	Q4, 2022 ⁽¹⁾	Handover date	Q4, 2022 ⁽¹⁾
Takeup rate	88.0%	Takeup rate	91.0%	Takeup rate	95.0%
ASP (USD)	\$2,079	ASP (USD)	\$2,359	ASP (USD)	\$2,627

Aqua City Phoenix Island	
Location	Dong Nai
Land area (sqm)	1,335,092
Launch date	Q4, 2020
Handover date	Q1, 2024 ⁽¹⁾
Takeup rate	70.0%
ASP (USD)	\$2,995

Note:

(1) These projects remain under development and the handover date provided is based on the project's status as of the date of this Offering Memorandum.

Second Home and Hospitality Projects

In 2017 we launched our first second home and hospitality project, Azerai Can Tho Resort, and expect that moving forward projects such as these will become a greater component of our product mix. These projects primarily feature low and high-rise units for sale, investment properties we will manage and lease out to tenants

as well as units which will be managed similar to a hotel and rented to customers for short and long-term stays. As of March 31, 2021 we have completed and made operational one such project and have four second home and hospitality projects under development, all of which have been launched. The following is a map setting forth the location of our second home and hospitality projects.



Completed Second Home Projects

Azerai Can Tho Resort	
Location	Can Tho City
Land area (sqm)	194,342
Operation date	Q4, 2017
Handover date	Q3, 2019
Takeup rate	99.5%
ASP (USD)	1,506

Second Home Projects under Development

NovaHills Mui Ne	
Location	Phan Thiet
Land area (sqm)	399,310
Launch date	Q4, 2018
Handover date	Q1, 2021 ⁽¹⁾
Takeup rate	58.5%
ASP (USD)	\$1,612

NovaBeach Cam Ranh	
Location	Khanh Hoa
Land area (sqm)	226,222
Launch date	Q4, 2018
Handover date	Q, 2021 ⁽¹⁾
Takeup rate	85.7%
ASP (USD)	\$2,225

NovaWorld Phan Thiet	
Location	Phan Thiet
Land area (sqm)	9,863,300
Launch date	Q2, 2019
Handover date	Q1, 2021 ⁽¹⁾
Takeup rate	71.0%
ASP (USD)	\$2,141

NovaWorld Ho Tram – The Tropicana	
Location	Ba Ria – Vung Tau
Land area (sqm)	993,797
Launch date	Q2, 2019
Handover date	Q2, 2021 ⁽¹⁾
Takeup rate	64.0%
ASP (USD)	\$1,986

NovaWorld Ho Tram – Wonderland	
Location	Ba Ria – Vung Tau
Land area (sqm)	90,260
Launch date	Q3, 2020
Handover date	Q3, 2022 ⁽¹⁾
Takeup rate	52.0%
ASP (USD)	\$3,718

NovaWorld Ho Tram – Habana Island	
Location	Ba Ria – Vung Tau
Land area (sqm)	204,808
Launch date	Q1, 2021
Handover date	Q1, 2024 ⁽¹⁾
Takeup rate	61.2%
ASP (USD)	\$4,317

Note:

- (1) These projects remain under development and the handover date provided is based on the project's status as of the date of this Offering Memorandum.

Completed Projects

As of March 31, 2021, we had completed 28 real estate projects, comprising the development of 27 residential and officetel projects, with a total NSA of 1,907,932 sq.m. and one hospitality project, Azerai Can Tho Resort. Substantially all the properties within our completed residential and officetel projects have been sold. The following is a description of all our completed projects.

Sunrise City

The following is a photograph of the project.



Sunrise City is a large-scale mid-market residential and officetel project located at 23 – 25 – 27 Nguyen Huu Tho Street, Tan Hung Ward, District 7, HCMC. This development is strategically situated close to amenities such as schools, shopping centers, amusement parks and a hospital. It is approximately 22 minutes by car, via Nguyen Huu Tho Street, from the central business district of HCMC, and approximately two kilometers from Nguyen Van Linh Boulevard.

The development occupies a total site area of approximately 51,261 sq.m. and has a total GFA of approximately 372,126 sq.m. The development consists of 2,208 residential apartments and 170 officetel units. The development's facilities have been designed to the standards of a five-star hotel and includes a large swimming pool, gymnasium, jogging tracks, sauna room, open-air playground, children's play room and shops and supermarkets. The project was launched in the second quarter of 2009 and was handed over in various phases, between the third quarter of 2012 and the fourth quarter of 2015.

Lucky Palace

The following is a photograph of the project.



Lucky Palace is a mid-scale mid-market residential and commercial project located at 50 Phan Van Khoe Street, Ward 2, District 6, HCMC. This project is strategically situated close to transportation links and amenities. It is approximately 30 minutes by car, via East — West Highway, from the central business district of HCMC, and approximately 650 meters from the Cho Lon Bus Station. The project is also in close proximity to the Binh Tay market, the Kim Bien Market and other trading centers.

The project occupies a total site area of approximately 3,876 sq.m. and has a total GFA of approximately 50,168 sq.m. and a total NSA of approximately 34,786 sq.m. of which residential apartments account for 29,780 sq.m. The project consists of 356 residential apartments. The project's facilities include swimming pools, a gymnasium and sauna room. The project was launched in the third quarter of 2014 and was handed over in the second quarter of 2017.

Sunrise Riverside

The following is a concept photo of the project.



The Sunrise Riverside project is a mid-scale, mid-market residential and officetel project located at Block E and G, Phuoc Kien Housing Project, Phuoc Kien Ward, Nha Be, HCMC. This project is linked to our Sunrise City development and is strategically situated close to transportation links and amenities. It is approximately 30 minutes by car, via Nguyen Huu Tho Street, from the central business district of HCMC, and 1.2 kilometers from Nguyen Van Linh Boulevard. The project is in close proximity to shopping centers, international schools and a hospital.

The project occupies a total site area of approximately 39,305 sq.m. and has a total GFA of approximately 283,420 sq.m. and a total NSA of approximately 207,543 sq.m. of which residential apartments account for 162,087 sq.m. and officetel units account for 35,227 sq.m. The project has 2,243 residential apartments and 874 officetel units. The project was launched in the third quarter of 2015 and the first phase of the project was handed-over in the third quarter of 2018 and we expect the second phase of the project to be handed-over in the second quarter of 2022.

Lakeview City

The following is a photograph of the project.



The Lakeview City project is a large-scale mid-market low-rise township project located at An Phu Ward, District 2, HCMC. The project is strategically situated close to transportation links. It is approximately 25 minutes by car, via the Thu Thiem Tunnel, from the central business district of HCMC, and approximately six kilometers from the train station serving the Suoi Tien — Ben Thanh Metro Line, next to the HCMC-Long Thanh-Dau Giay Expressway and ten kilometers from the East-West Highway.

The project occupies a total site area of approximately 301,060 sq.m. and has a total GFA of approximately 276,176 sq.m. and a total NSA of approximately 116,350 sq.m., of which townhouse units, shophouses, villas and commercial units account for 68,386 sq.m., 27,272 sq.m., 20,675 sq.m. and 10,305 sq.m., respectively. The project consists of 600 townhouse units, 244 shophouses, 116 villas units, and township facilities such as schools, clinics, swimming pools, gymnasiums, sauna rooms, jogging tracks, open-air playgrounds and children's play rooms. This is a unique project as it includes a 3.6 hectare ecological lake and a large park. The project was launched in the second quarter of 2016 and hand-over of phase one commenced in the first quarter of 2017 and the last phase was handed-over in 2018.

Lexington Residence

The following is a photograph of the project.



Lexington Residence is a mid-scale mid-market residential and officetel project located at 67 Mai Chi Tho Street, An Phu Ward, District 2, HCMC. This development is strategically situated close to transportation links and

amenities. It is approximately 15 minutes by car, via the Thu Thiem Tunnel, from the central business district of HCMC, approximately 700 meters from the train station serving the Suoi Tien — Ben Thanh Metro Line, three kilometers from the Saigon Bridge and eight kilometers from the Phu My Bridge.

The development occupies a total site area of approximately 19,915 sq.m. and has a total GFA of approximately 148,641 sq.m. The development consists of 1,309 residential apartments and 166 officetel units, and its facilities include a swimming pool, gymnasium, open-air playground and children's play room. The project was launched in the first quarter of 2014 and was handed over in the fourth quarter of 2015.

Tropic Garden Residence

The following is a photograph of the project.



Tropic Garden is a mid-scale mid-market residential project located at Thao Dien Ward, District 2, HCMC. This development is situated on a peninsula bound by the Saigon River and it is linked to two train stations serving the Suoi Tien — Ben Thanh Metro Line. The development is situated in a quiet and upmarket neighborhood that is in close proximity to high-end commercial developments and international schools. It is approximately two kilometers from the Thu Thiem area, approximately two kilometers from the Binh Thanh District and approximately five kilometers from District 1.

The development occupies a total site area of approximately 25,063 sq.m. and has a total GFA of approximately 135,038 sq.m. The development consists of 814 residential apartments and its facilities include a swimming pool, gymnasium, open-air playground and children's play room. The project was launched in the third quarter of 2012, phase one was handed-over in the second quarter of 2014 and phase two in the second quarter of 2016.

The Sun Avenue Residence

The following is a photograph of the project.



The Sun Avenue project is a mid-scale mid-market residential and officetel project located at 28 Mai Chi Tho Street, An Phu Ward, District 2, HCMC. This project is strategically situated close to transportation links and amenities. It is approximately 15 minutes by car, via the Thu Thiem Tunnel, from the central business district of HCMC, approximately two kilometers from the train station serving the Suoi Tien — Ben Thanh Metro Line, five kilometers from the Saigon Bridge and nine kilometers from the Phu My Bridge.

The project occupies a total site area of approximately 38,073 sq.m. and has a total GFA of approximately 268,521 sq.m., and a total NSA of approximately 188,219 sq.m. of which residential apartments account for 142,588 sq.m. and officetel units account for 36,382 sq.m. The project consists of 1,887 residential apartments and 881 officetel units. The project's facilities include a swimming pool, gymnasium, sauna room, jogging tracks, open-air playground, children's playroom and supermarkets. The project was launched in the first quarter of 2015 and was handed-over in the third quarter of 2018.

Lucky Dragon Residence

The following is a photograph of the project.



Lucky Dragon is a mid-scale mid-market residential project located at Phuoc Long B Ward, District 9, HCMC. This project comprises cluster houses and detached residential apartments. The project is strategically situated on Do Xuan Hop Street, which is one of the main arterial roads of District 9, and is approximately 25 minutes by car, via Hanoi Highway, from the central business district of HCMC and approximately 1.8 kilometers from the train station serving the Suoi Tien — Ben Thanh Metro Line.

The development occupies a total site area of approximately 9,024 sq.m. and has a total GFA of approximately 19,788 sq.m. The development consists of 111 residential apartments and 38 townhouses. The project's facilities also include swimming pools, a gymnasium, a sauna room, tennis courts and children's playgrounds. The project was launched in the second quarter of 2014 and handover of the low-rise units commenced in the third quarter of 2015, and handover of the high-rise units commenced in the fourth quarter of 2016.

Wilton Tower

The following is a photograph of the project.



The Wilton Tower project is a mid-scale mid-market residential and officetel project located at 1W Dien Bien Phu Street, Ward 25, Binh Thanh District, HCMC. The project is strategically situated close to transportation links and amenities. It is approximately 15 minutes by car, via Nguyen Huu Canh Street, from the central business district of HCMC, and less than one kilometer from the Suoi Tien — Ben Thanh Metro Line. The project is in close proximity to a number of schools, shopping centers and sports facilities.

The project occupies a total site area of approximately 7,169 sq.m. and has a total GFA of approximately 53,497 sq.m., and a total NSA of approximately 36,987 sq.m., of which residential apartments account for 35,133 sq.m. and officetel units account for 1,468 sq.m. The project consists of 514 residential apartments and 37 officetel units. The project was launched in the third quarter of 2015 and was handed over in the second quarter of 2018.

Galaxy 9 Residence

The following is a photograph of the project.



Galaxy 9 is a mid-scale mid-market residential project located at 9 Nguyen Khoai Street, Ward 1, District 4, HCMC. This development is strategically situated close to transportation links and amenities. It is approximately 15 minutes by car, via Ben Van Don Street, from the central business district of HCMC and approximately 1.7 kilometers from the Calmette Bridge.

The development occupies a total site area of approximately 6,228 sq.m. and has a total GFA of approximately 51,590 sq.m., consisting of 464 residential apartments. The development's facilities include a swimming pool, gymnasium, sauna room, a park, offices and shops. The project was launched in the first quarter of 2014 and was handed over in the fourth quarter of 2015.

Icon 56

The following is a photograph of the project.



Icon 56 is a mid-scale mid-market residential project located at 56 Ben Van Don Street and 20/57 Nguyen Truong To Street, Ward 12, District 4, HCMC. This development is strategically situated within a few minutes' walk from the financial center of HCMC and overlooks the Saigon River and the financial center of HCMC. The development is in close proximity to popular tourist attractions, such as the Nha Rong Wharf, the Ben Thanh Market, the People's Committee Building of Ho Chi Minh City and the Saigon Opera House.

The development occupies a total site area of approximately 2,904 sq.m. and has a total GFA of approximately 29,056 sq.m. The development consists of 312 residential apartments and its facilities include a rooftop swimming pool, gymnasium and business lounge. The project was launched in the first quarter of 2014 and was handed over in the fourth quarter of 2015.

Rivergate Residence

The following is a photograph of the project.



The Rivergate project is a mid-scale mid-market residential and officetel project located at 151-155 Ben Van Don Street, Ward 6, District 4, HCMC. This project overlooks the Saigon River and the financial center of HCMC and is strategically situated close to transportation links and amenities. It is approximately 10 minutes by car, via Pasteur Street, from the central business district of HCMC, and approximately two kilometers from the train station serving the Suoi Tien — Ben Thanh Metro Line. The project is in close proximity to the District 4 Hospital, the Xom Chieu Market, international schools and shopping centers.

The project occupies a total site area of approximately 7,069 sq.m. and has a total GFA of approximately 77,311 sq.m. and a total NSA of approximately 49,486 sq.m. of which residential apartments account for 27,446 sq.m. and officetel units account for 17,875 sq.m. The project consists of 362 residential apartments and 641 officetel units. The project's facilities include a swimming pool, gymnasium and sauna room. The project was launched in the fourth quarter of 2014 and was handed over in the third quarter of 2017.

The Tresor Residence

The following is a photograph of the project.



The Tresor is a mid-scale mid-market residential and officetel project located at 39 Ben Van Don Street, Ward 12, District 4, HCMC. This project overlooks the Saigon River and the financial center of HCMC and is strategically situated close to transportation links and amenities. It is approximately 10 minutes by car, via Pasteur Street, from the central business district of HCMC, and approximately 1.1 kilometers from the train station serving the Suoi Tien — Ben Thanh Metro Line. The project is in close proximity to the HSX, the State Bank of Vietnam, the District 4 Hospital, the Xom Chieu Market, international schools and shopping centers.

The project occupies a total site area of approximately 5,780 sq.m. and has a total GFA of approximately 64,738 sq.m. and a total NSA of approximately 44,144 sq.m. of which residential apartments account for 35,421 sq.m. and officetel units account for 7,738 sq.m. The project consists of 476 residential apartments and 239 officetel units. The project's facilities also include a swimming pool, gymnasium, sauna room and business lounge. The project was launched in the fourth quarter of 2014 and was handed over in the third quarter of 2017.

Saigon Royal Residence

The following is a photograph of the project.



The Saigon Royal Residence project is a mid-scale mid-market residential project located at 34-35 Ben Van Don Street, Ward 12, District 4, HCMC. This project overlooks the Saigon River and the financial center of HCMC and is strategically situated close to transportation links and amenities. It is approximately 12 minutes by car, via Pasteur Street, from the central business district of HCMC, and approximately one kilometer from the train station serving the Suoi Tien — Ben Thanh Metro Line. The project is in close proximity to the District 4 Hospital, the Xom Chieu Market, international schools and shopping centers.

The project occupies a total site area of approximately 6,669 sq.m. and has a total GFA of approximately 73,468 sq.m. and a total NSA of approximately 50,643 sq.m. of which residential apartments account for 36,960 sq.m. and officetel units account for 10,317 sq.m. The project consists of 478 residential apartments and 285 officetel units. The project's facilities include a swimming pool, gymnasium, sauna room and business lounge. The project was launched in the second quarter of 2016 and was handed-over in the fourth quarter of 2018.

Garden Gate Residence

The following is a photograph of the project.



Gardengate is a mid-scale mid-market residential and officetel project located at 8 Hoang Minh Giam Street, Ward 9, Phu Nhuan District, HCMC. The development is strategically situated close to transportation links. It is approximately 20 minutes by car, via Nguyen Van Troi Street and Nam Ky Khoi Nghia Street from the central business district. The development is only a kilometer away from the Tan Son Nhat International Airport and is adjacent to the Gia Dinh Park. It is also in close proximity to schools and sporting facilities.

The development occupies a total site area of approximately 4,887 sq.m. and, has a total GFA of approximately 48,094 sq.m. The development has 272 residential apartments and 116 officetel units. The development's facilities include a swimming pool, gymnasium, sauna room, children's playgrounds and restaurants. The development was launched in the fourth quarter of 2014 and was handed over in the second quarter of 2017.

Kingston Residence

The following is a photograph of the project.



The Kingston Residence project is a mid-scale mid-market residential and commercial project located at 146 Nguyen Van Troi Street and 223-223B Hoang Van Thu Street, Ward 8, Phu Nhuan District, HCMC. The project is strategically situated close to transportation links and amenities. It is approximately 17 minutes by car, via Nguyen Van Troi Street and Nam Ky Khoi Nghia Street, from the central business district of HCMC, and two

kilometers from the Tan Son Nhat International Airport. The project is situated in the center of the Phu Nhuan district, a densely populated district of HCMC, between Hoang Van Thu Street and Nguyen Van Troi Street, one of the main arterial roads in HCMC, which directly connects the central business district of HCMC to the Tan Son Nhat International Airport. The project is only a kilometer away from the Tan Son Nhat International Airport and is in close proximity to schools, hospitals, shopping centers, banks and sporting facilities.

The project occupies a total site area of approximately 4,604 sq.m. and has a total GFA of approximately 40,845 sq.m. and a total NSA of approximately 27,561 sq.m. of which residential apartments account for 23,021 sq.m. and officetel units account for 3,119 sq.m. The project consists of 289 residential apartments and 87 officetel units. The project's facilities include a swimming pool, gymnasium, sauna room and business lounge. The project was launched in the second quarter of 2015 and was handed over in the fourth quarter of 2017.

Orchard Garden

The following is a photograph of the project.



Orchard Garden project is a mid-scale mid-market residential project located at 128 Hong Ha Street, Ward 9, Phu Nhuan District, HCMC. This development is strategically situated close to transportation links and amenities. It is approximately 20 minutes by car, via Nguyen Van Troi Street and Nam Ky Khoi Nghia Street, from the central business district of HCMC, and 1.3 kilometers from Pham Van Dong Street. The development is only a kilometer away from the Tan Son Nhat International Airport and is adjacent to the Gia Dinh Park.

The development occupies a total site area of approximately 4,303 sq.m. and has a total GFA of approximately 19,835 sq.m. The development has 181 residential apartments and 246 officetel units. The development's facilities include a swimming pool, gymnasium, sauna room, children's playgrounds and restaurants. The development was launched in the fourth quarter of 2014 and was handed over in the first quarter of 2017.

The Prince Residence

The following is a photograph of the project.



The Prince Residence is a mid-scale mid-market residential and officetel project located at 17 - 19 - 21 Nguyen Van Troi Street, Ward 12, Phu Nhuan District, HCMC. This development is strategically situated close to transportation links and amenities. It is located along one of the main arterial roads in HCMC, which directly connects the central business district of HCMC to the Tan Son Nhat International Airport. The development is approximately 10 minutes by car, via Nam Ky Khoi Nghia Street, from the central business district of HCMC, and approximately 3.5 kilometers from Tan Son Nhat International Airport. The development is also in close proximity to schools, hospitals and shopping centers.

The development occupies a total site area of approximately 4,644 sq.m. and has a total GFA of approximately 39,381 sq.m. The development consists of 327 residential apartments and 179 officetel units. Its facilities include a swimming pool and gymnasium. The project was launched in the first quarter of 2013 and was handed over in the fourth quarter of 2015.

Golden Mansion

The following is a photograph of the project.



The Golden Mansion project is a mid-scale, mid-market residential project with a low-rise component located at 119 Pho Quang, Ward 9, Phu Nhuan District, HCMC. The project is strategically situated close to transportation links. It is approximately 20 minutes by car, via Nam Ky Khoi Nghia Street, from the central business district of HCMC. The project is only a kilometer away from the Tan Son Nhat International Airport and is adjacent to the Gia Dinh Park. The project is located in a densely populated residential area in HCMC and benefits from a concentration of various closely situated amenities, such as school, hospitals, shopping centers, banks and sporting facilities.

The project occupies a total site area of approximately 15,129 sq.m., has a total GFA of approximately 86,367 sq.m. and a total NSA of approximately 59,372 sq.m. of which residential apartments account for 51,710 sq.m. and townhouses account for 3,461 sq.m. The project has 693 residential apartments and 33 townhouses. The project's facilities include a swimming pool, gymnasium, sauna room, children's playgrounds and restaurants. The project was launched in the third quarter of 2015 and hand-over of phase one, the low-rise units, commenced in the second quarter of 2018. Hand-over of phase two, the high-rise units, commenced in the fourth quarter of 2018.

Orchard Parkview

The following is a photograph of the project.



The Orchard Parkview project is a mid-scale mid-market residential and officetel project located at 130-132 Hong Ha Street, Ward 9, Phu Nhuan District, HCMC. This project is strategically situated close to transportation links and amenities. It is situated at the major intersection of Tan Binh District, Phu Nhuan District and Go Vap District, which provide the project with convenient access to various areas of HCMC. It is also approximately 20 minutes by car, via Nguyen Van Troi Street and Nam Ky Khoi Nghia Street, from the central business district of HCMC. The project is only a kilometer away from the Tan Son Nhat International Airport and is adjacent to the Gia Dinh Park.

The project occupies a total site area of approximately 9,184 sq.m., a total GFA of approximately 64,200 sq.m. and a total NSA of approximately 45,085 sq.m. of which residential apartments account for 31,855 sq.m. and officetel units account for 4,732 sq.m. The project has 394 residential apartments and 123 officetel units. The project's facilities include a swimming pool, gymnasium, sauna room and restaurants. The project was launched in the third quarter of 2015 and handed-over in the fourth quarter of 2018.

Newton Residence

The following is a photograph of the project.



The Newton Residence project is a mid-scale mid-market residential project located at 38 Truong Quoc Dung Street, Ward 8, Phu Nhuan District, HCMC. The project is strategically situated close to transportation links and amenities. It is approximately 15 minutes by car, via Nam Ky Khoi Nghia Street, from the central business district of HCMC. The project is situated in the center of the Phu Nhuan district, a densely populated district of HCMC, between Hoang Van Thu Street and Nguyen Van Troi Street, one of the main arterial roads in HCMC, which directly connects the central business district of HCMC to the Tan Son Nhat International Airport. The project is only two kilometers from the Tan Son Nhat International Airport and the Saigon Train Station, and it is in close proximity to school, hospitals, shopping centers, banks and sporting facilities.

The project occupies a total site area of approximately 2,807 sq.m. and, based on the current plans, is expected to have a total GFA of approximately 24,588 sq.m. and a total NSA of approximately 16,761 sq.m. of which residential apartments are expected to account for 12,679 sq.m. and officetel units are expected to account for 1,863 sq.m. We expect the project to have 161 residential apartments and 44 officetel units. The project's facilities are expected to include a swimming pool, gymnasium, park and children's playground. The project was launched in the second quarter of 2016 and handed-over in the fourth quarter of 2018.

Richstar

The following is a photograph of the project.



The Richstar project is a mid-scale, mid-market residential project located at 239, 241 and 278 Hoa Binh Street, Hiep Tan Ward, Tan Phu District, HCMC. This project is strategically situated close to transportation links and amenities. It is at the junction of Hoa Binh Street and To Hieu Street, which are major roads in the Tan Phu District, and is approximately 40 minutes by car, via Ba Thang Hai Street, from the central business district of HCMC, and 1.5 kilometers from the Dam Sen Entertainment and Cultural Park. The project is in close proximity to schools, shopping centers, hospitals, sporting facilities and an entertainment and cultural park.

The project occupies a total site area of approximately 27,802 sq.m., has a total GFA of approximately 208,138 sq.m. and a total NSA of approximately 133,470 sq.m. of which residential apartments account for 125,951 sq.m. The project has 1,952 residential apartments. The project's facilities include a swimming pool, gymnasium, sauna room, children's playground and restaurants. The project was launched in the fourth quarter of 2015 and handed-over in the fourth quarter of 2018.

Victoria Village

The following is a concept photo of the project.



The Victoria Village project is a mid-market low-rise and high-rise residential project located at Thanh My Loi Ward, District 2, HCMC. It is approximately 30 minutes by car, via Thu Thiem Tunnel, from the central business district of HCMC, approximately five kilometers from the train station serving the Suoi Tien — Ben Thanh Metro Line, 3.5 kilometers from the HCMC-Long Thanh-Dau Giay Expressway and nine kilometers from the East-West Highway.

The project occupies a total site area of approximately 42,777 sq.m. and has a total GFA of approximately 140,277 sq.m. and a total NSA of approximately 93,855 sq.m. of which townhouse and shophouse units, villa units and residential apartments account for 9,352 sq.m., 13,923 sq.m. and 70,580 sq.m., respectively. The project has 99 townhouse and shophouse units, 65 villas units and 1,044 residential apartments. The project was launched in the second quarter of 2017 and hand-over of the low-rise units commenced in the third quarter of 2019 and we expect hand-over of the high-rise units to commence in the fourth quarter of 2021.

Botanica Premier

The following is a photograph of the project.



The Botanica Premier project is a mid-scale, mid-market residential and officetel project located at 108-112B-114 Hong Ha Street, Ward 2, Tan Binh District, HCMC. This project is strategically situated close to transportation links and amenities. It is approximately 25 minutes by car, via Hai Ba Trung Street, from the central business district of HCMC. The project is within walking distance to the Tan Son Nhat International Airport, shopping centers, hotels and a hospital, and is adjacent to the Gia Dinh Park.

The project occupies a total site area of approximately 16,330 sq.m., has a total GFA of approximately 94,443 sq.m. and a total NSA of approximately 65,182 sq.m. of which residential apartments account for 59,652 sq.m. and officetel units account for 3,466 sq.m. The project has 912 residential apartments and 100 officetel units. Its facilities include a swimming pool, gymnasium, sauna room and children's playground. This is a unique project as it is surrounded by 3.2 hectares of greenery, with an internal park area. The project was launched in the first quarter of 2016 and handed-over in the fourth quarter of 2019.

The Botanica

The following is a photograph of the project.



The Botanica project is a mid-scale mid-market residential and shophouse project located at 104 Pho Quang Street, Ward 2, Tan Binh District, HCMC. This project is strategically situated close to transportation links and amenities. It is approximately 25 minutes by car, via Hai Ba Trung Street, from the central business district of HCMC. The project is within walking distance to the Tan Son Nhat International Airport, shopping centers, hotels and a hospital, and is adjacent to the Gia Dinh Park.

The project occupies a total site area of approximately 9,028 sq.m. and has a total GFA of approximately 54,137 sq.m. and a total NSA of approximately 38,327 sq.m., of which residential apartments account for 36,543 sq.m. and shophouses account for 1,784 sq.m. The project consists of 578 residential apartments and 33 shophouse units. The project's facilities include a swimming pool, gymnasium and sauna room. The project was launched in the first quarter of 2015 and was handed-over in the fourth quarter of 2018.

Golf Park Residence

The following is a photograph of the project.



Golf Park is a low-rise mid-market cluster housing project located at Long Thanh My Ward, District 9, HCMC. The development is located across from the Vietnam Golf Park, in a developing area, where there are limited amenities in the immediate vicinity. It is approximately 45 minutes by car, via Hanoi Highway, from the central business district of HCMC, and two kilometers from the Suoi Tien — Ben Thanh Metro Line. The development is in close proximity to a number of hospitals.

The development occupies a total site area of approximately 25,398 sq.m. and, has a total GFA of approximately 27,938 sq.m. and a total NSA of approximately 18,219 sq.m. The development has 95 townhouses. The project was launched in the third quarter of 2015 and handed-over in the fourth quarter of 2016.

Sunrise Cityview

The following is a photograph of the project.



The Sunrise Cityview project is a mid-scale, mid-market residential and officetel project located at Nguyen Huu Tho Street, Tan Hung Ward, District 7, HCMC. This project is strategically situated close to transportation links and amenities. It is approximately 22 minutes by car, via Nguyen Huu Tho Street, from the central business district of HCMC, and approximately two kilometers from Nguyen Van Linh Boulevard. The project is in close proximity to international schools, the RMIT University, supermarkets and shopping centers.

The project occupies a total site area of approximately 15,720 sq.m. and is expected to have a total GFA of approximately 120,898 sq.m., and a total NSA of approximately 86,468 sq.m. of which residential apartments account for 54,026 sq.m. and officetel units account for 27,673 sq.m. The project has 657 residential apartments and 696 officetel units. The project includes a large swimming pool, gymnasium, sauna room, open-air playground, children's playroom and shops and supermarkets. The project was launched in the second quarter of 2015 and handed-over in the fourth quarter of 2019.

Azerai Can Tho Resort

The following is a photograph of the project.



The Azerai Can Tho Resort is a resort-style eco-residential project located at Area No. 1, Hung Phu Ward, Cai Rang District, Can Tho City. Can Tho City is the fourth-largest city in Vietnam and the largest city in the Mekong Delta, well-known for its floating market, rice paper-making village, and picturesque rural canals. Can Tho City is 169 kilometers from HCMC.

The project occupies a total site area of approximately 194,341 sq.m., has a total GFA of approximately 93,047 sq.m. and a total NSA of approximately 61,220 sq.m. of which resort-style villas and resort-style bungalows account for 45,640 sq.m. and 15,580 sq.m., respectively. The Azerai Can Tho Resort features 47 resort-style villas and 60 resort-style bungalows.

Projects under Development

Projects under development comprise real estate projects under construction and development, all of which have been launched for sale. As of March 31, 2021, we had three residential and mixed-use property projects under construction and development in the greater HCMC area, with an aggregate planned NSA of approximately 308,810 sq.m, one multi-phase satellite township property project, of which four of the planned phases are under construction and development, with an aggregate planned NSA of approximately 1,982,923 sq.m and four second-home and hospitality projects under construction and development, with an aggregate planned NSA of approximately 4,086,050 sq.m. The following is a description of all our projects under development.

The Grand Manhattan & Soho Residence

The following is a concept photo of the project.



The Grand Manhattan & Soho Residence project is a mid-scale, mid-market residential project located at 100 Co Giang Street, District 1, HCMC. This project is strategically situated within walking distance to the heart of the central business district of HCMC, close to a cluster of premium business, financial and shopping centers, as well as five-star hotels, recreational attractions, transportation links and amenities.

The project occupies a total site area of approximately 14,002 sq.m. and, based on the current plans, is expected to have a total GFA of approximately 236,033 sq.m. and a total NSA of approximately 100,306 sq.m. of which residential apartments are expected to account for 89,219 sq.m. and shophouse units are expected to account for 3,587 sq.m. We expect the project to have 1,219 residential apartments and 27 shophouse units. The project was launched in the fourth quarter of 2018 and we expect hand-over to commence in the third quarter of 2021. As of March 31, 2021, we have pre-sold 665 residential apartments.

The Palace Residence

The following is a concept photo of the project.



The Palace Residence project is a large-scale, mid-market residential project located on Mai Chi Tho Street, District 2, HCMC. This project is strategically situated close to transportation links and amenities. It is approximately 15 minutes by car, via Mai Chi Tho Street, from the central business district of HCMC, and four kilometers from the Saigon River Tunnel.

The project occupies a total site area of approximately 49,660 sq.m. and, based on the current plans, is expected to have a total GFA of approximately 309,940 sq.m. and a total NSA of approximately 168,292 sq.m. of which residential apartments are expected to account for 159,601 sq.m. and shophouse units are expected to account for 8,691 sq.m. We expect the project to have 1,881 residential apartments and 139 shophouse units. The project was launched in the fourth quarter of 2018 and we expect hand-over to commence in the fourth quarter of 2022. As of March 31, 2021, we have pre-sold 1,237 residential apartments.

Palm Marina

The following is a concept photo of the project.



The Palm Marina project is a large-scale, mid-market residential project located near **Truong Luu** Street, Long Truong Ward, District 9, HCMC. This project is strategically situated close to transportation links and amenities as well as the administrative center of the new Thu Duc City. It is approximately 30 minutes by car, via Mai Chi Tho Street, from the central business district of HCMC, and 15 kilometers from the Saigon River Tunnel.

The project occupies a total site area of approximately 90,772 sq.m. and, based on the current plans, is expected to have a total GFA of approximately 51,310 sq.m. and a total NSA of approximately 40,212 sq.m. of which townhouses are expected to account for 14,848 sq.m. and villas are expected to account for 20,236 sq.m. We expect the project to have 102 townhouses and 76 villas. The project was launched in the second quarter of 2019 and we expect hand-over to commence in the second quarter of 2022. As of March 31, 2021, we have pre-sold 85 townhouses and 64 villas.

Aqua City

The following is a photograph of the project.



The Aqua City project is a large-scale, mid-market satellite township project located in Bien Hoa City, Dong Nai, a satellite city to the greater HCMC area. This project is strategically situated next to infrastructure links under development and when completed will be able to transport residents from Aqua City to HCMC in less than 30 minutes by high-speed rail and is approximately 30 minutes by car from the Long Thanh International Airport. The project features integrated amenities such as schools, hospitals and retail areas, which we intend to retain as investment properties and lease out, providing a curated set of lifestyle tenants offering food and beverage, retail and entertainment, further contributing to the township's comprehensive offering. See "Risk Factors — The commercial success of certain of our development plans depends on the completion of initial or additional infrastructure, which may be subject to delays or cancellation; — Our development experience is concentrated in the HCMC market and the experience we have gained from such projects may not be fully relevant or applicable to the development of townships and resort properties."

The project occupies a total site area of approximately 1,000 sq.m., inclusive of green areas and water features. As of the date of this Offering Memorandum we have commenced development of four phases, as discussed more fully below. Based on our current plans of development we expect that the Aqua City township will offer a variety of detached and semi-detached villas, townhouses and an array of commercial properties in a semi-urban setting with abundant green space and to a backdrop of natural features. By combining residential properties with a suite of lifestyle offerings we seek to generate interest in Aqua City as a comprehensive 'life and lifestyle' destination for residents. The residential properties within the township are priced between US\$2,169 to US\$4,469 per square meter, targeted at middle-class customers and designed to be within close proximity of major infrastructure projects linking Aqua City with the greater HCMC area.

Based on our current plans of development we expect the township to have a total of approximately 16,000 housing units including detached villas, semi-detached villas, townhouses and shophouses, with less than 30% construction density and 70% of the site area reserved for green space, transportation infrastructure and utilities. The project was launched in the second quarter of 2019 and we expect hand-over to commence in the second quarter of 2022. As of March 31, 2021, we have pre-sold 1,103 villas, 3,589 townhouses and 585 shophouses.

Aqua City

The Aqua City project is a large-scale, mid-market residential development located within our Aqua City township. It is situated next to Aqua Riverside City, both comprising the center of the greater Aqua City township.

The project occupies a total site area of approximately 1,105,400 sq.m. and is expected to have a total GFA of approximately 673,062 sq.m., and a total NSA of approximately 539,049 sq.m., of which villas are expected to account for 268,194 sq.m., townhouses are expected to account for 182,019 sq.m. and shophouses are expected to account for 42,884 sq.m. Based on the current development plans we expect the project to include a school, sport, health and commercial facilities as well as riverside walking areas and piers. The project was launched in the second quarter of 2019 and we expect to commence hand-over in the second quarter of 2022.

Aqua Riverside City

The Aqua Riverside City project is a large-scale, mid-market residential development located within our Aqua City township. Aqua Riverside City and Aqua City are at the center of the greater Aqua City township.

The project occupies a total site area of approximately 767,500 sq.m. and is expected to have a total GFA of approximately 459,918 sq.m. and a total NSA of approximately 360,584 sq.m., of which villas are expected to account for 141,773 sq.m., townhouses are expected to account for 132,219 sq.m., and shophouses are expected to account for 72,735 sq.m. Based on the current development plans we expect the project to include a large sport complex, riverside recreational areas and a clubhouse. The project was launched in the second quarter of 2019 and we expect to commence hand-over in the fourth quarter of 2022.

Aqua Waterfront City

The Aqua Waterfront City project is a large-scale, mid-market residential development located within our Aqua City township. It is situated close to the Aqua City project and the main road connecting the project to neighboring areas of the greater Aqua City township.

The project occupies a total site area of approximately 850,860 sq.m. and is expected to have a total GFA of approximately 760,796 sq.m., and a total NSA of approximately 383,776 sq.m., of which villas are expected to account for 59,838 sq.m., townhouses are expected to account for 250,220 sq.m. and shophouses are expected to account for 73,718 sq.m. Based on the current development plans we expect the project to include schools, recreational and sport arenas, children's play zones and a four-star hotel. The project was launched in the first quarter of 2020 and we expect to commence hand-over in the fourth quarter of 2022.

Aqua City Phoenix Island

The Aqua City Phoenix Island project is a large-scale, mid-market residential development located within our Aqua City township. It is situated on Phoenix Island within the greater Aqua City township. It is considered a particularly unique segment of the project as a result of its ecological value.

The project occupies a total site area of approximately 1,335,092 sq.m. and is expected to have a total GFA of approximately 869,516 sq.m. and a total NSA of approximately 699,515 sq.m.. Based on the current development plans we expect the project to include an international-standard school of all levels, health care facilities, open-air playgrounds, outdoor sport and yoga areas, running paths across the island, commercial centers, clubhouses, shops and supermarkets. The project was launched in the fourth quarter of 2020 and we expect to commence hand-over in the first quarter of 2024.

NovaWorld Ho Tram

The NovaWorld Ho Tram project is a large scale resort and entertainment complex located in Ho Tram, a coastal area of Ba Ria – Vung Tau Province in Southern Vietnam. The project is strategically situated near the Long Thanh International Airport and is approximately 90 minutes away from HCMC via Long Thanh – Dau Giay Expressway and Bien Hoa – Vung Tau Expressway by car. The project features integrated living and lifestyle offerings such as hotels, watersport and entertainment facilities, which we intend to retain as investment properties and lease out, contributing to its appeal as a high-end shopping, dining and entertainment center at the heart of Ho Tram, an area frequented by both domestic and international tourists, and when complete will be at

the heart of the coastal city's day and night life. See "Risk Factors — We have limited experience in the second home and hospitality industry and may not be able to successfully execute our business plan; — Our development experience is concentrated in the HCMC market and the experience we have gained from such projects may not be fully relevant or applicable to the development of townships and resort properties."

The project occupies a total site area of approximately 1,000 hectares. As of the date of this Offering Memorandum we have commenced development of three phases, as discussed more fully below. Based on our current plans, we expect that the development will feature attractions including a wildlife park with flora and fauna native to Southern Vietnam, a salt water pool with a surface area of approximately 5,000 sq.m., a water park with slides and other thrill-seeking attractions, a series of canals to be toured on kayaks, in addition to retail areas with a wide variety of commercial and culinary offerings.

In addition to the commercial areas the project will feature a mix of residential units and accommodations for tourists. At the current three phases under development, we expect to have a total residential GFA of approximately 493,690 sq.m. and a total residential NSA of approximately 516,051 sq.m. of which villas are expected to account for 396,205 sq.m., townhouses are expected to account for 36,585 sq.m. and shophouses are expected to account for 59,941 sq.m. The residential properties within the project are priced between US\$1,952 to US\$4,425 per square meter, targeted at individuals looking for a second home or an investment property in a coastal setting. We expect the project to have 1,867 villas, 303 townhouses, 380 shophouses and 34 other properties. The project was launched in the second quarter of 2019 and we expect hand-over to commence in the fourth quarter of 2021. As of March 31, 2021, we have pre-sold 794 villas, 257 townhouses, 181 shophouses and nine other properties.

NovaWorld Ho Tram – The Tropicana

The following is a concept photo of the project.



The Tropicana project occupies a total site area of approximately 993,797 sq.m. and is expected to have a total GFA of approximately 271,275 sq.m., and a total NSA of approximately 389,945 sq.m. of which over 1,400 villas account for 313,616 sq.m., 303 townhouses account for 36,585 sq.m. and 209 shophouses account for 39,744 sq.m. Based on the current development plans we expect the project to include a five-star hotel, a 5,000 sq.m. salt water swimming pool, entertainment park, canals for kayaking tours and an organic farm. The project was launched in the second quarter of 2019 and we expect to commence hand-over in the second quarter of 2021.

NovaWorld Ho Tram – Wonderland

The following is a concept photo of the project.



The Wonderland project occupies a total site area of approximately 90,260 sq.m. and is expected to have a total GFA of approximately 55,033 sq.m., and a total NSA of approximately 36,839 sq.m. of which 142 villas account for 20,976 sq.m., 115 shophouses account for 12,943 sq.m. and 14 other properties account for 2,920 sq.m.. Based on the current development plans we expect the project to include an ocean sport facility, a water park and a cluster of hotels. The project was launched in the third quarter of 2020 and we expect to commence hand-over in the third quarter of 2022.

NovaWorld Ho Tram – Habana Island

The following is a concept photo of the project.



The Habana Island project is situated on a unique coastal strip with 3,000 meters of sea and river frontage. The project offers a range of premium mansions, villas and shophouses as well as high-end facilities and amenities such as a marina, riverfront square, seafront square, parks and beach clubs. The project occupies a total site area of approximately 204,808 sq.m. and is expected to have a total GFA of approximately 167,382 sq.m., and a total

NSA of approximately 89,268 sq.m. of which 21 mansions account for 16,080 sq.m., 297 villas account for 61,614 sq.m., 115 shophouses account for 12,943 sq.m. and 20 other properties account for 4,320 sq.m. The project was launched in the first quarter of 2021 and we expect to commence hand-over in the first quarter of 2024.

NovaBeach Cam Ranh

The following is a concept photo of the project.



The NovaBeach Cam Ranh project is a mid-scale, mid-market hospitality and second home project located at Cam Ranh City, Khanh Hoa, a coastal city in south-central Vietnam. This project is strategically situated near Cam Ranh International Airport and is approximately 30 minutes away from the center of Nha Trang City via Nguyen Tat Thanh Road by car and approximately 60 minutes from HCMC by flight.

The project occupies a total site area of approximately 226,222 sq.m. and, based on the current plans, is expected to have a total GFA of approximately 94,296 sq.m. and a total NSA of approximately 122,693 sq.m. of which villas are expected to account for 66,601 sq.m., shophouses are expected to account for 2,952 sq.m. and commercial properties are expected to account for 53,140 sq.m. We expect the project to have 182 villas, 18 shophouses and 1,300 commercial properties. The project was launched in the fourth quarter of 2018 and expect hand-over to commence in the second quarter of 2022. As of March 31, 2021, we have pre-sold seven villas and 208 commercial properties, which is equivalent to a takeup rate of 86% of the launched units.

NovaHills Mui Ne

The following is a concept photo of the project.



The NovaHills Mui Ne project is a mid-scale, mid-market hospitality and second home project located at Phan Thiet, Binh Thuan Province, a coastal city in Southern Vietnam. This project is strategically situated near the Phan Thiet Airport and is approximately an hour and 50 minutes away from HCMC via the Ho Chi Minh City – Dau Giay – Phan Thiet Expressway by car and 21 kilometers from the center of Phan Thiet City.

The project occupies a total site area of approximately 399,310 sq.m. and, based on the current plans, is expected to have a total GFA of approximately 68,103 sq.m. and a total NSA of approximately 162,423 sq.m. of which 603 villas account for 158,357 sq.m. and 17 shophouses account for 4,032 sq.m. The project also offers a range of high-end facilities including multi-level swimming pools, a 250-meter long swimming pool, a 1,000 seat convention center, a watersport club, international restaurants and spas. The project was launched in the fourth quarter of 2018 and expect hand-over to commence in the first quarter of 2021. As of March 31, 2021, we have pre-sold 360 villas and three shophouses.

NovaWorld Phan Thiet

The following is a photograph of the project.



The NovaWorld Phan Thiet project is located in Phan Thiet, Binh Thuan Province, a renowned coastal city in south-central Vietnam. This project is strategically situated near the Phan Thiet Airport and is approximately an hour and 40 minutes away from HCMC via the Ho Chi Minh City – Dau Giay – Phan Thiet Expressway by car and 15 kilometers from the center of Phan Thiet City. The project features integrated living and lifestyle offerings such as a golf course, sports and entertainment complex capable of hosting international events and competitions, health care and beauty facilities, an international-standard hospital, retirement resorts as well as high-end shopping, dining and entertainment centers, all of which contribute to its appeal as an ocean-side supercity for health, tourism and hospitality at the heart of the Phan Thiet, an area that the Government has identified as a future destination for domestic and international tourists.

The project occupies a total site area of approximately 9,863,300 sq.m. and is expected to be divided into several stages of development. Based on our current plans of development we expect that the project will feature facilities to hold world-class sporting and cultural events, including a golf course that has been developed in conjunction with the Professional Golf Association. We expect the project to have a total GFA of approximately 5,817,645 sq.m. and a total NSA of approximately 3,284,916 sq.m. of which villas are expected to account for 2,801,441 sq.m. and shophouses are expected to account for 483,475 sq.m. We expect the project to have 15,662 villas and 3,022 shophouses. The project was launched in the second quarter of 2019 and we expect hand-over to commence in the first quarter of 2021. As of March 31, 2021, we have pre-sold 3,790 villas and 109 shophouses.

Expansion into the Second Home and Hospitality Sector

We believe that the development of quality second home and hospitality projects will enable us to capture a segment of increasing domestic household wealth in Vietnam. As Vietnam's popularity as a tourist destination in Asia increases, resorts in Vietnam are forecasted to attract more foreign tourists. In the first quarter of 2018 we commenced business operations at the Azerai Can Tho Resort, a holiday resort located on the Hau River, a Mekong river tributary, in Can Tho City, Vietnam's fourth-largest city. Azerai Can Tho Resort's facilities include an ecological pond, pool, coffee shop, spa, tennis court, bar and restaurant. The Azerai Can Tho Resort is managed by Azerai, a luxury international hotel management company and was identified by The New York Times as 'one of the 52 places to go in 2018.'

After we completed development of the Azerai Can Tho Resort we commenced development of NovaBeach Cam Ranh and NovaHills Mui Ne in 2018, followed by NovaWorld Phan Thiet and NovaWorld Ho Tram in 2019. These projects feature integrated hospitality properties with commercial and residential components as well as abundant green space. The commercial properties will be focused on retail outlets, including apparel, food and beverage as well as facilities such as golf courses, water sports clubs, cultural and event spaces. The residential

properties will contain a mix of villas, townhouses and shophouses as well as hotels developed in conjunction with international hotel management companies. In certain circumstances we expect to enter into agreements with customers we have sold properties to whereby after the sale has been completed we will manage the property on their behalf and rent it out to those looking for short and long-term holiday homes.

Investment Properties

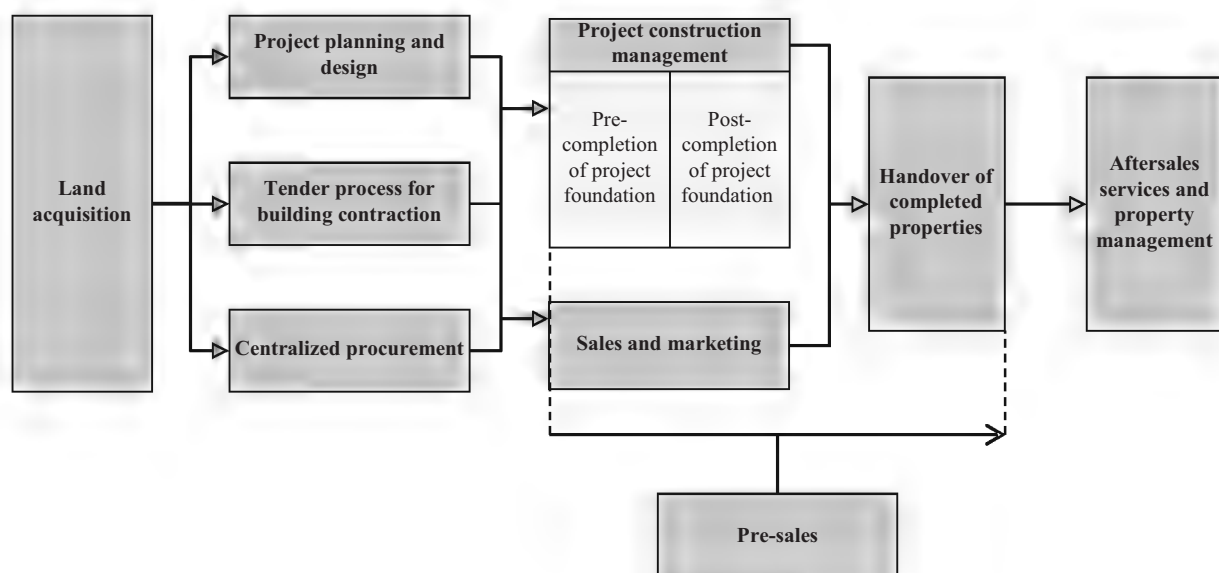
We intend to continue to develop a balanced portfolio of consistent revenue streams from investment properties. In the past we have leased officetel units and carpark spaces at a number of our residential projects, building a portfolio of a number of officetel units and carpark spaces at Rivergate, The Tresor, Sunrise City, Tropic Garden, Galaxy 9, Lexington Residence and The Prince Residence. More recently, at our Aqua City township and second home and hospitality projects such as NovaWorld Ho Tram and NovaWorld Phan Thiet, we have commenced development of large retail areas designed for tenants in the apparel, food and beverage and other entertainment businesses. These investment properties are expected to be a source of stable, recurring revenues and provide us with the potential for capital gains past the time we have sold off any given project's residential units. As we intend to hold these properties for long-term investment purposes, they are expected to be treated as investment properties. We may however choose to sell such units and spaces when we believe that sales would generate a better return on our investment than through rental and capital appreciation. See "Risk Factors — We have limited experience in the provision of property management services and there is no guarantee that our tenants or property owners will engage us as their provider of choice for such services."

Property Development

Standardized property development model

We have developed a standardized operational model for real estate development, which we believe has enabled us to develop good-quality real estate projects efficiently throughout HCMC and will serve us well as we continue to expand into investment and leisure properties. Our standardized model covers all aspects of our project development process. We have developed a standard for both mid-market and high-end ancillary facilities, a standard for gardening and landscaping, and a construction standard according to each development category. We have developed a diversified portfolio of properties, including mid-scale, mid-rise and high-rise buildings for both mid-market residential and residential and officetel developments, low density townships and second home developments to cater to the needs of our two main target customer groups, namely professional middle-class and high income customers.

The following diagram sets forth our typical real estate development process:



Land acquisition

We screen each potential project site following a standardized process in order to identify opportunities suitable for our development. The primary criteria in our project site evaluation include the following:

- location that we believe has high-growth potential;

- beautiful surrounding environment, with established supporting infrastructure, convenient transportation system and appropriate value appreciation potential;
- minimal or no demolishment and resettlement costs, allowing commencement of development soon after the acquisition of the land; and
- appropriate cost and attractive financial return.

We follow this standardized process irrespective of whether we are acquiring the land directly or, as described in greater detail below under “— Use of third-parties in land acquisition, property development,” through project development companies.

Project planning and design

We have strong in-house design capabilities and we engage reputable Vietnamese and overseas architects and designers to ensure that our projects are well designed, with modern style elements that appeal to our target market of middle-to-high income customers. Our design team works closely with third-party architects and designers, our project managers and the marketing team in master-planning, formulating, developing and finalizing the building design, landscape and interior design for our projects. As an important part of our project planning and design process, we work closely with external landscape and interior designers to maximize the esthetic appeal and eco-value of our properties. Our senior management is actively involved in the planning and design process, especially in the master-planning and architectural design of our projects.

We also conduct detailed market research and analysis on the projects placed by other major developers into the market. We endeavor to tailor-make and ensure the highest construction, gardening, landscaping, and decoration quality in our different product series. We will continue to adopt creative architectural planning and innovative designs with a view to making our products distinct from other offerings in the market.

Tender process for building contractors

We organize tenders, and invite reputable construction companies in Vietnam to participate in the bidding for building construction, interior decoration, gardening and landscaping and other construction work to ensure that we receive high-quality construction services at competitive prices. We outsource substantially all of the project construction work to independent contractors. We maintain strict oversight and quality control measures throughout our development chain through our in-house construction management teams and partner with leading international and national service and product providers to ensure the quality of our products.

Centralized procurement

We have centralized our procurement process as a part of our standardized operational procedures. We believe that our centralized procurement of building materials and equipment allows us to lower costs, gain bargaining power and increase efficiency through economies of scale. As, at any given time, we typically have a large number of projects under development, we are able to procure building materials and equipment from suppliers in large quantities and at more competitive prices.

Project construction management

Our project construction management team collaborates with our project design team to formulate standard construction requirements for all of our projects. Our construction management team is responsible for the day-to-day management of our projects under construction. Our construction management team dispatches qualified professionals and engineers to supervise the overall construction of each project, conducts site inspections, and collects and analyzes information on project progress and construction quality on a weekly basis through our in-house information management system.

The construction contracts we enter into with construction companies typically contain warranties with respect to quality and timely completion of the construction projects. We require construction companies to comply with the relevant Vietnam laws and regulations as well as our own standards and specifications. Our project construction management team is charged with the responsibility of closely monitoring quality and construction progress as well as controlling cost during construction. In the event of unsatisfactory quality of work, we will reject such work pursuant to our contractual arrangements until it is redone or rectified to our satisfaction. Our construction contracts typically require payments based on construction progress until a specified maximum

percentage of the total contract sum is paid. Except for approximately 5% of the contract sum, which we generally withhold for two years from the time of completion to cover any contingent expenses incurred as a result of any construction defects, the remaining balance is payable upon confirmation of the construction quality.

We emphasize and enforce our quality control at every stage of a project development from its initial planning and design through to its final completion. We control the overall project quality by the following means:

- provision of professional guidance and technical support to our project construction team for the purpose of overseeing and supervising the construction of all our projects;
- compilation of various standardized technical guidelines and assessment systems, including our property construction management system, to manage the various aspects of project developments;
- results evaluation conducted through the monthly plans and weekly progress reports submitted by our project construction team with respect to all of our projects under development from time to time; and
- dispatch of management personnel to conduct on-site quality inspections on a random basis.

In addition to our stringent and intensive selection process in choosing our suppliers and service providers, we employ strict procedures to select, inspect and test equipment and materials that we purchase. Our project construction team inspects equipment and materials to ensure their compliance with the contractual specifications before accepting them and approving payment. We reject and return any supplies that are below our standards or that do not comply with contract specifications.

To ensure quality and to monitor the progress and workmanship of a construction project, we also require the construction companies to implement our quality control procedures, including the appointment of internal on-site quality control engineers and examination of materials and supplies used. We rely on our own qualified construction supervisor-engineers, who are part of our project construction team, to effectively monitor the construction process to ensure quality control. Our qualified construction supervisor-engineers not only conduct on-site quality inspection of the construction work on a daily and continuous basis, but also are authorized to tear down sub-standard work if they deem it necessary. We have formulated a series of internal quality assurance standards and systems to regulate all major processes and procedures in our project development, including construction works, water and electricity systems, pipe networks, landscaping, fitting-out works, interior design and decoration, controls over raw materials and equipment supply. To control product quality, we have also developed an information management system to enable our management team to access information, on a real-time basis, on the construction progress relating to each individual building across our projects.

Sales and marketing

We maintain a large and well-trained salesforce and maintain a wide coverage of trade floors in HCMC with three trading floors which we believe have enabled us to achieve a high level of pre-sales during the construction phases of our projects. We also sell properties through service agreements between us and NovaHomes and NovaReal, unrelated third parties, with the support of our sales and marketing team. See “— Use of third-parties in land acquisition, property development and sales — Pre-sales through NovaHomes and NovaReal.”

Between 2015 and March 31, 2021, the number of properties sold by our salesforce, including under service agreements with NovaHomes and NovaReal, grew at a CAGR of over 20.9%. In the year ended December 31, 2020 and the three months ended March 31, 2021, our salesforce sold a combined 6,903 properties. As of March 31, 2021, we had an in-house salesforce of more than 1,200 salespersons. We have historically sold our real estate projects to end-users and we place a strong emphasis on training our salesforce to ensure that they are familiar with each of our real estate projects, so as to allow them to effectively market and highlight all of the unique features of our projects to potential customers. We also utilize a relatively small number of real estate agents to market and sell our properties. Our internal sales and marketing management team is responsible for formulating our nationwide sales and marketing strategies and supervising their execution.

Our promotion channels primarily include advertising through newspapers, television, radio, internet, billboards, magazines and mobile phone text messages. We generally engage reputable advertising houses in Vietnam to assist us in our sales campaigns. As part of our marketing strategy, we organize potential customers to visit our property projects, which we believe facilitates sales of our properties and promotes our brand.

After-sale services and property management

We have a dedicated customer care department to manage our after-sales services. We offer various communication channels, such as designated mailboxes and emails, for our customers to conveniently express their feedback and complaints about our products or services. Our customer service staff is committed to finding solutions to any reported problems. We also provide free publications to our existing customers to cultivate a sense of belonging and community.

We provide customers of our properties with property management services, including maintenance of common facilities, cleaning, security, gardening, and landscaping services, prior to them establishing a homeowner's association pursuant to the Vietnam laws and regulations to choose their own property management company. We also engage well-known external professional property management or consultancy companies to manage a number of our high-end projects before the property owners set up a homeowner's association and engage their own property management company. We typically assist our customers in transitioning between our provision of property management services to those provided by external professional property management companies.

Use of third-parties in land acquisition, property development and sales

As a result of changes in Vietnamese law in 2015, developers of housing projects, including apartment projects, are only able to borrow funds for project development purposes from credit institutions in Vietnam. In addition, developers of housing units are restricted from pre-selling housing units until the completion of the foundation (for high-rise buildings) or the basic infrastructure (for low-rise buildings) and are restricted from collecting more than 30% of the full sale price for the first payment and more than 70% of the full sale price before handover of the housing unit. See "Regulations — Real Estate Development Rules." These restrictions made it more difficult for property developers to fund the initial phases of development of their real estate projects due to the inability to conduct pre-sales prior to the construction of the foundation and other initial components of a real estate project. Following such changes in Vietnamese law, it became common practice in the Vietnam property market for developers to collect pre-sales in the form of booking deposits or loans directly from customers.

Acquiring land through project development companies

One of the primary ways in which we have acquired land and developed our real estate projects in recent years is through individual project companies set up and licensed to acquire land and develop real estate projects. Although we typically seek to acquire land and develop projects through wholly or majority-owned project companies that we have established, we also acquire land and develop real estate projects through third-party project development companies, which we believe is common practice among real estate developers in Vietnam. The advantages of third-party project development companies are that they:

- facilitate the transfer of such real estate projects by way of transfer of equity in companies, which does not trigger the need to re-apply for licenses granted to the project development companies;
- are set up as limited liability companies or joint stock companies, which have limited liabilities under Vietnamese law and, therefore, liabilities relating to the projects are ring-fenced at project development company level;
- are often established by persons in the Vietnam real estate industry with strong networks of local land owners and knowledge of local market conditions; and
- allows us to acquire land at more competitive prices, as land sellers typically demand higher prices when transacting with large and reputable real estate developers and the use of project development companies prevents potential land sellers from knowing the identity of the intended ultimate buyer.

We generally provide project development companies with whom we collaborate to acquire land and develop real estate projects with funding to acquire the land. We provide such funding by way of a loan, typically of amounts that are sufficient for the down payment for the land and at an interest rate of between 5.5% and 10.0%. We make these loans to the shareholders of the project development companies, who would then contribute the loan proceeds to the project development companies as equity. The project development companies use such equity contributions, together with mortgage loans from banks, to acquire land for project development. We believe that our extending loans to the shareholders of the project development companies is in compliance with applicable Vietnamese law. See "Risk Factors — Risks Relating to Our Business — Our business may be adversely affected if the loans that we extend to shareholders of project development companies are found to be provided on a regular basis."

Contemporaneous with acquisition of the land, the project development companies enter into service agreements with us, pursuant to which we provide the project development companies with construction and project management, and administrative services for the development of a real estate project on the land, and from which we derive services revenue. The service agreements between us and the project development companies allow us to exercise control over the project development process.

We generally complete the acquisition of a project development company by purchasing all or substantially all of the shares of the project development company, either after the project development company's acquisition of land for which all legal and regulatory requirements for property development have been satisfied, or shortly after the completion of the foundation or technical infrastructure of the project development company's real estate project. We do not always acquire control of project development companies, however, and at times may retain only a minority interest.

Although we do not have a contractual right to acquire a project development company, we believe that there are several factors that ensure that we are able to complete the acquisition of a project development company at a time of our choosing. Such factors include (i) the relevant real estate projects being marketed and sold as properties developed by Novaland (as described below), which would potentially result in the project development company having to unwind pre-sales of properties, in the event we cease collaborating with them, (ii) our collaborating with shareholders of project development companies with whom we have strong personal and working relationships, and (iii) our service agreements have terms of a year or less, requiring regular renewal of such agreements through the development process of the real estate project, whereby the relevant project development company would face significant difficulty in procuring an alternative services provider as we would have already been responsible for and have provided services relating to a significant portion of the development of the relevant real estate project.

The purchase price of the shares of a project development company is typically determined on a cost-plus basis, equivalent to the aggregate amount paid by the project development company to develop its real estate project prior to such share sale, including amounts paid for the land acquisition, interest paid on mortgage loans and any other amounts incurred for project development, plus a fee of up to 2% of the purchase price of the land, net of the loan we made to the project development company's shareholders.

Pre-sales through NovaHomes and NovaReal

Following the 2015 changes to Vietnamese law, developers of commercial housing projects are restricted from pre-selling housing units until the completion of the building's foundation (for high-rise buildings) or the basic infrastructure (for low-rise buildings) and are restricted from collecting more than 30% of the full sale price for the first payment and more than 70% of the full sale price before handover of the apartments. As a result of these laws we have conducted pre-sales through service arrangements with NovaHomes and NovaReal, a third-party company that is independent of us and the project development companies, and who we believe is not subject to these restrictions, to market and sell properties of the relevant real estate projects and collect booking deposits. See "Risk Factors — Risks Relating to Our Business — Our business may be adversely affected if pre-sales of properties conducted through NovaHomes and NovaReal and loans extended by NovaHomes and NovaReal to the project development companies are found to be in contravention of Vietnamese law."

After the foundation or technical infrastructure of the real estate project is completed and following our acquisition of the relevant project development company, we continue to engage in pre-sales of the properties of the real estate project, but do so directly via our sales and marketing team rather than through NovaHomes or NovaReal. We use the proceeds from the pre-sales of properties to fund the construction and development of our real estate projects.

When properties are sold, either through NovaHomes or NovaReal, NovaHomes or NovaReal will either act as the marketing and sale consultancy agents or off-takers of the project development companies, prior to us acquiring the project development companies, or directly by us, buyers make an upfront payment and agree to make installment payments based on the achievement of certain milestones of the development process of the relevant real estate project. Typically, a buyer would make an upfront payment of 15% to 25% of the sale price either as a booking deposit with NovaHomes, NovaReal or as a payment to us. The buyer then makes milestone payments, on a cumulative basis, of up to 30% of the sale price when the foundation (for high-rise buildings) or the basic infrastructure (for low-rise buildings) of the real estate project is complete, up to 70% of the sale price when the superstructure of the real estate project is complete, up to 95% when the relevant property is handed over, and 100% when the certificate of property ownership for the relevant property is delivered to the buyer. We

also have different payment options available to buyers, which generally provide for higher upfront payments, such as 45% to 55%, 50% to 90%, and greater than 90% of the sale price, for which buyers would get correspondingly increasing discounts on the sale price, of 3% to 4%, 5% to 7% and 8% to 12%, respectively. The project development companies generally pay NovaHomes or NovaReal a service fee between 2.0% and 10.0% of the booking deposits that it collects.

Under the deposit collection structure, prior to the completion of the foundation or technical infrastructure of the real estate projects, the project development companies typically grant marketing and sale rights or agree to sell to NovaHomes and NovaReal certain properties of the real estate projects to NovaHomes and NovaReal. NovaHomes and NovaReal would market these properties as properties that have been developed by Novaland. When NovaHomes or NovaReal contracts with buyers, it agrees to sell or undertake to procure a property and in return it receives booking deposits from buyers as security for their purchase of the properties, which it, in turn, lends to the project development companies, typically at approximately 5%, for use as working capital purposes. When collecting the booking deposits, NovaHomes or NovaReal enters into a booking deposit agreement with the relevant buyer. When on-lending such booking deposits to the project development companies, NovaHomes or NovaReal enters into loan agreements with the relevant project development companies. NovaHomes and NovaReal also enters into service agreements with us, pursuant to which we provide NovaHomes and NovaReal with marketing services, and from which we derive services revenue. Our in-house sales force assists NovaHomes and NovaReal with marketing and selling properties of the relevant project development companies.

Once the foundation or technical infrastructure of the real estate project is completed and certain other regulatory requirements are satisfied, the project development companies pre-sell the properties either (i) to NovaHomes or NovaReal by executing sale and purchase agreements, following which NovaHomes or NovaReal novates its rights and obligations under such sale and purchase agreements in favor of the relevant buyers and the relevant project development company or (ii) directly to the relevant buyers by executing sale and purchase agreements. The booking deposits from the buyers collected by NovaHomes or NovaReal are taken to be partial payment from the buyers to the project development companies for their respective properties, and are paid to the project development companies after offsetting the loans provided by NovaHomes or NovaReal to the project development companies. These contractual arrangements are described in more detail below. See “ — Key agreements with project development companies and NovaHomes and NovaReal.”

We plan to reduce our use of and reliance on the project development companies with whom we collaborate with for the booking deposit collection structure and NovaHomes and NovaReal, as their marketing and sale consultancy agent or offtaker for the properties of their real estate projects. Our large and growing scale of operations and track record in completing and delivering real estate projects to customers have allowed us and the project development companies with whom we collaborate to progressively improve the credit and payment terms with suppliers and building contractors. A number of our suppliers and building contractors have agreed for us to make payments to them only after the completion of the foundation or technical infrastructure of the relevant real estate projects. As such, we expect that such project development companies would not need to utilize booking deposits as working capital to fund the initial stages of the development of a real estate project and instead rely on cash flow from operations.

Key agreements with project development companies, NovaHomes and NovaReal

The following summarizes in general terms the key agreements relating to our use of third-parties in land acquisition, property development and pre-sales:

- *Share purchase agreement.* When we decide to acquire the project development company, typically either after the project development company's acquisition of land for which all legal and regulatory requirements for property development have been satisfied or shortly after the completion of the foundation of the project development company's real estate project, we would enter into a share purchase agreement with the shareholders of the relevant project development company, pursuant to which we would acquire all or substantially all of the equity interest in the project development company for a consideration which is typically equivalent to the aggregate amount paid by the project development company to develop its real estate project prior to such share purchase, including amounts paid for the land acquisition, interest paid on mortgage loans and any other amounts incurred for project development, plus a fee of up to 2% of the purchase price of the land, net of the loan we made to the project development company's shareholders.
- *Service agreements.* Prior to commencement of development of the relevant real estate project, we would enter into service agreements with the relevant project development company, pursuant to which we would

provide the project development companies with construction and project management, and administrative services for the development of a real estate project in exchange for service fees. We would also enter into service agreements with NovaHomes and NovaReal, pursuant to which we would provide NovaHomes or NovaReal with marketing services, and from which we derive services revenue. We leverage our in-house sales force and assign members of our sales team to assist NovaHomes and NovaReal with marketing and selling properties of the relevant project development companies.

- *Marketing and sale consultancy services agreement.* At the early stage of project development, prior to the completion of the foundation of the real estate project, the relevant project development company would enter into a marketing and sale consultancy services agreement with NovaHomes or NovaReal, pursuant to which the project development company grants NovaHomes or NovaReal the rights to provide consultancy services and market the real estate project from the project development company and to assist the project development company to sell such properties to buyers upon the satisfaction of certain conditions specified in the agreement, including, among others, the completion of construction of the foundation of the real estate project.
- *Offtake agreement.* At the early stage of project development, prior to the completion of the foundation of the real estate project, the relevant project development company would enter into an offtake agreement with NovaHomes pursuant to which the project development company agrees to sell and NovaHomes agrees to purchase properties of the real estate project from the project development company upon the satisfaction of certain conditions specified in the agreement, including, among others, the completion of construction of the foundation of the real estate project.
- *Booking deposit agreement.* Before the completion of construction of the foundation of a real estate project, when NovaHomes or NovaReal collects a booking deposit from a buyer, it enters into a booking deposit agreement with the buyer, pursuant to which NovaHomes or NovaReal would agree to receive the booking deposit in consideration of its undertaking to either (i) sell the relevant property to the buyer when NovaHomes or NovaReal acquires such property from the relevant project development company (if the offtake agreement is entered into) or (ii) procure that the project development company sells the relevant property to the buyer (if the marketing and sale consultancy services agreement is entered into), upon the completion of construction of the relevant real estate project's foundation. Under the offtake agreement structure, the buyers are made aware that NovaHomes would enter into sales and purchase agreements with the project development company following the completion of construction of the relevant real estate project's foundation and NovaHome's rights and obligations under such sales and purchase agreements would then be novated in favor of the buyers, through the execution of a novation agreement between NovaHomes, the relevant buyer and the project development company. The booking deposit agreement typically provides for a payment schedule corresponding to the construction schedule of the relevant real estate project, and that NovaHomes or NovaReal will notify the buyer as to when it is to execute the novation agreement or when the project development company could execute the sale and purchase agreements. Buyers who do not enter into such novation agreements or sale and purchase agreements would forfeit their booking deposits and any installment payments and the right to purchase the relevant properties.
- *Loan agreements with NovaHomes, NovaReal and other types of business cooperation contracts.* After the execution of the relevant booking deposit agreements, NovaHomes or NovaReal enters into a corresponding loan agreement with the relevant project development company, pursuant to which NovaHomes or NovaReal (using deposits received from the buyers) would extend loans to the relevant project development company. Such loans are generally disbursed in phases, as soon as possible after receipt of booking deposits and corresponding to the construction progress of the relevant real estate project. Under the loan agreement, the proceeds of the loan are typically used for working capital purposes. Such loans are interest bearing, typically at a rate of approximately 5%.

In addition to entering into loan agreements with NovaHomes and NovaReal, we also enter into contractual arrangements with other unrelated third parties whereby our project development companies receive funding for land acquisition or project development in exchange for a profit sharing arrangement. Profit sharing terms typically follow one of the following two structures:

- (i) *Profit sharing after hand-over.* Profits are calculated after we have fully handed over a project (or a particular phase of the project), with our business cooperation partners receiving a pre-agreed percentage of the cumulative earnings from the project, calculated based on their capital contribution amounts (up to a cap determined based on amounts drawn under the business cooperation contract) multiplied by the tenor of the business cooperation contract; or

- (ii) *Fixed rate periodic payments with additional profit sharing after hand-over.* We agree to periodically pay a fixed percentage of the funds utilized in addition to a pre-agreed percentage of the profits in line with the capital contribution of the business partners after the hand-over.

These business cooperation contracts typically have a tenor of 12-60 months and can be extended upon mutual agreement, if required. Both parties have the right to terminate a business cooperation contract prior to maturity, subject to mutual agreement. A termination by the business cooperation partner results in the forfeiture of any profit sharing. Any party in breach of representations or warranties of a business cooperation contract is subject to fines of up to 8% of the value of such business cooperation contract.

- *Sale and purchase agreement.* Upon satisfaction of certain conditions, including (i) the completion of construction of the real estate project's foundation, (ii) the satisfaction of construction requirements provided for in the designs of the real estate project that have been approved by the relevant government authorities and under Vietnamese law, and (iii) the relevant project development company notifying the relevant provincial Department of Construction of its satisfaction of qualifications for trading, the relevant project development company (a) would enter into sale and purchase agreements with NovaHomes or NovaReal, each relating to a specific property of the relevant real estate project, pursuant to which the project development company would agree to sell such property to NovaHomes or NovaReal in consideration of payment of the purchase price by NovaHomes or NovaReal in installments, or (b) may also sell properties to and enter into sale and purchase agreements directly with buyers.
- *Novation agreements.* After the execution of the Sale and Purchase Agreements, NovaHomes or NovaReal would enter into novation agreements with the relevant buyers and the relevant project development company, whereby NovaHomes or NovaReal would novate its rights and obligations with respect to the relevant properties under the respective sale and purchase agreements to such buyers and the relevant project development company. Following the execution of such novation agreements, the buyers would then pay to the relevant project development company outstanding amounts under the sale and purchase agreements.

Building Contractors and Suppliers

Securing reliable building contractors and sources of high-quality construction and other raw materials allows us to be cost efficient and competitive in our product pricing and profit margins. Our main suppliers, with whom we have had long-standing working relationships, are primarily building contractors and material suppliers such as Halo Ltd., An Cuong Wood Working JSC., Dai Phu My JSC., ThyssenKrupp Elevator Vietnam Ltd. and Schindler Vietnam Company Ltd., from whom we purchase steel and other construction materials and components. While we generally use a panel of building contractors and steel and construction material suppliers, we are not obligated to procure services or supplies from any of them and there are numerous alternative building contracts and suppliers and, as such, our business operations are not dependent on any one of our building contractors or suppliers. We do not enter into long-term supply agreements for our construction and other raw materials but instead enter into purchase contracts for individual purchase orders from time to time.

The following table sets forth the amounts incurred by us for our five largest building contractors and suppliers for the periods indicated, in absolute terms and expressed as a percentage of our total cost of goods sold and services rendered:

Supplier	Nature/type of service	Year ended December 31,								
		2018		2019		2020				
		(VND in billions , except percentages)								(USD in millions)
		(Unaudited)								
Ricons Construction Investment JSC	Construction	1,164.9	11.5%	359.6	4.6%	849.2	26.6%	36.8		
Hoa Binh Construction Group JSC	Construction	594.5	5.9%	96.1	1.2%	274.5	8.6%	11.9		
Construction Investment Joint Stock Company No.14	Construction	427.9	4.2%	319.1	4.1%	83.3	2.6%	3.6		
Weather Safe Windows Ltd. Co.	Windows	569.6	5.6%	—	—	11.1	0.35%	0.5		
American General Construction JSC	Construction	1,054.7	10.4%	1,142.4	14.7%	—	—	—		
An Phong Construction Ltd. Co.	Construction	462.2	4.6%	204.8	2.6%	1.9	0.06%	0.1		

Competition

Vietnam's real estate development industry is currently fragmented, has no dominant market players and is highly competitive. Our existing and potential competitors include other major domestic developers and a growing number of foreign developers. Our major local competitors include Vingroup, Hung Thinh Corporation and Nam Long Group, and our foreign competitors include CapitaLand, Keppel Land and Phu My Hung.

We compete by acquiring prime development sites and delivering good-quality mid-market central real estate, satellite township and second-home developments in a timely manner to attract professional middle-class and high-income customers. With the entry of foreign property developers, the property development market in Vietnam is becoming increasingly competitive. A number of foreign companies may have access to more extensive financial resources and a wider pool of skilled manpower. See "Risk Factors — Risks Relating to Our Business — Intensified competition may adversely affect our business and financial condition." We believe that the extensive experience built up by our senior management in property development and our familiarity with the local building contractors and local customer preferences will enable us to compete effectively.

Corporate and Social Responsibility

As part of our commitment to corporate and social responsibility, we regularly engage in social and charitable initiatives. In recent years, we have spent more than 400 billion VND on community development, education, health care and social welfare for millions of beneficiaries. We have sponsored many scholarship programs, such as the Teacher Nhe Scholarship Fund, which have supported economically disadvantaged children in the Dong Thap province and other areas. We have also funded the provision of clean-water supplies to hundreds of schools in areas affected by climate change, heart surgeries, Tet gifts for the poor, and disaster relief in Central Vietnam, and contributed to the national fund against the COVID-19 pandemic, in addition to other joint efforts to build schools and bridges in rural areas.

Properties Used in Our Business

As of March 31, 2021, we held land use rights to the land on which our corporate offices are located and lease the sites for our sales offices. The following table sets forth certain information relating to the main properties on which we conduct our business operations.

No.	Location	Type of Facility	Land Area (sq.m.)	Type of Land/Lease Rights	Expiry of Land/Lease Rights
1.	65 Nguyen Du, District 1, Ho Chi Minh City	Lease	5,686.2	Lease	December 31, 2044
2.	179 Hai Ba Trung, Vo Thi Sau Ward, District 3, Ho Chi Minh City	Lease	3088	Lease	August 14, 2021
3.	74 Nguyen Van Troi, Ward 8, Phu Nhuan District, Ho Chi Minh City	Lease	812	Lease	November 17, 2025
4.	39 Ben Van Don, Ward 12, District 4, Ho Chi Minh City	Freehold	986.1	Urban residential land with The Tresor's site	Permanent
5.	26 Mai Chi Tho, Binh Khanh Ward, Thu Duc City	Lease	1,500	Lease	July 11, 2022
6.	Coastal road at Binh Hai Hamlet, Binh Chau Commune, Xuyen Moc District, Ba Ria – Vung Tau Province	Lease	157	Hospitality land with Novaworld Ho Tram – The Tropicana's site.	2058

No.	Location	Type of Facility	Land Area (sq.m.)	Type of Land/Lease Rights	Expiry of Land/Lease Rights
7.	Aqua City Urban Area, Long Hung Commune, Bien Hoa City, Dong Nai Province	Freehold	600	Satellite urban residential land within Aqua City's project.	Permanent
8.	Lot D9a1, D9a2 Area 3, Northern tourist area Cam Ranh island, Cam Hai Dong commune, Cam Lam District, Khanh Hoa Province.	Lease	200	Lease	Renewable annually
9.	Tien Thanh Commune, Phan Thiet City, Binh Thuan Province	Lease	100	Hospitality land within NovaWorld Phan Thiet's site.	N/A
10.	65 Ngo Thi Nham, Pham Dinh Ho Ward, Hai Ba Trung District, Ha Noi City	Lease	405	Lease	August 14, 2022

Environmental Compliance

We are subject to Vietnamese environmental protection laws and regulations, which include regulations on air pollution, noise emissions and water and waste discharge. Each property we develop must undergo an environmental impact assessment report or environment protection plan must be submitted to the relevant regulatory authorities before any approval is granted for work on the development to commence. Upon the completion of each property, the relevant regulatory authorities will inspect the site to ensure that the applicable environmental standards have been complied with. See “Risk Factors — Risks Relating to Our Business — Potential liability for environmental damage could result in substantial outflow of our resources” and “Regulations — Other Applicable Law and Regulations — Vietnamese Environmental Regulations.”

Insurance

We maintain insurance in a manner which we believe to be consistent with industry practices. Our insurance policies cover physical loss or damage to buildings over which our lending banks have security interests and for which we are required to maintain insurance coverage under the relevant loan agreements. We do not maintain insurance coverage against liability from tortious acts or other personal injuries related to our project constructions or for business interruption, or for losses for which insurance is not available on commercially practicable terms in Vietnam, such as losses suffered due to earthquakes, typhoons, flooding, war and civil disorder. For construction risks insurance, we obtain insurance coverage for contractor's liability including defects in the quality of materials used or consequential damages with a sub-limit of liability to cover our liability during construction.

Employees

We had 2,248 employees as of March 31, 2021. The following table sets forth a breakdown of our employees by function:

	As of December 31,			March 31,
	2018	2019	2020	2021
Project General Manager Department and Investment	822	406	297	506
Project Development Department	67	160	149	157
Commercial Department	613	1,256	1,500	1,306
Corporate Communication & Customer Care Department	9	87	22	31
Finance – Accounting Department	269	70	91	84
Operation Department	153	108	65	58
Human Resource Department	193	86	53	81
Business Unit Department	13	13	37	41
Executive Committee	54	61	34	33
Total	2,193	2,247	2,248	2,297

We provide social, unemployment and health insurance to all of our employees, as required under Vietnamese law. In addition, we voluntarily provide accident and medical insurance for all our employees. Labor unions have been established by and for our employees to advocate for the welfare of our employees and their families. We consider ourselves to have good relationships with the unions and our employees, which we have sought to maintain by, among other things, having regular dialog with the union representatives and our employee representatives to understand our employee development and welfare needs. We have not experienced any strikes or disruptions to our operations due to labor disputes.

Governmental Regulations and Licenses

Our operations are subject to a variety of laws and regulations promulgated by the national and local governments of each jurisdiction in which we operate. See “Regulations.” Except where disclosed otherwise, we believe we are in compliance in all material respects with the applicable governmental regulations in each jurisdiction in which we operate. Other than as described under “Business — Legal Proceedings,” we are not aware of any governmental proceedings or investigations to which we might become a party and which may have a material adverse effect on our properties and operations.

Legal Proceedings

Other than as described below, there are no governmental, legal or arbitration proceedings (including any such proceedings that are pending or threatened of which we are aware) that may have a material effect on our financial position or profitability.

In February 2017, the Ministry of Finance issued official letter No. 2000/BTC-TTr providing a list of 60 projects identified from a report of the General Department of Taxation on land use right transfer of state-owned enterprises and equitized enterprises for the period July 1, 2014 to November 30, 2016. Those 60 projects include three projects of our subsidiaries (two of which construction have been completed and are ready for handover and one of which construction has not been completed). In the said letter, the Ministry of Finance seemed to raise concerns that the land use right of those projects might have been transferred without an auction, and proposed that the construction of those projects be temporarily suspended. In late April 2017, the Office of the Government issued letter 4393/VPCP-DMDN regarding a request from the Deputy Prime Minister that the list of such 60 projects be provided to the Government Inspectorate for reviewing and/or further evaluation.

In May 2018, the media reported complaints of residents in Thu Thiem area of District 2, Ho Chi Minh City on the land zoning, land recovery, compensation and support for resettlement. In particular:

- some residents claimed that their homes and land lots had been illegally cleared as such homes and land lots are outside the Thu Thiem zoning area as approved under the Prime Minister’s Decision No. 367/TTg (“Decision 367”); and
- some residents claimed that the policies for land recovery, compensation and support for resettlement are not satisfactory.

Accordingly, the Prime Minister assigned the Government Inspectorate to investigate the above complaints. On September 4, 2018, the Government Inspectorate issued Notice No. 1483/TB-TTCP on the result of their inspection of Thu Thiem area (“Notice 1483”). Water Bay Project (Project P) is situated within the Thu Thiem area. In Notice 1483, the Government Inspectorate made the following conclusions:

- (i) In respect of the resettlement area of 160 hectares where the Water Bay Project (Project P) is located, there exist violations and non-compliance issues by the People’s Committee of Ho Chi Minh City (among others) with respect to certain projects developed in the resettlement area, including the lack of approvals and compliance with legal procedures.
- (ii) In respect of the Water Bay Project (Project P), Notice 1483 generally states that the People’s Committee of Ho Chi Minh City has failed to (i) conduct the compulsory auction when awarding land use rights to the developer of Water Bay Project (Project P) and (ii) calculate the land use fee accurately with respect to the Water Bay Project (Project P) land.

In 2020 the People’s Committee of Ho Chi Minh City issued a decision terminating the land allocation for the Water Bay Project (Project P) and to commence a compulsory auction in accordance with the conclusions of the Government Inspectorate. In response, on December 31, 2020 we filed a complaint challenging the decisions and explaining our view that the decisions were not in line with the conclusions of the Government Inspectorate

under Notice 1483 and were therefore issued without a proper legal basis. The Government Office has instructed the People's Committee of Ho Chi Minh City to consider our complaint and resolve in accordance with the applicable regulations. As of the date of this Offering Memorandum we have not received a response from the People's Committee of Ho Chi Minh City. While we have been working closely with the relevant authorities to solve the above issues related to the Water Bay Project (Project P), the ongoing process may delay the implementation of this project and any decision on redetermination of land use fee could result in an increase of land use fee amount payable to the Government. Although we believe that project implementation delay and land use fee increase are the most likely risks we face, we cannot assure you that the land on which the Water Bay Project (Project P) is situated will not be exposed to any other risks, pending the final decision of the relevant Government authorities.

MANAGEMENT AND CORPORATE GOVERNANCE

Board of Directors

Under Vietnamese Enterprises Law, the Board of Directors is responsible for the management of a company. It has the power to decide the matters and implement the rights and obligations of a company which are not under the authority of the general meeting of shareholders. Persons serving in the Board of Directors, whether in their capacity as executive or non-executive members, have the same power as a member of the Board of Directors. All public companies are required to ensure that the Board of Directors maintains a balance between the executive and non-executive members, with at least one-third of the Board of Directors being non-executive members. Listed companies (such as the Company) are subject to a more stringent board composition, that is, at least one-third of the board of directors must be independent members. For the criteria of non-executive members and independent members of the board of directors, see “Regulations — Corporate Governance Regulations.”

Our Board of Directors is elected at a general meeting of the Company’s shareholders and comprises five members, one of whom serves as chairman.

The principal responsibilities of the Board of Directors are:

- planning the development of business and deciding the annual budget;
- determining operational objectives based on the strategic objectives approved by the general meeting of shareholders;
- reporting to shareholders on matters such as proposed dividends, financial statements, business strategy and our general business condition; and
- formulating our organizational and management structure and the regulations within which we operate.

Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government as further guided by Circular 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance (“Decree 155”) requires “Members of the board of directors to be responsible to implement their duties in an honest and diligent manner in the best interests of the shareholders and the company.” Decree 155 allows a public company to “purchase liability insurance for members of the board of directors after obtaining approval from the general meeting of shareholders. Such insurance shall not include insurance for liabilities of members of the board of directors in relation to any breach of law and the company charter.”

The Board of Directors comprises the following members:

<u>Name</u>	<u>Age</u>	<u>Position in the Company/Principal Occupation</u>
Mr. Bui Thanh Nhon	63	Founder and Chairman of the Board of Directors
Mr. Bui Xuan Huy	49	Member of the Board of Directors and Chief Executive Officer
Ms. Hoang Thu Chau	44	Member of the Board of Directors and Chief Financial Officer
Mr. Pham Tien Van	72	Independent Member of the Board of Directors
Mr. Le Quoc Hung	71	Independent Member of the Board of Directors
Ms. Nguyen My Hanh	44	Independent Member of the Board of Directors

Mr. Bui Thanh Nhon

Mr. Bui Thanh Nhon is our Founder and Chairman and was elected as chairman of the Board of Directors since the founding of the Company. Mr. Bui Thanh Nhon graduated with a bachelor degree in agriculture from Ho Chi Minh City University of Agriculture and Forestry and an Executive Masters of Business Administration from Dartmouth University.

Mr. Bui Xuan Huy

Mr. Bui Xuan Huy was appointed to the Board of Directors in 2016, and is concurrently our Chief Executive Officer and has been with us since 2012. Mr. Bui Xuan Huy previously served as Project Management Director for HBP Project Management from 2001 to 2007 and served as Project Management Director for Meinhardt VN from 2007 to 2012. Mr. Bui Xuan Huy graduated with a Bachelor degree in construction

engineering from Ho Chi Minh City Polytechnic University and has obtained certificates in construction engineering and management granted by the Ministry of Construction, Vietnam.

Ms. Hoang Thu Chau

Ms. Hoang Thu Chau was appointed to the Board of Directors in 2016, and is concurrently our Chief Financial Officer and has been with us since the founding of Novaland. Ms. Hoang Thu Chau has over 19 years of senior experience at Novaland and sets up the accounting system of the Company. Ms. Hoang Thu Chau graduated with a Bachelor degree in Economics, Accounting and Finance from Van Lang University.

Mr. Pham Tien Van

Mr. Pham Tien Van was elected to be our Independent Member of the Board of Director in the 2019 Annual General Shareholder Meeting. Mr. Pham Tien Van previously worked as Director General of Vietnam Ministry of Foreign Affairs and Ambassador Extraordinary and Plenipotentiary at Republic of Korea. He has been consultant for reputable companies such as CharmvitGroup, PoscoE&C, AIC Group, Samsung Group and Viet Nam Golf Magazine.

Mr. Le Quoc Hung

Mr. Le Quoc Hung was elected to be our Independent Member of the Board of Director effective June 5, 2020. Mr. Le Quoc Hung previously worked as Deputy Director, and later Director, of the Ho Chi Minh City Department of Foreign Affairs. He was also Party Member of Term VIII — Executive Committee of Ho Chi Minh City Party Committee term 2005-2010. From January 2008 until May of 2011, he worked in the Consulate General of Vietnam in San Francisco, USA. Mr. Le Quoc Hung served as advisor to Novaland from September 2014 to December 2015. Mr. Le Quoc Hung has a Master degree in Diplomacy and International Relations.

Ms. Nguyen My Hanh

Ms. Nguyen My Hanh was elected to be our Independent Member of the Board of Directors effective October 21, 2020. Ms. Nguyen My Hanh has a Master degree in Public Management. Her professional experience includes Auditing Director and risk management consultant at PwC Vietnam from September 1998 until April 2019 and Team Leader of risk and insurance management at Vietnam Oil and Gas Group Branch — Phu Quoc Petroleum Operating Company from April 2019 until July 2020.

Key Executives

Our key executives are appointed by the Board of Directors and their principal responsibilities include:

- the implementation of decisions made by the Board of Directors, in particular those relating to the execution of business plans;
- the recommendation to the Board of Directors of proposed organizational structures and regulations relating to our internal management; and
- the management and supervision of our day-to-day operations.

The Company's key executives currently comprise the following members:

<u>Name</u>	<u>Age</u>	<u>Position in the Company/Principal Occupation</u>
Mr. Bui Xuan Huy	49	Member of the Board of Directors and Chief Executive Officer
Ms. Hoang Thu Chau	44	Member of the Board of Directors and Deputy Chief Executive Officer
Mr. Pham Tien Van	72	Independent Member of the Board of Directors, Head of Development Policy Committee and Audit Committee Member
Mr. Le Quoc Hung	71	Independent Member of the Board of Directors and Audit Committee Member
Ms. Nguyen My Hanh	44	Independent Member of the Board of Directors and Head of Human Resources, Remuneration Committee and Audit Committee

See “— Board of Directors” for brief biographies of our key executives.

Term of office

According to the Charter, the term of office for the Chief Executive Officer is three years and the Board of Directors is permitted to reappoint the Chief Executive Officer after the end of such term. The appointment of the Chief Executive Officer may be terminated on the grounds set forth in our Charter, Enterprise Law and Labor Law. Under our Charter, there is no fixed term of office for our Deputy Chief Executive Officer and the Board of Directors is authorized to appoint and dismiss our Deputy Chief Executive Officer.

PRINCIPAL SHAREHOLDERS

The following table sets forth details about the direct and beneficial interests of the members of the Board of Directors, key executives, and the substantial shareholders of the Company as provided by the VSD as of March 31, 2021:

<u>Name of Shareholder</u>	<u>Percentage of Direct and Indirect Beneficial Ownership</u>
Mr. Bui Thanh Nhon and family*	59.4%
Mr. Bui Xuan Huy	3.5%
Ms. Hoang Thu Chau	0.3%

* Includes the shares of Novagroup JSC and Diamond Properties JSC, both of which are beneficially owned by Mr. Bui Thanh Nhon and family. Mr. Bui Thanh Nhon and his affiliates are in the process of reorganizing their holdings in the Company. See “Summary — Recent Developments.”

RELATED PARTY TRANSACTIONS

We enter into transactions with certain related parties in the ordinary course of business, please see note 41 to our consolidated financial statements for the year ended December 31, 2020 and note 40 to our consolidated statements for the three months ended March 31, 2021 included elsewhere in this Offering Memorandum for more information.

REGULATIONS

Set out below is a summary of certain material provisions under the laws and regulations of Vietnam in effect as of the date of this Offering Memorandum to which we may be subject. This summary does not purport to be a complete review of all laws and regulations that are applicable to us.

Vietnamese Laws on Enterprises and Investment

The Law on Enterprises No. 59/2020/QH14 (the “**Law on Enterprises**”) and the Law on Investment No. 61/2020/QH14 (the “**Law on Investment**”) as adopted by the National Assembly of Vietnam on June 17, 2020, which came into effect in Vietnam on January 1, 2021, improved the quality and efficiency of Vietnam’s investment climate by providing conditions that are favorable for both domestic and foreign investors in the establishment and operation of companies in Vietnam.

Shareholder Rights

Under the Law on Enterprises, shareholders of a joint stock company, including minority shareholders, have the right to vote at a general meeting of shareholders. A shareholders’ resolution on most of the matters subject to a decision of shareholders is generally passed by a vote of shareholders representing more than 50% (or a higher threshold if prescribed by the company’s charter) of the voting shares present in person or by proxy at a shareholders’ general meeting. With respect to key matters such as resolutions relating to the classes of shares and the number of shares of each class to be offered for sale, changes in business lines, change in organizational and management structure of the company, re-organization and/or dissolution of the company, and investments in or sales of assets equal to or exceeding 35% of the total value of the assets of the company as recorded in the latest financial statements (unless the company’s charter stipulates another percentage or value), a proposal to pass such resolutions will require the approval of shareholders representing at least 65% (or a higher threshold if prescribed by the company’s charter) of the voting shares held by those present in person or by proxy at a shareholders’ general meeting. In order to pass a resolution by way of collecting written opinion, the approval of shareholders representing more than 50% of the total voting shares of the company will be required.

A shareholder or a group of shareholders holding at least 5% (or a smaller threshold as provided in the company’s charter) of the total ordinary shares of the company in question to be entitled to (i) review and make a copy or extract of the meeting minutes, resolutions and decisions of the board of directors, interim and annual financial statements of the company and reports of the inspection committee (if any), contracts, transaction documents which are required to be approved by the board of directors and other documents except for documents relating to commercial secrets, business secrets of the company; (ii) request the convening of a shareholders’ meeting in circumstances prescribed by law or the charter; and (iv) where appropriate, request the inspection committee to investigate a particular issue relating to the management and/or administration of operations of such company. A shareholder or a group of shareholders holding at least 10% (or a smaller threshold as provided in the company’s charter) of the total ordinary shares will be entitled to nominate candidates to the board of directors and/ or the inspection committee.

A shareholder voting against the re-organization of the company (such as division, separation, consolidation or merger) or against a change in the rights and obligations of shareholders stipulated in the company’s charter may demand that the company in question redeem its shares at market price or at a price determined in accordance with the provisions prescribed in the company’s charter. In the case that the shareholder and the company cannot reach an agreement on the price, the parties may request a valuation organization to determine the price.

Vietnamese Securities Law

In Vietnam, securities and securities market are regulated by Law on Securities No. 54/2019/QH14 as adopted by the National Assembly of Vietnam on November 26, 2019, and which took effect on January 1, 2021 (the “**Law on Securities**”). The SSC under the MOF is the authority charged with the organization, development and supervision of Vietnam’s securities market.

Vietnamese securities law recognizes the following types of securities: shares, bonds, fund certificates (which are issued by securities investment funds), share purchase rights, warrants, secured warrants, depository receipts, derivative securities and other types of securities prescribed by the Government.

Financial Reporting Requirements for a Public Company

Under Circular No. 96/2020/TT-BTC dated November 11, 2020 of the MOF on public disclosure on securities market (“Circular 96”), any public company must publicly disclose via its websites, the SSC’s disclosure system, the stock exchange’s website, if any, the following: (i) audited annual financial report within 10 days from the date of the audit report, and no later than 90 days following the end of that fiscal year; (ii) annual report in prescribed form within 20 days after the disclosure of audited annual financial report and no later than 110 days following the end of that fiscal year; (iii) annual general meeting of shareholders, including all the meeting agenda and documents, at least 21 days before the meeting date (as a related point, meeting minutes and shareholders’ resolutions must be published within 24 hours following the end of the meeting); (iv) semi-annual and annual reports on corporate governance in prescribed form no later than 30 days following the end of the first 6 months of a year and of that calendar year; (v) foreign ownership ratio in the public company and changes thereto; (vi) report on share redemption or sale of treasury shares.

In addition, a large-scale public company (i.e., public company having equity of VND120 billion or more as recorded in its latest audited annual financial statements) or a listed company must also publicly disclose (i) its reviewed semi-annual financial statements within 5 days from the date of the audit report, and no later than 45 days from the end of the relevant period and (ii) its quarterly financial statements or its reviewed quarterly financial statements (if any) within 20 days from the end of the financial quarter. The quarterly financial statements need not to be reviewed or audited, while semi-annual statements must be reviewed by an independent auditor and the annual financial statements must be audited.

Corporate Governance of a Public Company

Decree No. 155/2020/ND-CP regulating on detailed implementation of the Law on Securities was issued by the Government on December 31, 2020 and took effect as from January 01, 2021 (“Decree 155”), as further guided by Circular No. 116/2020/TT-BTC issued by the MOF on December 31, 2020 and took effect as from February 15, 2021 (“Circular 116”), replacing the previous Decree No. 71/2017/ND-CP on general corporate governance rules applicable to all public companies in Vietnam. Under Decree 155, a public company cannot give loans to or provide guarantees in favor of its board member, inspector, chief executive officer or other managers who are not shareholders of that public company and the related persons of the foregoing unless (i) the general meeting of shareholders of the company approves otherwise, or (ii) the public company and the related persons of the foregoing are in the same company group. Furthermore, a public company is restricted from giving loans to and providing guarantees in favor of its individual shareholders or their related persons and may only give loans to or provide guarantees in favor of its corporate shareholders or their related persons in limited cases as follows:

- the public company is a credit institution;
- the public company and the organization which is a related person of its shareholder are in the same company group, subject to approval of the general meeting of shareholders or the board of directors in accordance with the charter of the public company;
- the shareholder is a subsidiary which has no share or capital contribution held by the state and has made capital contribution or purchased shares in the public company prior to July 1, 2015 pursuant to relevant regulations; and
- other cases as provided by laws.

Composition of the Board of Directors

The board of directors must have from three to eleven members in which at least one-third of them must be non-executive members. In addition, (i) in case of an unlisted public company without an inspection committee in its organizational structure, it is required to have an internal audit committee under the board of directors and at least one-fifth of the board members must be independent members, and (ii) in case of listed company, at least one-third must be independent members.

“Non-executive member” is a board member who is not the chief executive officer, deputy general director, chief accountant or other executive personnel as provided in the charter of the public company.

“Independent member” is a member of the board of directors who satisfies the following criteria and conditions:

An independent board member must satisfy the following qualifications, among others:

- not being a person currently working (or having worked at least in the preceding three years) for the company, its parent company or its subsidiary;
- not being a person currently entitled to salary or remuneration from the company (except for allowances that board members are entitled pursuant to the company’s regulations);
- not being a person whose spouse, biological/adoptive father/mother, adopted child, biological child or sibling is a major shareholder of the company, or a manager of the company or its subsidiary;
- not being a person directly or indirectly owning at least 1% of the total voting shares in the company; and
- not being a person having been a board member or supervisor of the company for at least the preceding five years, except where such person is appointed for two consecutive terms.

The chairman of the board of directors cannot concurrently be the chief executive officer of a public company. A member of the board of directors may only concurrently sit on the boards of directors of no more than five other companies.

The board of directors of a listed company may (i) establish board committees in charge of human resources, remuneration, internal audit, risk management and other matters as approved by the general meeting of shareholders. The board committees must operate in accordance with policies of the board of directors. The board of directors of a listed company must appoint at least one person to be the corporate governance officer who may concurrently be the company secretary. The corporate governance officer must not concurrently work for the independent audit firm that currently auditing the financial statements of the company.

Conflicts of Interests in a Public Company

To avoid conflicts of interest in a public company, Decree 155 generally requires board members to act in a loyal and careful manner in the interest of the shareholders and the company. Similar duties are provided for in the Law on Enterprises. Decree 155 specifically provides that the board members, inspectors, chief executive and other executive personnel have the following duties:

- (i) to publicly declare all related interests as required by the Law on Enterprises and other relevant laws;
- (ii) to only use information gained from their positions for the benefits of the company;
- (iii) to declare to the board of directors and the inspection committee all transactions between himself/herself or his/her related persons and the company, a subsidiary or a company in which the public company has the controlling right of more than 50% of charter capital; and
- (iv) not to use information which has not been permitted for disclosure, or disclose such information to another person to carry out related transactions.

Obligations in items (ii) and (iv) above are also applicable to related persons of the foregoing persons. The board members must abstain from voting on transactions which benefit such member or the related persons of such member.

Further, board members, inspectors and chief executive officer are required to report the following transactions to the board of directors and the supervisory board/audit committee:

- transactions between the company and any entities in which he/she is a founding member or managers within the last three preceding years; and
- transactions between the company and any entities in which any of his/her related persons is board member, chief executive officer or major shareholder.

Issuance of International Corporate Bonds

Issuance of international corporate bonds is mainly governed by Decree No. 153/2020/ND-CP issued by the Government on December 31, 2020 on the offering and trading of corporate bonds (“Decree 153”), as further guided by Circular 122/2020/TT-BTC dated December 31, 2020 of the MOF (“Circular 122”). The issuance of international bonds is also regulated by Circular No. 17/2013/TT-NHNN of the SBV dated July 16, 2013 guiding

on foreign exchange management for the issuance of international bonds which are not guaranteed by the Government (“**Circular 17**”), as amended by Circular No. 29/2015/TT-NHNN dated December 22, 2015 of the SBV. According to Article 25 of Decree 153, a company may issue bonds to international markets (convertible or non-convertible) if they satisfy the conditions under the relevant regulations, including (but not limited to) the following:

- having established and operated as joint stock companies or limited liability companies under the laws of Vietnam;
- having a bond issuance plan approved and accepted by the appropriate corporate body;
- for issuers operating in conditional business sectors, satisfying the conditions on capital adequacy ratio, safety ratios in operation provided in specialized law;
- satisfying the provisions on foreign exchange control and the provisions of the law on non-government guaranteed foreign loans borrowed by enterprises and repayment of such loans;
- having met the requirements defined in regulations of the target foreign market; and
- for convertible bonds or bonds with warrant, the issuer must be a joint stock company, the foreign ownership limits as prescribed by applicable laws are complied, and the interval between the two issue tranches must be at least six months.

A plan on issuance of convertible bonds or bonds with warrant of an issuer being a joint-stock company must be approved by the general meeting of shareholders, while a plan on issuance of non-convertible bonds or non-warrant bonds, may be approved by either the general meeting of shareholders, the board of directors, the MC, the President or the Owner, depending on the corporate form of the issuer and its charter.

In addition, to offer and issue corporate bonds to international market, the relevant issuer is required to obtain the following regulatory approvals:

- a confirmation from the SBV that the issue size of the bonds falls within Vietnam’s overall limit on foreign commercial borrowings for the relevant year in accordance with Article 5 of Circular 17;
- an approval from the SSC for the offering the bonds to international market pursuant to Article 26 of Decree 153; and
- a confirmation from the SBV on the issuance amount of bonds in accordance with Article 12 of Circular 17.

The issuer is also required to make public disclosure on its decision to offer international corporate bonds within 24 hours from the date of such decision, provide a written notice of pre-issuance public disclosure to the Vietnam Stock Exchange (“VNX”) at least 1 business day prior to bond issuance date, and within 10 days from the completion of the bond issuance, submit reports on result of its international corporate bond offering to the SSC, SBV and the VNX. In addition, the issuer is also required to make a number of public disclosures and periodical and final reports to the SBV on the status of the bonds’ principal and interest payments and the status of utilization of the issue proceeds.

Listing of International Corporate Bonds on Foreign Stock Exchanges

The listing of international corporate bonds on foreign stock exchange is mainly governed by Decree 155. The Law on Securities and Decree 155 permit organizations to list securities on foreign stock exchanges, as long as they comply with applicable securities regulations, including (but not limited to) the following:

- the issuer shall not engage in a business line in which participation by foreign investors is prohibited, and the issuer must comply with the foreign investor participation limit under applicable laws;
- the offshore listing of the securities must go together with the offshore offering of that securities;
- the offshore listing has been approved by the general meeting of shareholders (for joint stock companies), the MC (for multiple-member LLC) or the company’s owner (for one-member LLC);
- the issuer shall satisfy the conditions for listing on the foreign stock exchange which has a co-operation agreement with the SSC or a stock exchange in Vietnam;
- the offshore listing must comply with foreign exchange regulations of Vietnam; and
- for issuer operating in conditional business sectors, the issuer must obtain approval of the relevant authority.

In order to list the international corporate bonds on a foreign stock exchange, the issuer is required to obtain an approval from the SSC for the listing of the bonds on foreign stock exchanges in pursuant with Article 127 of Decree 155.

The issuer is also required to report to the SSC and make public disclosure relating to the listing and post-listing of its international corporate bonds. Additionally, it has on-going compliance obligations regarding preparation of financial statements and public disclosure under the public disclosure regulations in Vietnam and of the foreign stock exchange.

Vietnamese Land Law

Overview of the Land System in Vietnam

All land belongs to the people of Vietnam and is administered by the State for long-term use by the people.

Although private ownership of land is not permitted in Vietnam, the laws of Vietnam allow ownership of a right to use the land and such right is called the 'land use right'. Legitimate owners of land use rights and property or buildings constructed on land are entitled to obtain 'a certificate of land use rights, and ownership of residential houses, and other assets-attached to land' (the "LURC"). This certificate constitutes prima facie evidence of the rights of land users and property owners. They also provide the basis for users to exercise their rights, such as to transfer, to mortgage or to dispose of their land use rights or properties. The current regime of land management and use, including the rights and obligations of land users, is set forth in Land Law No. 45/2013/QH13 which was adopted by the National Assembly on November 29, 2013 and took effect as from July 1, 2014 (the "Land Law") and its implementing regulations.

The State determines, amongst others, the following matters in relation to land: land use period, allocation and lease of land, land withdrawal, the use purpose of a particular land lot, land evaluation, land use fees, land rental fees, land tax and rights and obligations of land users. Land use rights are determined by reference to the category of land use (agricultural, non-agricultural which includes residential and industrial land and unused land) and the type of land user.

Land use rights may be acquired through (i) allocation by the State; (ii) lease from the State; (iii) successful bidding for a project with land use right or successful auction for land use right organized by the competent authority; (iv) lease from an authorized lessor (for example, industrial zone developer); or (v) transfer of land use rights (in the form of exchange, assignment, inheritance, gift, donation or capital contribution).

Land use rights can be allocated or leased to property developers by the relevant governmental authorities with a land use fee (in the case of land allocation) or land rental fee paid in lump sum or in annual installments by the developers (in the case of land lease). Property developers are required to make a down-payment equivalent to 50% of the land use fee or land rental fees within 30 days from notification thereof and the remaining 50% of the land use fee within 60 days thereafter (except for land rental fee paid in annual installments). However, only land use rights that are allocated to the developer can be used to construct residential property for sale or for combination of sale and lease. Land use rights that are leased to the developer (whether with land rental fee paid in lump sum or in annual installments) can only be used to construct residential property for lease or other non-residential buildings. Enterprises who pay the land use fees not using State budget funds or pay the land rental fees in lump sum will have, among others, rights to mortgage or contribute capital by using the land use rights and assets attached to the land. In contrast, enterprises who pay the land rental fees in annual installments can only mortgage or contribute capital using the assets attached to the land.

Financial capacity requirement for real estate project developers under the Land Law

For real estate project using less than 20 hectare, the owner's equity shall not be less than 20% of the total investment capital of the real estate project, whereas for real estate using 20 hectare or more, the owner's equity shall not be less than 15% of the total investment capital of the real estate project. This regulation requires project developers to have a strong financial capacity.

Vietnamese Laws on Residential Housing

Overview

The existing Law on Residential Housing was adopted by the National Assembly on November 25, 2014 and took effect as from July 1, 2015 (the "Law on Residential Housing"). The Law on Residential Housing together

with Decree 99/2015/ND-CP dated October 20, 2015 (as amended) (“**Decree 99**”) provides an important legal framework for housing development and construction in Vietnam. Vietnamese nationals can purchase houses at any location in Vietnam regardless of their registered place of business or registered place of residence. All overseas Vietnamese can purchase houses in Vietnam if they lawfully enter Vietnam even only for a visit. Foreign individuals who lawfully enter Vietnam and are not entitled to preferential treatment rights or diplomatic or consulate immunities can purchase apartments or separate houses in projects for development of commercial residential housing in Vietnam, subject to certain limitations (for example, the ownership term shall not exceed 50 years from the issuance of the relevant ownership certificate and may only be extended once for another 50 years upon its expiry, and foreigners cannot, in aggregate, own more than 30% of the apartments in an apartment building or for an area having a population equivalent to those of a ward, if the area only has (i) one commercial residential project with less than 2,500 separate houses, then no more than 10% separate houses in that project, (ii) one commercial residential project with 2,5000 houses, then no more than 250 separate houses or (iii) two or more commercial residential projects having an aggregate of 2,500 or less separate houses, then no more than 10% of separate houses in each project.

Housing warranties

Contractors constructing housing projects must provide a quality warranty on the housing units constructed and suppliers of equipment for housing units must provide an equipment warranty in accordance with the warranty period provided by the equipment’s manufacture. In the case of developers constructing commercial housing units for sale or hire purchase, the developers are required to provide the above warranties to the homebuyers and then claim back the relevant quality warranties from the contractors and equipment suppliers.

The housing warranty shall comprise of repair and settlement of damaged or defective frames, columns, beams, pillars, flooring, walls, ceiling, roofing, terrace, staircases, veneering, tiling, plastering, fuel supply system, electricity system for daily use, lighting electricity system, water tanks, potable water supply systems, septic tanks, waste water and domestic waste drainage system, and settlement of cases where the residential house is tilted, sunk, cracked or subsided, and other covenants as agreed in the relevant housing sale and purchase or hire and purchase contracts.

The warranties for commercial housing projects commence from the completion of the construction and last for at least (i) 60 months for residential apartments or (ii) 24 months for landed houses. For warranty of other equipment attached the relevant housing units, the housing project developers shall repair or replace such equipment in accordance with the warranty policy and within the warranty period provided by the relevant manufacturers.

Vietnamese Law on Real Estate Business

The existing Law on Real Estate Business was adopted on November 25, 2014 and took effect as from July 1, 2015 (the “Law on Real Estate Business”). The Law on Real Estate Business provides a legal framework for real estate businesses such as legal capital requirements, property development, sale and lease of real estate, transfer of land, etc., and property support services including real estate brokerage, appraisals and apartment management services. Decree No. 76/2015/ND-CP was issued on September 10, 2015 to provide guidelines on certain issues, including conditions applicable to organizations and individuals engaged in the real estate business, sample contracts used in the real estate business, transfer of contracts for hire purchase of existing houses and buildings, transfer of contracts for purchase and sale or hire purchase of residential houses to be constructed in the future, and procedures for transfer of the whole or a part of a real estate project.

Scope of Real Estate Businesses and Services

The Law on Real Estate Business retains the dual treatment of Vietnamese nationals and foreigners with regard to the real estate business. Vietnamese organizations and individuals are permitted to conduct all types of business available under the Law on Real Estate Business, including:

- (i) to purchase houses and construction works for sale, lease or grant of hire purchase;
- (ii) to lease houses and construction works for sub-leasing;
- (iii) in case of land allocated by the State, to invest in construction of residential houses for sale, lease or grant of hire purchase; to transfer land use right in the form of division of land into plots for sale; and to invest in construction of technical infrastructure of cemeteries and graves for transfer of land use right attached to such technical infrastructure;

- (iv) in case of land leased from the State, to invest in construction of residential houses for lease; and to invest in construction of non-residential houses and buildings for sale, lease or grant of hire purchase;
- (v) in case of land in respect of which land use right is recognized by the State, to invest in construction of houses and buildings for sale, lease or grant of hire purchase;
- (vi) to invest in construction of houses and construction works on the land received as a transfer from organizations, family households or individuals for sale, lease or grant of hire purchase;
- (vii) to invest in construction of houses and construction works on the land leased from organizations, family households or individuals, for leasing in accordance with the land use purpose;
- (viii) to receive a part of or entire real estate projects from investors to construct houses and buildings for sale, lease or grant of hire purchase; and
- (ix) to receive, transfer or to lease land use rights from organizations, family households or individuals to invest in construction of technical infrastructure for transfer or lease of land with such technical infrastructure.

A foreign-invested enterprise, on the other hand, is only allowed to engage in the following real estate businesses:

- (a) those described in sub-paragraphs (ii), (iv), and (viii) above;
- (b) to invest in construction of residential houses on land allocated by the State for sale, lease, or grant of lease purchase; and
- (c) to construct houses and construction works on land leased in industrial parks, industrial complexes, export-processing zones, high-tech zones or economic zones for trading in accordance with the land use purposes.

In general, foreign invested enterprises are required to develop property rather than to purchase developed property to carry out a real estate business in Vietnam.

Real Estate Available for Trading

All types of real estate such as civil works, industrial works, road traffic works, agriculture and rural development works, and technical infrastructure works, whether in existence or to be constructed in the future, are available for trading, provided that construction works being public assets must be permitted by the competent state authorities to be made available for trading. Land use rights permitted to be transferred, leased or subleased in accordance with the Land Law are also tradable.

Real Estate Development Rules

The Law on Real Estate Business sets forth tightened regulations on trading of real estate constructed in the future. Two significant aspects are requirements on completion of building foundation and obtainment of bank guarantee for pre-sale. A project developer may only sell or grant hire purchase of housing units constructed in the future after completion of the building foundation and if the provincial Department of Construction has confirmed that, the project developer has satisfied the conditions for sale or for granting hire purchase of such housing units. In addition, financial obligations of a project developer to homebuyers must be guaranteed by a qualified commercial bank pursuant to which, in case the project developer fails to handover the residential houses according to the undertaken schedule, the bank shall refund home buyers with payments that the home buyers have advanced to the project developer and other payments in accordance with the sale and purchase agreement and the bank guarantee. These requirements aim to protect homebuyers, although it may affect the capital mobilization of project developers.

The Law on Real Estate Business also introduces certain requirements on pre-sales and capital mobilization for development of property projects. For instance, a domestic developer of a property project is restricted from collecting presale payments of more than 70% of the full sale price from customers before handing over of the property and shall not use presale funds for purposes other than to develop the project.

In addition, Decree 99 only permits housing project developers to raise financing through the following sources of funds:

- (i) via capital contribution, investment cooperation, business cooperation, or joint business, in which case the laws permit project developers to pay profits to the counter-parties (in the form of cash or shares) and

restrict project developers from using such contract to distribute housing units, offering the right to purchase housing units, or accepting deposits in consideration of the right to purchase housing units;

(ii) collecting presale payments from homebuyers; or

(iii) borrowing from credit institutions and financial institutions operating in Vietnam.

A commercial residential project developer may mobilize funds under paragraph (i) after the project approvals have been granted, land clearance has been completed, the land border handover minutes have been certified and a notice on satisfaction of conditions for mobilizing funds has been issued by the provincial Department of Construction. Meanwhile, the project developer may only mobilize funds under paragraph (ii) after completion of the building foundation and if the provincial Department of Construction has confirmed that, the project developer has satisfied the conditions for sale or for granting hire purchase of such residential houses as mentioned above.

These are tighter regulations compared to previous regulations that allowed a project developer to pre-sell housing products by way of capital contribution contract or business cooperation contract in order to distribute housing products.

The Government has also issued Decree No. 100/2015/ND-CP dated October 20, 2015 on development and management of social houses which took effect as from December 10, 2015 pursuant to which, developers of commercial residential projects or urban development projects with land area of at least 2 hectares in special urban areas and urban areas of grade 1, or with the land area of at least 5 hectares in urban areas of grade 2 or grade 3 (e.g., HCMC) are required to reserve 20% of the total residential land within their projects for development of social housings. In case the land area of a commercial residential project or urban development project is less than the above criteria, then the developer is not required to reserve 20% of the total residential land mentioned above but the developer is required to make full payment for the entire land area of its project.

In case the reservation of 20% the total residential land for development of social housings is no longer appropriate due to the changes to local masterplan, the provincial people's committee must report such issues to the Prime Minister for consideration and approval. If approved by the Prime Minister, the provincial people's committee must arrange other areas for social housing development, amend masterplan (if any), and allocate land to developers and collect land use fees in accordance with the land law.

In addition, new banking regulations may affect the development of real estate projects, in particular, Circular No. 22/2019/TT-NHNN dated November 15, 2019 as amended by Circular No. 08/2020/TT-NHNN dated August 14, 2020 of the SBV on prudential requirements on prudential requirements issued, which reduces the maximum ratio of short-term capital sources used for medium-term and long-term lending activities by banks, foreign bank branches at (i) 40% from January 01, 2020 to September 30, 2021, (ii) 37% from October 01, 2021 to September 30, 2022, (iii) 34% from October 01, 2022 to September 30, 2023, and (iv) 30% from October 01, 2023. This regulation also raises the risk level of assets being receivables arising out of real estate business financing by a commercial bank from the previous 150% to 200% and requires the banks to maintain a capital adequacy ratio of 150% for consumer lending of VND4 billion or more.

Other Applicable Laws and Regulations

Vietnamese Labor Code

On November 20, 2019, the National Assembly has adopted as new Labor Code No. 45/2019/QH14, taking effect as from January 01, 2021 (the "Labor Code") and effectively replacing the former Labor Code No. 10/2012/QH13 dated June 18, 2012. The Government and the Ministry of Labor, War Invalids and Social Affairs have also issued various regulations to implement the Labor Code, including the regulations on labor contract.

Pursuant to the Labor Code and its implementing regulations, any labor contract must be in writing and signed by and between the employee and the legal or authorized representative of the employing company, except for those with a term of less than one month. A labor contract must include the following mandatory items: identities of the employer and the employee, scope of work and duties, working hours and length of break, wage or salary and payment method, work place, term of contract, regimes for promotion and wage raise, labor hygiene and safety provisions, social and health insurance, and training and improvement of occupational skills. The term of a labor contract could be indefinite or fixed at a term of up to 36 months.

Vietnamese Environmental Regulations

Law on Environmental Protection No. 55/2014/QH13 passed by the National Assembly on June 23, 2014 (“Law on Environmental Protection”) sets out the general legal framework for environmental protection in Vietnam, rights and obligations of individuals and organizations in relation to environmental protection. It aims to limit adverse impact on the environment, recover from environmental incidents, pollutions and degradations, control environmental hazards and exploitation, rehabilitate the environment and encourage reasonable exploitation and use of natural resources. On November 17, 2020, the National Assembly has approved the new Law on Environmental Protection No. 72/2020/QH14 which will take effect as from January 01, 2022 and replace the Law on Environmental Protection.

Depending on the nature and scale of a project, prior to implementing a project, the project owner is required to prepare either:

- (i) an environmental impact assessment report (the “EIAR”); or
- (ii) an environmental protection undertaking (the “EPU”) prior to January 1, 2015 or an environmental protection plan (the “EPP”) as from January 1, 2015.

The EIAR must be approved by the provincial People’s Committee, the Ministry of Natural Resources and Environment or other ministries with respect to certain projects falling within the scope of management of such ministries.

Prior to January 1, 2015, the EPU must be registered with and acknowledged by the People’s Committee at district level or at commune level (as assigned by the People’s Committee at district level). As from January 1, 2015, the EPP must be registered and acknowledged by the provincial Department of Natural Resource and Environment or the People’s Committee at district level, the People’s Committee at commune level or the management authority of the industrial zones, economic zones, or export processing zones, and as from July 1, 2019, by the provincial Department of Natural Resource and Environment or the People’s Committee at district level.

After approval has been obtained from the relevant authorities, the competent authorities may from time to time conduct regular inspections to ensure that the relevant environmental standards are complied with.

Vietnamese Fire Safety Laws and Regulations

Prior to the commencement of construction for most commercial projects (for example, residential apartments and complex buildings with seven floors or more, guest houses, hotels), a developer is required to have the fire prevention and extinguishment design of the project appraised by the provincial or central Police Department of Fire Prevention, Extinguishment, Relief and Rescue, subject to the scale of the relevant project, and obtain the appraisal certificate before the competent authority can approve the design of the relevant project and grant construction permit, only then construction of the project can commence. Prior to being put into operation, projects which have been appraised in terms of fire prevention and fighting must be tested for fire prevention and fighting and be issued with a certificate of acceptance of fire safety, the result thereof shall serve as a basis for the developers to test, settle and put those projects into operation.

Vietnamese Regulations on Insurance

In Vietnam, insurance for construction is compulsory in accordance with Decree No. 119/2015/ND-CP dated November 13, 2015 of the Government regulating the compulsory insurance in construction investment activities. In particular, during the construction period, the developers, or the contractors (if the construction insurance premiums have been included in construction prices), must buy construction insurance with respect to the following construction works:

- (i) projects or project items which have an impact on public safety (such as apartment building with seven floors or more);
- (ii) construction projects which may have a significant environmental impact and belong to the list of projects subject to environmental impact assessment (such as projects for tourist’s accommodation with 200 or more rooms, or residential areas with 2,000 inhabitants or 400 households or more); and
- (iii) construction projects which have particular technical specifications and are subject to complicated construction techniques.

In addition, after the completion of construction, fire and explosion insurance is generally compulsory in accordance with Law on Insurance No. 24/2000/QH10 which was first introduced on December 9, 2000 and amended by Law No. 61/2010/QH12 on November 24, 2010. Then, under Decree No. 23/2018/ND-CP dated February 23, 2018 of the Government, regulating compulsory insurance for fire and explosions, and Decree No. 136/2020/ND-CP dated November 24, 2020 of the Government, implementing the Law on Fire Prevention and Fighting, a property developer is required to buy mandatory insurance for fire and explosions with respect to buildings with seven floors or more or with a volume of 5,000 cubic meter or more during the operations of the relevant works.

Vietnamese Law on Tourism

The hospitality business in Vietnam is under the supervision of the Ministry of Culture, Sports and Tourism (the “MCST”). The MCST assists the Government in performing State administration of tourism. It is also the governmental agency responsible for drafting and submitting to the Government and National Assembly for the promulgation of regulations on this sector. Together with the MCST, the provincial People’s Committees perform State administration of tourism in their localities, including detailing tourism development strategies, master plans, plans and policies suitable for local conditions.

The National Assembly passed the new Law on Tourism on June 19, 2017, which took effect as from January 1, 2018 (the “Law on Tourism”). The Law on Tourism regulates tourism resources and activities, rights and obligations of tourists and other organizations and individuals engaged in tourism business and tourism-related activities. In particular, the Law on Tourism sets out the conditions for accommodation businesses including the resort industry. The mandatory conditions for establishing a resort include regulatory approvals, security, environmental sanitation, safety, and fire prevention and extinguishment. Moreover, the resort must meet the minimum standards as required for each type and grade of the establishment. The MCST and the provincial People’s Committee are responsible for classifying resorts in Vietnam pursuant to standards promulgated by the MCST. To implement the Law on Tourism, the Government has promulgated Decree No. 168/2017/ND-CP on December 31, 2017 which took effect as from January 1, 2018. This Decree provides detailed guidance on, among others, the minimum standards of facilities used in accommodation businesses and evaluation and recognition of hotel ratings in Vietnam. Pursuant to the MCST’s instructions under its Official Letter No. 120/TCDL-LH dated February 8, 2018, conditions and procedures for establishing branches or representative offices of foreign tourism enterprises in Vietnam are now subject to the relevant regulations governing the establishment of branches and representative offices of foreign traders pursuant to Decree 07/2016/ND-CP dated January 25, 2016 guiding the implementation of the 2005 Commercial Law.

TAXATION

The following summary is based on applicable tax laws as in effect on the date of this Offering Memorandum, and is subject to changes in such laws, including changes that could have retroactive effect. The following summary does not take into account or discuss the tax laws of any jurisdiction other than the ones described below. Prospective purchasers in all jurisdictions are advised to consult their own tax advisors as to tax consequences applicable to the acquisition, ownership and disposition of the Bonds, including, in particular, the effect of any foreign, state or local tax laws to which they are subject.

Vietnam Taxation

The statements made in this Offering Memorandum regarding taxation are general in nature and based on certain aspects of the tax laws of Vietnam and administrative guidelines issued by the relevant authorities in force as of the date of this Offering Memorandum and are subject to the enactment of such budget measures, and any changes in such laws or administrative guidelines, or in the interpretation of these laws or guidelines, occurring after such date, which changes could be made on a retrospective basis. These laws and guidelines are also subject to various interpretations and the relevant tax authorities or the courts could later disagree with the explanations or conclusions set out below. The following is a summary of the material Vietnam tax consequences to a holder of the Bonds. The statements below are not to be regarded as advice on the tax position of any holder of the Bonds or of any person acquiring, selling or otherwise dealing with the Bonds or on any tax implications arising from the acquisition, sale or other dealings in respect of the Bonds.

The statements made in this Offering Memorandum do not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase, own or dispose of the Bonds and do not purport to deal with the tax consequences applicable to all categories of investors some of which (such as dealers in securities) may be subject to special rules. Prospective holders of the Bonds are advised to consult their own tax advisers as to the Vietnam or other tax consequences of the acquisition, ownership or disposition of the Bonds, including, in particular, the effect of any foreign state or local tax laws to which they are subject.

The below sections only consider the Vietnamese tax implications for offshore holders of the Bonds and do not address the implications for Vietnamese investors. Vietnamese investors should seek specific professional legal and tax advice from their own advisors before trading in the Bonds.

Income tax implications for Noteholders

The discussion below applies to both Institutional Noteholders and Individual Noteholders. For the purposes of this section, the term “Institutional Noteholder” refers to any entity that is treated as a body corporate for tax purposes, including companies, trusts, and limited partnerships which holds the Bonds.

Interest Payments

Interests paid to Noteholders will be subject to a 5% withholding income tax on the interest amount on the Bonds at the time the Company makes payment of such interests. “Interests” subject to this 5% withholding income tax cover coupon, premium, bonus and default interest on the Bonds.

The Noteholders will receive the full interest amount free and clear of, and without withholding or deduction for or on account of, any taxes, duties, assessments or government charges of whatever nature imposed, levied, collected, withheld or assessed by or within Vietnam. The Company will be liable for declaring and paying any applicable taxes, duties, assessments or government charges on such interest payments to the Vietnamese Government. See “Terms and Conditions of the Bonds — Taxation.”

Offshore Trading of the Bonds

Vietnamese tax regulations do not explicitly contemplate the tax treatment of the trading of offshore listed notes and if such trading is taxable in Vietnam, it is unclear how the tax is withheld and declared. However, in principle, such trading of the Bonds may be exposed to taxation in Vietnam absent an applicable tax treaty because the issuer of the Bonds is a Vietnamese company. To mitigate the uncertainty of Vietnamese tax implications, Noteholders should avail themselves of relevant tax treaties. If Vietnamese tax applies to a trade, the applicable withholding tax rate will be 0.1% of the full transfer price.

If the transferor of the Bonds is a resident of a country/territory that has a currently in force tax treaty with Vietnam, the tax treaty may protect against Vietnamese taxes should certain conditions be met and as a result the transferor of the Bonds should review the prevailing tax treaty between Vietnam and the country/territory of which the transferor is a tax resident.

Redemption or repurchase of the Bonds

Where the Bonds are redeemed or repurchased with accrued and unpaid interest to the redemption date or at a premium or bonus, a 5% withholding tax shall be applied on the accrued and unpaid interest amount, premium and/or bonus.

The Noteholders will receive the full amount of interest and premium free and clear of, and without withholding or deduction for or on account of, any taxes, duties, assessments or government charges of whatever nature imposed, levied, collected, withheld or assessed by or within Vietnam. The Company will be liable for declaring and paying any applicable taxes, duties, assessments or government charges on such interest payments to the Vietnamese Government. See “Terms and Conditions of the Bonds — Taxation.”

Value Added Tax (“VAT”)

Under current VAT regulations, interest, bonus and premium received on notes issued by a Vietnamese company are not subject to VAT filings and payment in Vietnam.

The trading of securities issued by a Vietnamese company including the Bonds is not subject to VAT in Vietnam.

Singapore Taxation

The statements below are general in nature and are based on certain aspects of current tax laws in Singapore and administrative guidelines and circulars issued by Inland Revenue Authority of Singapore (“IRAS”) and the Monetary Authority of Singapore (the “MAS”) in force as at the date of this Offering Memorandum and are subject to any changes in such laws, administrative guidelines or circulars, or the interpretation of those laws, guidelines or circulars, occurring after such date, which changes could be made on a retroactive basis. These laws, guidelines and circulars are also subject to various interpretations and no assurance can be given that the relevant tax authorities or the courts will agree with the explanations or conclusions set out below. Neither these statements nor any other statements in this Offering Memorandum are intended or are to be regarded as advice on the tax position of any holder of the Bonds, the Shares acquired upon conversion of the Bonds pursuant to the terms of the issue of the Bonds or of any person acquiring, selling, converting or otherwise dealing with the Bonds, Shares or on any tax implications arising from the acquisition, sale, conversion or other dealings in respect of the Bonds or the Shares. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to subscribe for, purchase, own, convert or dispose of the Bonds or the Shares and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant financial sector incentive(s)) may be subject to special rules or tax rates. The statements should not be regarded as advice on the tax position of any person and should be treated with appropriate caution. The statements also do not consider any specific facts or circumstances that may apply to any particular purchaser. Holders and prospective holders of the Bonds are advised to consult their own tax advisors as to the Singapore or other tax consequences of the acquisition, ownership of, conversion or disposal of the Bonds or the Shares, including, in particular, the effect of any foreign, state or local tax laws to which they are subject. It is emphasized that none of the Company, the Sole Bookrunner and any other persons involved in the issue of the Bonds accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding, conversion or disposal of the Bonds or the Shares.

Qualifying Debt Securities Scheme

Credit Suisse (Singapore) Limited is a financial sector incentive (standard tier) company, for the purposes of the Income Tax Act, Chapter 134 of Singapore (the “ITA”). As the Bonds are issued on or before December 31, 2023 and more than half of the lead managers are either a financial sector incentive (capital market) company, a financial sector incentive (standard tier) company and/or a financial sector incentive (bond market) company, the Bonds issued as debt securities would be, pursuant to the ITA, qualifying debt securities for the purposes of the ITA, and subject to certain conditions having been fulfilled (including the furnishing of a return on debt securities to the MAS in respect of the Bonds within such period as the MAS may specify and such other

particulars in connection with the Bonds as the MAS may require), interest, discount income (not including discount income arising from secondary trading), prepayment fee, redemption premium and break cost (collectively, the “Qualifying Income”) from the Bonds derived by any company or body of persons (as defined in the ITA) in Singapore is subject to income tax at a concessionary rate of 10 per cent. (except for holders of the relevant financial sector incentive(s) who may be taxed at different rates).

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from the Bonds by any person who (i) is not resident in Singapore and (ii) carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the ITA shall not apply if such person acquires such Bonds using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Bonds is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the ITA.

However, notwithstanding the foregoing:

- A. if during the primary launch of the Bonds, the Bonds are issued to fewer than four persons and 50% or more of the issue of such Bonds is beneficially held or funded, directly or indirectly, by related parties of the Company, such Bonds would not qualify as “qualifying debt securities”; and
- B. even though the Bonds are “qualifying debt securities,” if at any time during the tenure of such Bonds, 50% or more of the issue of such Bonds is held beneficially or funded, directly or indirectly, by any related party(ies) of the Company, Qualifying Income derived from such Bonds held by:
 - i. any related party of the Company; or
 - ii. any other person where the funds used by such person to acquire such Bonds are obtained, directly or indirectly, from any related party of the Company,

shall not be eligible for the concessionary rate of tax as described above.

The term “related party,” in relation to a person, means any other person who, directly or indirectly, controls that person, or is controlled, directly or indirectly, by that person, or where he and that other person, directly or indirectly, are under the control of a common person.

For the purposes of the ITA and this Singapore tax disclosure:

- (a) “break cost” means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by any loss or liability incurred by the holder of the securities in connection with such redemption;
- (b) “prepayment fee” means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by the terms of the issuance of the securities; and
- (c) “redemption premium” means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity.

Gains on Disposal of Bonds (including by way of conversion of the Bonds)

Any gains considered to be in the nature of capital made from the sale of the Bonds will not be taxable in Singapore. However, any gains derived by any person from the sale of the Bonds which are gains from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

A conversion of the Bonds into the Shares or cash may be regarded as a disposal of the Bonds for Singapore income tax purposes and a holder of the Bond may consequently need to recognize a gain or loss. Such gain or loss may be income or capital in nature depending on the circumstances of the holder (as discussed above) and may or may not be taxable or deductible accordingly. In addition, it is not entirely clear whether the value of the Shares or cash at the relevant time would be regarded as proceeds of such disposal to be used to compute the gain or loss upon the conversion of Bonds into Shares or cash. Investors are advised to seek their own tax advice on the tax consequences to them of a conversion of the Bonds into the Shares or cash.

Holders of the Bonds who apply or are required to apply Singapore Financial Reporting Standard 39 (“FRS 39”), Financial Reporting Standard 109 — Financial Instruments (“FRS 109”) or Singapore Financial Reporting Standard (International) 9 (Financial Instruments) (“SFRS(I) 9”) (as the case may be) may for Singapore income tax purposes be required to recognize gains or losses (not being gains or losses in the nature of capital) on the Bonds, irrespective of disposal, in accordance with FRS 39, FRS 109 or SFRS(I) 9 (as the case may be). Please see the section below on “Adoption of FRS 39, FRS 109 or SFRS(I) 9 Treatment for Singapore Income Tax Purposes.”

Adoption of FRS 39, FRS 109 or SFRS(I) 9 Treatment for Singapore Income Tax Purposes

Subject to certain “opt-out” provisions, Section 34A of the ITA requires taxpayers who adopt or are required to adopt FRS 39 for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 39, subject to certain exceptions provided in that section. The IRAS has also issued an e-Tax Guide entitled “Income Tax Implications Arising from the Adoption of FRS 39 — Financial Instruments: Recognition and Measurement” to provide guidance on the Singapore income tax treatment of financial instruments.

FRS 109 or SFRS(I) 9 (as the case may be) is mandatorily effective for annual periods beginning on or after January 1, 2018, replacing FRS 39. Section 34AA of the ITA requires taxpayers who adopt or who are required to adopt FRS 109 or SFRS(I) 9 for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions provided in that section. The IRAS has also issued an e-Tax Guide entitled “Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 — Financial Instruments.”

Holders of the Bonds who may be subject to the tax treatment under the FRS 39 tax regime, FRS 109 tax regime or the SFRS(I) 9 tax regime should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding, conversion or disposal of the Bonds.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after February 15, 2008.

PLAN OF DISTRIBUTION

The Sole Lead Manager has, pursuant to the Purchase Agreement dated July 7, 2021 (the “Purchase Agreement”), agreed, subject to the provisions of the Purchase Agreement, to subscribe and pay for, or to procure subscribers to subscribe and pay for, US\$300,000,000 in principal amount of Bonds.

The Sole Lead Manager initially proposes to offer the Bonds at the issue price listed on the cover page of this Offering Memorandum. The Company will be paying a combined management and underwriting commission to the Sole Lead Manager and reimburse the Sole Lead Manager in respect of certain of its expenses. The Company has also agreed to indemnify the Sole Lead Manager against certain liabilities incurred in connection with the issue of the Bonds. The Purchase Agreement may be terminated in certain circumstances prior to payment of the issue price to the Company.

The Sole Lead Manager and some of its affiliates have, from time to time, performed, and may in the future perform certain commercial banking, investment banking and advisory and other banking services for the Company and/or its affiliates for which they have received or will receive customary fees and expenses. The Sole Lead Manager and its affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. In the ordinary course of their various business activities, the Sole Lead Manager and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investments and securities activities may involve securities and instruments of the Company, including the Bonds. The Sole Lead Manager or its affiliates that have a lending relationship with the Company may hedge their credit exposure to the Company consistent with their customary risk management policies. The Sole Lead Manager and its affiliates may make investment recommendations and/or publish or express independent research views (positive or negative) in respect of the Bonds or other financial instruments of the Company, and may recommend to their clients that they acquire long and/or short positions in the Bonds or other financial instruments.

Lock-up and Undertaking

Each of our Company and our major shareholder and Chairman, Mr. Bui Thanh Nhon (individually and on behalf of his family, any companies they control, their subsidiaries and affiliates) has undertaken, that for a period from the date hereof until (and including) the date falling 90 days after the Closing Date, they will not, directly or indirectly, take any of the following actions with respect to (i) any non-Vietnamese dong denominated debt capital markets securities issued or guaranteed by the Company and having a maturity of more than one year from the date of issue or (ii) any Shares or non-Vietnamese dong denominated securities convertible or exchangeable into or exercisable for Shares or warrants or other rights to purchase Shares or any non-Vietnamese dong denominated security or financial product whose value is determined directly or indirectly by reference to the price of the Shares, including equity swaps, forward sales and options ((i) and (ii) collectively, the “Lock-Up Securities”): (A) offer, sell, issue, contract to sell, pledge or otherwise dispose of Lock-Up Securities; (B) offer, sell, issue, contract to sell, contract to purchase or grant any option, right or warrant to purchase Lock-Up Securities, without the prior written consent of the Sole Lead Manager; (C) enter into any swap, hedge or any other agreement that transfers, in whole or in part, the economic consequences of ownership of Lock-Up Securities; (D) establish or increase a put equivalent position or liquidate or decrease a call equivalent position in Lock-Up Securities within the meaning of Section 16 of the Exchange Act; or (E) file a registration statement with a securities regulator relating to Lock-Up Securities or publicly disclose the intention to take any such action, without the prior written consent of the Sole Lead Manager. The Company will not at any time directly or indirectly, take any action referred to in clauses (A) through (E) above with respect to any securities under circumstances where such offer, sale, pledge, contract or disposition would cause the safe harbor of Regulation S thereunder to cease to be applicable to the offer and sale of the Bonds.

Provided that the Lock-Up Securities shall not include and the foregoing restrictions shall not apply to: (i) the previously issued convertible bonds due 2023; (ii) the Bonds and the delivery of the Shares upon converting the Bonds; (iii) issuances of Shares to the Company’s employees or directors of up to five percent of the total issued and outstanding share capital of the Company as of the date hereof (or the equivalent amount of stock acquisition rights) pursuant to any Employee Share Scheme (as defined in the Conditions); (iv) issuances, sales, transfers or other dispositions of Shares approved by a general meeting of the Company prior to the date of this Agreement; (v) existing and future mortgages, charges, releases or pledges over Shares to any third party as collateral for debt

obligations (provided that such obligations (i) are entered into in the ordinary course of business of the Company, and (ii) are not in the form of collar financing transactions or financing transactions involving one or more derivative transactions), or the transfer of such Shares on enforcement of any such security; (vi) issuances of preference shares as authorized at the Company's annual general meeting of shareholders prior to the date of this Agreement; (vii) issuances of Shares for stock splits or free share distributions; (viii) transfers of Shares required by applicable law, regulation or by a competent authority; (ix) transfers of shares by the Major Shareholder that do not result in a change in their beneficial ownership of the Company; or (x) issuances or transfers of Shares, other instruments convertible or exchangeable into Shares, other derivatives over Shares or other equity instruments to a strategic purchaser or strategic investor of the Issuer and/or the Company not exceeding 7.5% of the Company's total outstanding number of Shares, provided that the Company shall procure that such strategic purchaser or strategic investor, as the case may be, agrees to a lock-out substantively similar to the lock-up described herein between the date of such issuance or transfer and the date which is 90 days after the Closing Date.

Credit Suisse AG, Singapore Branch, an affiliate of the Sole Lead Manager, has granted certain loans to the Company pursuant to certain credit facility agreements. See "Description of Material Indebtedness - Offshore Indebtedness — Credit Suisse US\$200 Million Credit Facility Agreement; — Credit Suisse US\$100 Million Credit Facility Agreement; — Credit Suisse US\$250 Million Syndicated Loan Facility; and — Credit Suisse US\$250 Million Club Loan Facility" for further details. None of the proceeds from the sale of the Bonds will be used to repay the Credit Suisse facility agreements.

The Sole Lead Manager and/or its affiliates may purchase Bonds for its own account and enter into transactions, including credit derivatives, such as asset swaps, repackaging and credit default swaps relating to the Bonds and/or other securities of the Company or its subsidiaries or associates at the same time as the offer and sale of the Bonds or in secondary market transactions. Such transactions would be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Bonds to which this Offering Memorandum relates (notwithstanding that such selected counterparties may also be purchasers of the Bonds). The Sole Lead Manager or its affiliates may also purchase Bonds for asset management and/or proprietary purposes but not with a view to distribution or may hold Bonds on behalf of clients or in the capacity of investment advisors. While the Sole Lead Manager and its affiliates have policies and procedures to deal with conflicts of interest, any such transactions may cause the Sole Lead Manager or its affiliates or its clients or counterparties to have economic interests and incentives which may conflict with those of an investor in the Bonds. The Sole Lead Manager may receive returns on such transactions and has no obligation to take, refrain from taking or cease taking any action with respect to any such transaction based on the potential effect on a prospective investor in the Bonds. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Sole Lead Manager or any affiliate of the Sole Lead Manager is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Sole Lead Manager or such affiliate on behalf of the Company in such jurisdiction.

Selling Restrictions

The distribution of this Offering Memorandum or any offering material and the offering, sale or delivery of the Bonds is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Offering Memorandum or any offering material are advised to consult with their own legal advisers as to what restrictions may be applicable to them and to observe such restrictions. This Offering Memorandum may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorized.

Neither the Company nor the Sole Lead Manager has made any representation that any action will be taken in any jurisdiction by the Sole Lead Manager or the Company that would permit a public offering of the Bonds, or possession or distribution of this Offering Memorandum (in preliminary proof or final form) or any other offering or publicity material relating to the Bonds (including roadshow materials and investor presentations), in any country or jurisdiction where action for that purpose is required. The Sole Lead Manager has agreed that it will comply to the best of its knowledge and belief in all material respects with all applicable laws and regulations in each jurisdiction in which it acquires, offers, sells or delivers Bonds or has in its possession or distributes this Offering Memorandum (in preliminary proof or final form) or any such other material, in all cases at its own expense. The Sole Lead Manager is not authorized to make any representation or use any information in connection with the issue, subscription and sale of the Bonds other than as contained in this Offering Memorandum (in final form) or any amendment or supplement to it.

United States

The Bonds and the Shares to be delivered on or in connection with the conversion of the Bonds have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Sole Lead Manager has represented and warranted that it has not offered or sold, and agreed that it will not offer or sell, any Bonds (or the Shares to be delivered on or in connection with an exchange of the Bonds) constituting part of its allotment within the United States except in accordance with Rule 903 of Regulation S. Accordingly, none of the Sole Lead Manager nor any persons acting on its behalf have engaged or will engage in any directed selling efforts with respect to the Bonds or any Shares to be issued on or in connection with the conversion of the Bonds. Terms used in this paragraph have the meaning given to them by Regulation S.

Hong Kong

The contents of this Offering Memorandum have not been reviewed by any governmental or regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice. Please note that (1) shares may not be offered or sold in Hong Kong by means of this Offering Memorandum or any document other than to “professional investors” within the meaning of Part I of Schedule I to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) and any rules made thereunder, or in circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “CO”) or which do not constitute an offer or invitation to the public for the purposes of the CO and/or the SFO, and (2) no person shall issue or possess for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to shares which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to such professional investors within the meaning of the SFO and any rules made thereunder.

Singapore

This Offering Memorandum has not been registered as a prospectus with the MAS, and the Bonds will be offered pursuant to exemptions under the Securities and Futures Act, Chapter 289 of Singapore, as modified or amended from time to time (the “SFA”). Accordingly, this Offering Memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Securities may not be circulated or distributed, nor may the Bonds be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the SFA, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Bonds are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Rights Share pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) pursuant to Section 276(7) of the SFA; or
- (5) as specified in Regulation 37A of the Securities and Futures (offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

United Kingdom

The Sole Lead Manager represents, warrants and agrees that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “FSMA”) received by it in connection with the issue or sale of the Bonds in circumstances in which Section 21(1) of the FSMA does not apply to the Company; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Bonds in, from or otherwise involving the United Kingdom.

Prohibition of Sales to UK Retail Investors

The Sole Lead Manager represents, warrants and agrees that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities to any retail investor in the United Kingdom. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following:

- (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or
- (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

European Economic Area

The Sole Lead Manager represents, warrants and agrees that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities to any retail investor in the European Economic Area. For the purposes of this provision, the expression “retail investor” means a person who is one (or more) of the following:

- (a) a retail client as defined in point (11) of Article 4(1) of MiFID II; or
- (b) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Japan

The Bonds have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (the “Financial Instruments and Exchange Act”). Accordingly, the Sole Lead Manager has represented, warranted and agreed that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Bonds in Japan or to, or for benefit of, any resident of Japan (which term as used in this Offering Memorandum means any person resident in Japan, including any corporation or other entity organized under the laws of Japan) or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

The People’s Republic of China

The Sole Lead Manager has represented, warranted and agreed that the Bonds are not being offered or sold and may not be offered or sold, directly or indirectly, in the People’s Republic of China (the “PRC”) (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities laws and regulations of the PRC.

Vietnam

The Bonds may not be offered or sold directly or indirectly in Vietnam or to any resident in Vietnam (which term as used in this Offering Memorandum shall have the same meaning as that defined in the 2005 Ordinance on Foreign Exchange) includes, among others:

- (a) credit institutions and foreign bank branches established and operating in Vietnam in accordance with the Law on Credit Institutions;

- (b) any economic institutions not being credit institutions incorporated under the laws of Vietnam and operating in Vietnam;
- (c) state bodies, units of the people's armed forces, political organizations, socio-political organizations, socio-political-professional organizations, social organizations, socio-professional organizations and social funds and charitable funds of Vietnam operating in Vietnam;
- (d) representative offices in foreign countries of the entities in sub-clause (a), (b), and (c) above;
- (e) diplomatic representative offices, consulate representative offices and representative offices in international organizations of Vietnam in foreign countries;
- (f) Vietnamese citizens residing in Vietnam, Vietnamese citizens residing abroad for a period of less than 12 months, and Vietnamese citizens working for any of the organizations stipulated in sub-clause (d) and (e) above and the individuals accompanying such citizens;
- (g) Vietnamese citizens traveling overseas for purposes of tourism, study, medical treatment or visits;
- (h) foreigners permitted to reside in Vietnam for a duration of 12 months or more excluding the case of foreigners in Vietnam for study, medical treatment, tourism, or working for diplomatic representative offices, consulates, representative offices of international organizations or representative offices of foreign organizations in Vietnam regardless of the residency period; and
- (i) branches in Vietnam of foreign economic institutions and forms of presence in Vietnam of foreign parties participating in investment activities in accordance with the provisions of the law on investment, and operating offices of foreign contractors in Vietnam.

Unless otherwise being approved and/or licensed by relevant competent authority pursuant to Vietnamese law.

A holder will further be deemed to have complied with all requirements under Vietnamese regulations regarding investment methods and/or opening/maintaining an account in Vietnam to manage the Bonds, and the holder shall be deemed to represent and warrant that it has successfully completed all such registrations by purchasing or accepting any Bonds.

The Company makes no representation, expressed or implied, that the Bonds are eligible securities that the holder may hold under Vietnamese regulations. The holder will be solely responsible to ascertain the eligibility of any Bonds that it plans to purchase or hold.

Unless permitted under the securities laws of Vietnam, no advertisement, invitation or document relating to the Bonds will be issued in Vietnam.

TRANSFER RESTRICTIONS

Because of the following restrictions, prospective investors are encouraged to consult their legal counsel prior to making any offer, resale, pledge or other transfer of the Bonds.

This offering is being made pursuant to Regulation S under the U.S. Securities Act. The Bonds and the Shares issuable upon the conversion of the Bonds have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state in the United States or other jurisdiction. The Bonds may only be offered, sold or delivered outside the United States (as defined in Regulation S under the U.S. Securities Act) in offshore transactions in reliance on Regulation S, and in each case in accordance with any other applicable law.

Except in certain limited circumstances, interests in the Bonds may only be held through owning beneficial interests in the Global Note. Interests in the Global Note will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream and their respective direct and indirect participants.

Each purchaser of the Bonds will be deemed to:

- (1) represent that it is purchasing the Bonds in an offshore transaction in accordance with Regulation S under the Securities Act;
- (2) acknowledge that the Bonds have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from registration under the Securities Act;
- (3) agree that it will inform each person to whom it transfers Bonds of any restrictions on transfer of such Bonds;
- (4) acknowledge that the Bonds will be represented by the Global Note(s), and that transfers thereof are subject to and will only be effected through the records maintained by the Euroclear and Clearstream;
- (5) acknowledge that we and the Sole Lead Manager, the Transfer Agent and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements, and agree that if any of the acknowledgements, representations or agreements deemed to have been made by its purchase of the Bonds are no longer accurate, it shall promptly notify us, the Transfer Agent and the Sole Lead Manager. If it is acquiring any Bonds as a fiduciary or agent for one or more investor accounts, it represents that it has sole investment discretion with respect to each such account and it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account;
- (6) acknowledge that neither us nor the Sole Lead Manager nor any person representing us or the Sole Lead Manager has made any representation with respect to us or the Offering, other than the information contained in this Offering Memorandum;
- (7) represent that it is relying only on this Offering Memorandum in making its investment decision with respect to the Bonds;
- (8) agree that it has had access to such financial and other information concerning us and the Bonds as it has deemed necessary in connection with its decision to purchase the Bonds, including an opportunity to ask questions of and request information from us;
- (9) represent that it is purchasing the Bonds for its own account, or for one or more investor accounts for which it is acting as a fiduciary or agent, in each case not with a view to, or for offer or sale in connection with, any distribution of the Bonds in violation of the Securities Act; and
- (10) acknowledge that each certificate representing the Bonds will contain a legend substantially to the following effect.

THE BONDS IN RESPECT OF WHICH THIS CERTIFICATE IS ISSUED AND THE ORDINARY SHARES (THE “SHARES”) OF NO VA LAND INVESTMENT GROUP CORPORATION ISSUABLE UPON CONVERSION THEREOF HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), AND SUCH SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED, DELIVERED OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND ALL APPLICABLE SECURITIES LAWS. TERMS USED ABOVE HAVE THE MEANINGS GIVEN TO THEM IN REGULATION S UNDER THE SECURITIES ACT. EACH HOLDER AND BENEFICIAL OWNER, BY ITS ACCEPTANCE OF THE BONDS EVIDENCED HEREBY, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS.

SUMMARY OF CERTAIN DIFFERENCES BETWEEN VAS AND IFRS

The following paragraphs summarize the principal areas in which there could be certain differences between IFRS and VAS that could be significant to the Group's balance sheets and income statements as of and for the years ended December 31, 2018, 2019 and 2020 and the three months ended March 31, 2021, included in this Offering Memorandum considering the standards that were effective as of that date.

However, this summary should not be construed as being exhaustive, and no attempt has been made to identify possible future differences between VAS and IFRS, or to identify future differences that may affect the Group's financial statements as a result of transactions or events that may occur in the future. In certain respects, the financial statements reflect adjustments made in accordance with applicable statutory requirements and regulatory guidelines, and accounting practices in Vietnam, which change from time to time and may have been applied retrospectively. As a result, the periods covered by the financial statements and the Group's results on a period-by-period basis may not be directly comparable.

The Group has not quantified these differences, nor performed a reconciliation of any of its VAS financial statements to IFRS in this Offering Memorandum. Had the Group undertaken any such quantification or reconciliation, other potential accounting and disclosure differences may have come to its attention that are not summarized below. Accordingly, the Group cannot offer any assurances that the differences described below would, in fact, be the accounting principles creating the principal differences between the financial statements of the Group prepared under VAS compared to IFRS, nor that the summary below represents all principal differences between VAS and IFRS related to the Group.

Potential investors should consult their own professional advisors for an understanding of the differences between IFRS and VAS, and how these differences might affect the financial information set out herein.

Presentation and Disclosure of Financial Statements

Standard financial statements format

Enterprises reporting under VAS are required to apply a preset chart of accounts prescribed by Circular 200/2014/TT-BTC ("Circular 200"), Circular 202/2014/TT-BTC ("Circular 202") and the Vietnamese Corporate Accounting System and Vietnamese Accounting Standards issued by the Ministry of Finance of Vietnam.

There is no preset chart of accounts required by IFRS.

Statement of changes in equity

VAS requires a complete set of financial statements that comprises a balance sheet, an income statement, a cash flow statement and notes to financial statements which includes notes to changes in equity.

IFRS requires a complete set of financial statements that comprises a statement of profit and loss and other comprehensive income, a statement of financial position, a statement of changes in equity, a statement of cash flows and notes to financial statements.

Income statement

VAS does not require presentation of total comprehensive income.

IFRS requires presentation of total comprehensive income, which presents changes in equity during a period other than those changes resulting from transactions with owners in their capacity as owners.

VAS only requires one statement displaying components of profit or loss.

IFRS allows two options for an enterprise to present all items of income and expense recognized in a period: either in a single statement of comprehensive income; or in two statements: a statement displaying components of profit or loss (separate income statement) and a second statement beginning with profit or loss and displaying components of other comprehensive income (statement of comprehensive income).

Disclosure on management's judgments, assumptions and estimations

There is no specific requirement on disclosure on management's judgments, assumptions and estimations under VAS 21.

IFRS requires disclosure of (i) judgments, apart from those involving estimations, which management has made in the process of applying the entity's accounting policies that have the most significant effect on the amounts recognized in the financial statements, (ii) key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Disclosure of interests in other entities

Circulars 200 and 202 contains a template for consolidated financial statements including certain disclosure on subsidiaries, associates and interests in other entities.

Under the requirements of IFRS 12, an entity shall disclose the information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities; and the effects of those interests on its financial position, financial performance and cash flows.

Operating segments

Under VAS, an entity is required to present operating segments defined by VAS 28. An entity should present a reconciliation between the information disclosed for reportable segments and that in its consolidated financial statements. The reconciliation contains a separate column for information not disclosed in the reported segments.

IFRS 8 uses the management approach under which segment information is presented on the same basis as that used for internal reporting purposes. Under IFRS 8 operating segments are components of an entity, identified based on internal reports on each segment that are regularly used by the entity's chief operating decision-maker to allocate resources to the segment and to assess its performance. IFRS 8 requires an entity to provide reconciliations of all reportable segmental information to information presented in consolidated financial statements, in which all material reconciling items shall be separately identified and described.

Cash Flow Statement

Classification of receipts and payments of interest and dividends

VAS requires that (i) paid interest be presented in cash flows from operating activities; (ii) interest income receipts and dividend receipts be presented in cash flows from investing activities or operating activities; and (iii) paid dividends be presented in cash flows from financing activities.

IFRS requires that (i) paid interest belongs to cash flows from operating or financing activities; (ii) interest income receipts and dividend receipts belong to cash flows from investing or operating activities; and (iii) the amount of paid dividend belongs to cash flows from financing or operating activities.

Cash flows arising from changes in ownership interests in a subsidiary that do not result in a loss of control

Under VAS, in accordance with Circular 202, such cash flows are classified as investing activities.

IFRS requires that cash flows arising from changes in ownership interests in a subsidiary that do not result in a loss of control shall be classified as cash flows from financing activities.

Fair Value Measurement

Fair value measurement

There is no specific guidance for measurement of fair value under VAS.

IFRS has the definition of fair value, setting out a single framework for measuring fair value and disclosure requirements. IFRS explains that a fair value measurement requires an entity to determine the following:

- the particular asset or liability being measured;

- for a non-financial asset, the highest and best use of the asset and whether the asset is used in combination with other assets or on a stand-alone basis;
- the market in which an orderly transaction would take place for the asset or liability; and
- the appropriate valuation technique(s) to use when measuring fair value. The valuation technique(s) used should maximize the use of relevant observable inputs and minimize unobservable inputs. Those inputs should be consistent with the inputs a market participant would use when pricing the asset or liability.

Business Combination

Definition of control

Under VAS, control is the power to govern the financial and operating policies of an entity or business so as to obtain benefits from its activities. A entity shall be presumed to have obtained control of another entity when it acquires more than one-half of that other entity's voting rights, unless it can be demonstrated that such ownership does not constitute control. Even if one of the entities does not acquire more than one-half of the voting rights of another entity, it might have obtained control of that other entity if, as a result of the combination, it obtains:

- a) power over more than one-half of the voting rights of the other entity by virtue of an agreement with other investors; or
- b) power to govern the financial and operating policies of the other entity under a statute or an agreement; or
- c) power to appoint or remove the majority of the members of the board of directors or equivalent governing body of the other entity; or
- d) power to cast the majority of votes at meetings of the board of directors or equivalent governing body of the other entity.

Under IFRS, an investor controls an investee when it is exposed or has rights to variable returns from its involvement with the investee, and has the ability to affect those returns through its power over the investee. Thus, an investor controls an investee if and only if the investor has all the following:

- a) power over the investee. An investor has power over an investee when the investor has existing rights that give it the current ability to direct the relevant activities, i.e. the activities that significantly affect the investee's returns;
- b) exposure or rights to variable returns from its involvement with the investee; and
- c) the ability to use its power over the investee to affect the amount of the investor's returns.

Temporary control

A subsidiary should be excluded from consolidation when:

- a) control is intended to be temporary because the subsidiary is acquired and held exclusively with a view to its subsequent disposal in the near future (normally under 12 months); or
- b) it operates under severe long-term restrictions which significantly impair its ability to transfer funds to the parent.

The equivalent guidance has been suspended under current IFRS.

Measurement of non-controlling interests at acquisition date

For each business combination, the acquirer shall measure at the acquisition date components of non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets and, in the event of liquidation, the present ownership instruments' proportionate share in the recognized amounts of the acquiree's identifiable net assets. Under VAS, there is no fair value option.

Under IFRS, for each business combination, the acquirer shall measure at the acquisition date components of non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation at either fair value or the present ownership instruments' proportionate share in the recognized amounts of the acquiree's identifiable net assets.

Acquisition-related transaction costs

Under VAS, acquisition-related costs are costs the acquirer incurs to affect a business combination and is capitalized as a cost of investment.

Under IFRS, acquisition-related costs are costs the acquirer incurs to affect a business combination. Those costs include finder's fees, advisory, legal and accounting, etc. The acquirer shall account for acquisition-related costs as expenses in the periods in which the costs are incurred and the services are received.

Goodwill

Under VAS, after initial recognition, goodwill is measured at cost less any accumulated amortization and accumulated impairment losses. Goodwill is amortized over a maximum of 10 years on a straight-line basis. Upon a reduction of the investments in subsidiaries without loss of control, the unamortized goodwill is reduced by an amount related to the reduction of effective rate over the subsidiary.

Under Circular 202, goodwill is subject to annual impairment review. However, there is no guidance to measure the amount of impairment under VAS.

Under IFRS, after initial recognition, amortization of goodwill is not allowed. Goodwill is measured at cost less any accumulated impairment losses. The measurement of impairment goodwill is guided by IAS 376 about impairment of the cash-generating unit. In addition, there is no change in goodwill in equity transactions without a loss of control.

Contingent consideration

VAS requires that when a business combination agreement provides for a contingent consideration on future events, the acquirer shall include the amount of that contingent consideration in the total consideration at the acquisition date if the contingent is probable and can be measured reliably. If contingent consideration is not included in the cost of the combination at the time the combination is initially accounted for because it is either not probable or cannot be measured reliably. If that contingent consideration subsequently becomes probable and can be measured reliably, the additional consideration shall be treated as an adjustment to the total consideration of the combination.

Under IFRS, any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with IFRS 9 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be re-measured until it is finally settled within equity.

Measurement of retained interest when the parent loses control while retaining significant influence over the investee

When a parent loses control over a subsidiary, VAS requires the re-measurement of the retained interests with significant influence after loss of control at cost or carrying amount using equity accounting.

When a parent loses control over a subsidiary, IFRS requires the revaluation of any non-controlling interests retained at fair value.

Investment in Associates and Joint Ventures

Held for sale

Investment in an associate or a joint venture that is held for sale is accounted for at cost.

Investment or a portion of an investment in an associate or a joint venture that meets the held for sale criteria must be classified as a non-current asset held for sale in accordance with IFRS 5. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale shall be accounted for using the equity method until disposal of the portion that is classified as held for sale takes place. After the disposal takes place, an entity shall account for any retained interest in the associate or joint venture in accordance with IFRS 9 unless the retained interest continues to be an associate or a joint venture, in which case the entity uses the equity method.

Elimination of downstream and upstream transactions

VAS requires that gains or losses from transactions between a group, joint ventures and associates be recognized in the consolidated financial statements to the extent of unrelated investors' interests in the associates or ventures as follows:

a) For downstream transactions:

- If there is a loss arising from capital contributions using non-monetary assets or sales of assets to joint ventures and associates, the entity shall recognize the entire loss in the consolidated income statement.
- If there is a gain resulting from capital contribution using non-monetary assets or sales of assets to joint ventures and associates, the entity shall recognize such gain to the extent of unrelated investors' interests in the associates or joint ventures. Unrealized gains corresponding to the Group's interests are amortized over time to the consolidated income statement in accordance with Circular 202.

b) For upstream transactions:

- When a joint venture or an associate incurs losses from the sale of assets to a group, the group shall recognize losses to the extent of its interest in the associate or joint venture in the consolidated income statement.
- When a joint venture or an associate has a gain from the sale of assets to a group, the group shall recognize the gain corresponding to its extent of its interests in the associate or joint venture.

IAS 28 requires that gains and losses resulting from 'upstream' and 'downstream' transactions involving assets that do not constitute a business, as defined in IFRS 3, between an entity (including its consolidated subsidiaries) and its associate or joint venture be recognized in the entity's financial statements only to the extent of unrelated investors' interests in the associate or joint venture. The entity's share in the associate's or the joint venture's gains or losses resulting from these transactions is eliminated. When downstream transactions provide evidence of a reduction in the net realizable value of the assets to be sold or contributed, or of an impairment loss of those assets, those losses shall be recognized in full by the investor. When upstream transactions provide evidence of a reduction in the net realizable value of the assets to be purchased or of an impairment loss of those assets, the investor shall recognize its share in those losses.

Property, Plant and Equipment

Criteria for recognition

Under VAS, property, plant and equipment ("PPE") are known as tangible fixed assets and are initially recognized at cost less depreciation. PPE which are individually below VND30 million are classified under Long-Term Prepaid Expenses and depreciated over their useful lives. There is no guidance for impairment testing of PPE. Under VAS, an entity estimates a provision for dismantling and restoration costs based on the terms and conditions of the lease contract for the site on which a PPE item is located. VAS is silent about whether the cost of PPE includes dismantling and restoration.

Under IFRS, PPE are also initially recognized at cost. However, under IFRS, the cost of an item of PPE also includes the estimate of the costs of dismantling and restoration.

Subsequent measurement

Under VAS, PPE should be carried at cost, less depreciation, after initial recognition. Revaluation of PPE is not allowed unless prescribed in regulations. PPE are not subject to impairment testing under VAS 3 and impairment write-down of PPE is not allowed under VAS 3.

IFRS sets out two accounting models for measuring PPE: cost model and revaluation model. Any entity can set up either a cost model or a revaluation model as an accounting policy, and apply it to the entire category of assets. It is compulsory that impairment indicators be reviewed periodically. If there is an indication that an asset may be impaired, an impairment test is required to be performed under IAS 36.

Under the guidance of Circular 200, large overhaul expenses can be recorded as prepaid expenses and allocated to profit and loss within three years of being incurred. Under IFRS, these expenses are capitalized to the cost of PPE if they meet the recognition criteria of a PPE. If not, they are written off as incurred.

Classification of Land Use Rights

VAS 3 states that where tangible fixed assets are buildings and structures attached to certain land use rights, the land use rights' value must be separately determined and recognized as an intangible fixed asset.

IAS 16 does not require the classification of land use rights as an intangible asset. However, when land use rights come from a lease contract, it will be accounted for in accordance with IFRS 16.

Intangible Fixed Assets

Criteria for recognition

Under VAS 4, an asset must satisfy the criteria listed below to be recognized as an intangible fixed asset:

- a) the definition of an intangible fixed asset; and
- b) the four recognition criteria below:
 - certainty of future economic benefits;
 - the asset's historical cost can be determined reliably;
 - an estimated useful life of more than one year; and
 - the satisfaction of all value criteria prescribed by current regulations (i.e., VND30 million under Circular 45/2013/TT-BTC).

Under IFRS, there are no such criteria.

Under VAS 4, pre-operating expenses can be recorded as prepaid expenses and allocated into profit and loss within three years of being incurred. Under IFRS, they are written off as incurred.

Subsequent measurement

Under VAS, intangible assets are known as intangible fixed assets and recognized at cost less accumulated amortization. Revaluation or write down for impairment is not allowed. Land use rights with an indefinite useful life are recorded at historical cost and are not amortized.

IFRS sets out two accounting models for measuring intangible assets: cost model and revaluation model at fair value. Intangible assets with definite useful lives are amortized and are reviewed annually for impairment. Land use rights with an indefinite useful life are recorded at historical cost and are not amortized, but are tested for impairment annually at the individual level.

Useful life

Under VAS, the depreciation period of an intangible asset shall not exceed 20 years in accordance with VAS 4, unless reliable evidence indicates otherwise.

Under IFRS, there are no such criteria.

Investment Properties

Subsequent measurement

Under VAS, an investment property is a property such as land use rights, a building, part of a building or both, infrastructure held by an owner to earn rentals or for capital appreciation or both. Investment properties held for earning rental are carried at cost less depreciation. Investment properties held for capital appreciation are carried at cost, without depreciation, and are subject to impairment assessment. There is no specific guidance for impairment assessment.

As investment properties are carried at cost under VAS, transfers between investment properties, owner-occupied properties and inventories do not change the net book value of the properties transferred and they do not change the cost of those properties for measurement or disclosure purposes.

Under IFRS, there are two models to account for investment properties. Investment properties can be (i) carried at cost less depreciation and impairment; or (ii) carried at fair value with changes in fair value recognized in the profit and loss statement.

When a company applies the fair value model, IAS 40 states that, in a transfer from investment property carried at fair value to owner occupied property or inventories, the property's deemed cost for subsequent accounting, in accordance with IAS 16, IFRS 16 or IAS 2 shall be its fair value at the date of change in use. If an owner-occupied property becomes an investment property that will be carried at fair value, an entity shall apply IAS 16 for owned property and IFRS 16 for property held by a lessee as a right-of-use asset up to the date of change in use. The entity shall treat any difference at that date between the carrying amount of the property in accordance with IAS 16 or IFRS 16 and its fair value in the same way as a revaluation in accordance with IAS 16.

Investment Properties Under Construction ("IPUC")

IPUC are classified as Construction in Progress and are measured at cost under Circular 200.

IAS 40 introduced the IPUC term. IPUC are subject to requirements of measurement and disclosure that are similar to investment properties, save for the case where the fair value of IPUC cannot be reliably determined, in which case IPUC can be measured at cost and subject to impairment testing.

Classification criteria

Under VAS 5, an investment property is a property such as land use rights or a building, or part of a building, or both, infrastructure held by an owner or by the lessee under a finance lease to earn rental or for capital appreciation or both, rather than for:

- a) use in the production or supply of goods or services or for administrative purposes; or
- b) sale in the ordinary course of business.

Under IAS 40, the definition of investment property is similar to that under VAS 5 but includes right-of-use assets which arise in accordance with IFRS 16.

Impairment of Assets

Recognition and measurement

Under VAS, there is no specific guidance for the impairment of assets.

Under IFRS, an assessment has to be made at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the cash-generating unit's ("CGU") fair value less costs to sell and its value in use and is determined for each CGU. A CGU is the smallest group of assets that generates cash inflows from continuing use that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Non-Current Assets Held For Sale and Discontinued Operations

Recognition and measurement

Under VAS, there is no guidance for accounting for non-current assets held for sale and discontinued operations.

Under IFRS, non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less selling costs. Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Property, plant and equipment and intangible assets, once classified as held for sale, are not depreciated or amortized.

In the consolidated statement of comprehensive income of the reporting period, and of the comparable periods, income and expenses from discontinued operations are reported separately from income and expenses from continuing operations. The resulting profit or loss (after taxes) is reported separately in the statement of comprehensive income.

Financial Instruments

Classification

Under VAS, on November 6, 2009, the Ministry of Finance issued Circular 210/2009/TT-BTC providing guidance for the adoption of IFRS requirements on presentation and disclosure of financial instruments. This circular classifies financial instruments into: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, available-for-sale financial assets; and financial liabilities at fair value through profit or loss and financial liabilities carried at amortized cost. The above described classification of financial instruments is solely for presentation and disclosure purposes. Circular No. 200/2014/TT-BTC issued by the Ministry of Finance has subsequently made this disclosure requirement optional under VAS.

Under IFRS 9, an entity shall classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both: (a) the entity's business model for managing the financial assets and (b) the contractual cash flow characteristics of the financial asset. There are three types of financial asset or asset component of a financial instrument:

- a financial asset measured at amortized cost;
- a financial asset measured at fair value through other comprehensive income ("FVOCI"); or
- a financial asset measured at fair value through profit or loss ("FVPL").

Reclassification

VAS is silent on the criteria for the reclassification of a financial asset. Article 19 of Circular 210/2009/TT-BTC states that, "when reclassifying financial instruments, an entity shall disclose the value of reclassified financial instruments and the causes and effects of such reclassification in the financial statements."

Under IFRS 9, when and only when an entity changes its business model for managing financial assets it shall reclassify all affected financial assets in accordance with the definition of the financial assets' classification.

Measurement

Under VAS, financial instruments are initially recognized at cost. Investments in equity instruments over which a group does not exercise control or significant influence are recognized at cost less allowance for diminution in the value of the investments. For derivative financial instruments, there is no specific accounting standard.

Under IFRS 9, on initial recognition, financial assets are normally measured at their fair value. The initial measurement of other financial instruments is also based on their fair value, but adjusted in respect of any transaction costs, impact of time value of money or credit risk that are incremental and directly attributable to the acquisition or issue of the instrument.

Subsequently, these financial instruments are measured as follows:

- financial assets at amortized cost (debt instruments): After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method, less impairment.
- financial assets at FVOCI (debt instruments): After initial measurement, such financial assets are subsequently measured at fair value with unrealized gains and losses recognized in OCI. On derecognition, unrealized gains or losses previously recognized in OCI are reclassified from OCI to profit or loss under operating income.
- financial assets designated at FVOCI (equity instruments): Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32, Financial Instruments: Presentation and are not held for trading. Gains and losses on these financial assets are never recycled to profit or loss.
- financial assets at FVPL: Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value.

Disclosures

Under VAS, there is no equivalent guidance, except for Circular 210/2009/TT-BTC issued by the Ministry of Finance (which is not mandatory), which is similar to IAS 32 and IFRS 7.

Under IFRS, a more comprehensive and detailed set of requirements on disclosure of risk arising from financial instruments is provided under IFRS 7. This includes that, for each type of risk arising from financial instruments, an entity shall disclose its exposures and its objectives, policies and processes for managing and measuring those risks. This disclosure shall be based on the information provided internally to key management personnel of the entity.

Impairment of financial assets

Under VAS, there is no requirement on impairment assessment for financial assets, except for guidance on allowance/provision for devaluation of certain financial investments and on allowance/provision for doubtful receivables as specified by certain circulars issued by the Ministry of Finance.

IFRS 9 introduces a single, forward-looking “expected loss” impairment model, replacing the “incurred loss” impairment model under IAS 39.

- A group is required to recognize expected credit losses for the financial assets not measured at FVPL. No expected credit loss (“ECL”) is recognized on equity investments.
- ECLs are measured in a way that reflects the following:
 - an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
 - the time value of money; and
 - reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.
- The ECL allowance is based on the credit losses expected to arise over the life of the asset (“Lifetime ECL”), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month expected credit loss (the “12-month ECL”). The 12-month ECL is the portion of Lifetime ECL that represents the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. Both 12-month ECL and Lifetime ECL are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.
- Loss allowances are recognized based on 12-month ECL for debt instruments that are assessed to have low credit risk at the reporting date. A financial asset is considered to have low credit risk if:
 - the financial instrument has a low risk of default;
 - the borrower has strong capacity to meet its contractual cash flow obligations in the near term; and
 - adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

Share-Based Payments and Employee Benefits

Recognition and measurement

There is no existing treatment under VAS which is equivalent to IFRS 2 and IAS 19. Therefore, there is no specific standard on the recognition and measurement in respect of equity compensation and defined benefits plan. Under VAS, when there is a share issuance, the par value of shares would be recognized as share capital, and the difference between consideration paid and par value would be recognized as share premium.

IFRS requires the fair value of shares and options awarded to employees to be recognized over the period to which the employees’ services relate. For equity-settled share-based payments transactions, goods and services received and the corresponding increase in equity are measured at the fair value of the goods and services received at grant date. If the entity cannot reliably estimate the fair value of the goods and services received, as will often be the case with employee services, it should measure their value and the corresponding increase in equity by reference to the fair value of the equity instruments granted.

Recognition of severance allowance

In addition, under the Vietnam Labor Code, a company has to pay severance allowance to eligible employees based on years of service and the employees' compensation at the date of termination or resignation. Under VAS, a company calculates and provides the severance allowance based on the amount required to be settled at the balance sheet date.

Under IFRS, the severance allowance is classified as a defined benefit plan and the resulting liability and expense are measured using actuarial techniques under IAS 19.

Leases

Recognition

Under VAS 6, lease payments for an operating lease must be recognized as expenses by the straight-line method during the entire lease term.

IFRS 16 (effective since January 1, 2019 and replacing IAS 17) requires that at the commencement date, a lessee shall recognize a right-of-use asset and a lease liability which comprises lease payments during the lease terms and other adjustments regardless of the finance lease or operating lease. In the income statement, lessees will have to present interest expense on the lease liability and depreciation on the right-of-use asset.

Revenue

Recognition

Under VAS, revenue is determined per the agreement between the entity and its customer at fair value minus trade discounts, payment discounts, reductions in the price of goods sold and value of sale returns.

VAS does not provide specific steps for revenue recognition.

In addition, VAS requires that revenue shall be recognized if it simultaneously meets the following five conditions:

- the entity has transferred the majority of risks and rewards associated with the right to own the products or goods to the buyer;
- the entity no longer holds the right to manage the goods as the goods' owner, or the right to control the goods;
- revenue is determined with relative certainty;
- the entity has gained or will gain economic benefits from the sale transaction; and
- it is possible to determine the costs related to the sale transaction.

Under IFRS 15, revenue shall be measured at the fair value of the consideration received or receivables. The amount of revenue between the seller or owner entity and the buyer or user of the asset is measured at the fair value of the consideration received or receivable taking into account the amount of any trade discounts and volume rebates allowed by the seller or owner entity.

IFRS 15 requires the application of a five step model for revenue recognition, which includes the following steps: (i) identifying the contract; (ii) identifying the performance obligation; (iii) determining transaction price; (iv) allocation of transaction price to performance obligations; and (v) revenue recognition.

Determining transaction price requires an entity to adjust the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract (either explicitly or implicitly) provides the customer with a significant benefit of financing the transfer of goods or services to the customer.

In addition, IFRS 15 requires an entity to recognize revenue when (or as) the entity satisfies a performance obligation by transferring a promised good or service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

Agent versus principal

There is no specific VAS guidance for determining whether an entity is acting as a principal or an agent.

IFRS 15 requires an assessment of whether the entity is regarded as an agent or principal in sales transactions based on three criteria: whether (i) the entity is primarily responsible for fulfilling the promise to provide the specified goods or service; (ii) the entity has the inventory risk before the specified good or service is transferred to a customer or after transfer of control to the customer; and (iii) the entity has discretion in establishing the price for the specified good or service.

Construction contract

VAS 15 requires that where a construction contract stipulates that the customer is allowed to make payments according to the value of work done, the revenues and costs related to such contract shall be recognized by reference to the completed work volume certified by the customers in the period and reflected in the billed invoices.

IFRS 15 requires that revenues related to construction contracts which satisfy criteria of over-time revenue recognition be recognized in profit and loss by measuring the progress towards completion of the performance obligation. An entity shall apply a single method of measuring progress for each performance obligation satisfied over time and the entity shall apply that method consistently to similar performance obligations and in similar circumstances. Methods of measuring progress include output method and input method. The output method recognizes revenue on the basis of direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract. Meanwhile, under the input method, the progress is determined by the basis of the entity's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation.

Interest income

VAS 14 allows for a time proportion basis to record interest income.

Under IFRS, interest income is recognized using the effective interest method.

LEGAL MATTERS

Certain legal matters with respect to the Bonds and the offering thereof will be passed upon for Novaland by Allen & Overy (Asia) Pte Ltd as to matters of New York State and U.S. federal law and by Allen & Overy Legal (Vietnam) LLC as to matters of Vietnam law. Certain legal matters with respect to the Bonds and the offering thereof will be passed upon for the Sole Lead Manager by Latham & Watkins LLP as to matters of New York State and U.S. federal law and by VILAF as to matters of Vietnam law.

INDEPENDENT AUDITORS

The consolidated financial statements of the Company as of December 31, 2018, 2019 and 2020 and for each of the three years then ended appearing in this Offering Memorandum have been audited by PwC (Vietnam) Limited independent auditors, as set forth in their report appearing in this Offering Memorandum.

The consolidated financial statements of the Company as of March 31, 2020 and 2021 and for each of the three month periods then ended appearing in this Offering Memorandum have been reviewed by PwC (Vietnam) Limited independent auditors, as set forth in their report appearing in this Offering Memorandum.

EXPERTS

Savills Vietnam Co., Ltd. has given its written consent to the issue of this Offering Memorandum with the inclusion herein of its name and all references thereto and to the inclusion in this Offering Memorandum of certain data prepared by it, in the form and context in which it appears in this Offering Memorandum. Such data has not been updated since its preparation, and changes in the factors upon which such data are based could have materially affected the statements, estimates, forecasts and conclusions contained in the report.

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NO VA LAND INVESTMENT GROUP CORPORATION

CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE-MONTH PERIOD ENDED 31 MARCH 2021



NO VA LAND INVESTMENT GROUP CORPORATION

**CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE-MONTH PERIOD ENDED 31 MARCH 2021**

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NO VA LAND INVESTMENT GROUP CORPORATION

CORPORATE INFORMATION

**Enterprise registration
certificate**

No. 054350 dated 18 September 1992 was initially issued by the Department of Planning and Investment of Ho Chi Minh City with the latest 58th amendment No. 0301444753 dated 12 May 2021.

Board of Directors

Mr. Bui Thanh Nhon	Chairperson
Mr. Bui Xuan Huy	Member
Ms. Hoang Thu Chau	Member
Mr. Pham Tien Van	Independent Member
Mr. Le Quoc Hung	Independent Member
Ms. Nguyen My Hanh	Independent Member

Audit Committee

Ms. Nguyen My Hanh	Head of Audit Committee
Mr. Le Quoc Hung	Member
Mr. Pham Tien Van	Member

Board of Management

Mr. Bui Xuan Huy	General Director
Ms. Hoang Thu Chau	Deputy General Director

Legal representative

Mr. Bui Xuan Huy	General Director
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Registered office

313B - 315 Nam Ky Khoi Nghia Street, Vo Thi Sau Ward, 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

NO VA LAND INVESTMENT GROUP CORPORATION

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

The Board of Management of No Va Land Investment Group Corporation ("the Company") is responsible for preparing consolidated interim financial statements of the Company and its subsidiaries (together, "the Group") which give a true and fair view of the consolidated interim financial position of the Group as at 31 March 2021, and the consolidated interim results of its operations; and its consolidated interim cash flows for the three-month period then ended. In preparing these consolidated interim 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; and
- prepare the consolidated interim 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 enable consolidated interim financial statements to be prepared which comply with the basis of accounting set out in Note 2 to the consolidated interim 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 error.

APPROVAL OF THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

We hereby approve the accompanying consolidated interim financial statements as set out on pages 5 to 79 which give a true and fair view of the consolidated interim financial position of the Group as at 31 March 2021, and of the consolidated interim results of its operations and its consolidated interim cash flows for the three-month period then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated interim financial statements.

On behalf of the Board of Management



Bui Xuan Huy
General Director

Ho Chi Minh City, SR Vietnam
18 May 2021



REPORT ON REVIEW OF CONSOLIDATED INTERIM FINANCIAL INFORMATION TO THE SHAREHOLDERS OF NO VA LAND INVESTMENT GROUP CORPORATION

We have reviewed the accompanying consolidated interim financial statements of No Va Land Investment Group Corporation ("the Company") and its subsidiaries (together, "the Group") which were prepared on 31 March 2021 and approved by the Board of Management on 18 May 2021. The consolidated interim financial statements comprise the consolidated interim balance sheet as at 31 March 2021, the consolidated interim income statement and the consolidated interim cash flow statement for the three-month period then ended, and explanatory notes to the consolidated interim financial statements including significant accounting policies, as set out on pages 5 to 79.

The Board of Management's Responsibility

The Board of Management of the Company is responsible for the preparation and the true and fair presentation of these consolidated interim 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 interim financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on these consolidated interim financial statements based on our review. We conducted our review in accordance with Vietnamese Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".

A review of consolidated interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Vietnamese Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated interim financial statements do not present fairly, in all material respects, the consolidated financial position of the Group as at 31 March 2021, its consolidated financial performance and consolidated cash flows for the three-month period then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of the consolidated interim financial statements.



Other Matter

The report on the review of consolidated interim financial information is prepared in Vietnamese and English. Should there be any conflict between the Vietnamese and English versions, the Vietnamese version shall take precedence.

For and on behalf of PwC (Vietnam) Limited



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

Report reference number: HCM10907
Ho Chi Minh City, 18 May 2021

NO VA LAND INVESTMENT GROUP CORPORATION
Form B 01a – DN/HN
CONSOLIDATED INTERIM BALANCE SHEET

Code	ASSETS	Note	As at	
			31.3.2021 VND	31.12.2020 VND
100	CURRENT ASSETS		120,616,675,501,314	114,203,561,614,442
110	Cash and cash equivalents	3	12,556,238,887,122	11,558,787,555,672
111	Cash		8,248,082,396,340	7,069,734,042,545
112	Cash equivalents		4,308,156,490,782	4,489,053,513,127
120	Short-term investments		1,011,977,986,695	721,829,853,961
123	Investments held-to-maturity	4(a)(i)	1,011,977,986,695	721,829,853,961
130	Short-term receivables		16,818,356,520,514	13,797,994,628,756
131	Short-term trade accounts receivable	5	2,133,360,457,070	1,252,610,948,704
132	Short-term prepayments to suppliers	6	1,805,529,740,671	1,466,925,680,402
135	Short-term lendings	7(a)	3,927,093,447,664	3,019,394,229,338
136	Other short-term receivables	8(a)	8,962,636,520,887	8,069,327,416,090
137	Provision for doubtful debts – short-term	9	(10,263,645,778)	(10,263,645,778)
140	Inventories	10(a)	89,043,133,558,565	86,864,906,421,772
141	Inventories		89,045,223,796,589	86,867,908,152,180
149	Provision for decline in value of inventories		(2,090,238,024)	(3,001,730,408)
150	Other current assets		1,186,968,548,418	1,260,043,154,281
151	Short-term prepaid expenses	11(a)	154,752,333,673	108,660,292,416
152	Value Added Tax ("VAT") to be reclaimed	19(a)	945,807,189,878	1,100,087,503,087
153	Tax and other receivables from the State	19(a)	86,409,024,867	51,295,358,778

The notes on pages 11 to 79 are an integral part of these consolidated interim financial statements.

CONSOLIDATED INTERIM BALANCE SHEET
(continued)

Code	ASSETS (continued)	Note	As at	
			31.3.2021 VND	31.12.2020 VND
200	LONG-TERM ASSETS		32,050,979,249,120	30,332,784,019,580
210	Long-term receivables		19,721,144,918,117	17,643,772,978,338
215	Long-term loan receivables	7(b)	175,500,000,000	175,500,000,000
216	Other long-term receivables	8(b)	19,545,644,918,117	17,468,272,978,338
220	Fixed assets		1,207,262,870,464	1,218,441,600,419
221	Tangible fixed assets	12	1,095,680,394,964	1,101,914,150,337
222	Historical cost		1,288,541,980,659	1,277,840,271,192
223	Accumulated depreciation		(192,861,585,695)	(175,926,120,855)
227	Intangible fixed assets	13	111,582,475,500	116,527,450,082
228	Historical cost		163,641,147,507	163,641,147,507
229	Accumulated amortisation		(52,058,672,007)	(47,113,697,425)
230	Investment properties	14	2,735,086,273,700	2,824,247,750,920
231	Historical cost		3,022,412,979,196	3,098,824,389,592
232	Accumulated depreciation		(287,326,705,496)	(274,576,638,672)
240	Long-term assets in progress		264,840,565,310	285,769,526,186
241	Long-term work in progress	10(b)	181,996,664,704	181,996,664,704
242	Construction in progress	15	82,843,900,606	103,772,861,482
250	Long-term investments		1,785,629,241,980	1,891,042,286,029
252	Investments in associates and joint ventures	4(b)	1,644,265,421,980	1,645,203,026,029
253	Investments in other entities	4(c)	25,349,750,000	9,649,750,000
255	Investments held to maturity	4(a)(ii)	116,014,070,000	236,189,510,000
260	Other long-term assets		6,337,015,379,549	6,469,509,877,688
261	Long-term prepaid expenses	11(b)	487,633,399,414	419,763,171,833
262	Deferred income tax assets	37(a)	104,053,368,742	98,904,564,199
269	Goodwill	16	5,745,328,611,393	5,950,842,141,656
270	TOTAL ASSETS		152,667,654,750,434	144,536,345,634,022


The notes on pages 11 to 79 are an integral part of these consolidated interim financial statements.

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 01a – DN/HN

CONSOLIDATED INTERIM BALANCE SHEET
(continued)

Code	RESOURCES	Note	As at	
			31.3.2021 VND	31.12.2020 VND
300	LIABILITIES		114,908,734,182,388	112,604,198,448,315
310	Short-term liabilities		34,420,052,576,056	31,427,343,626,571
311	Short-term trade accounts payable	17	2,676,359,388,907	2,796,907,426,567
312	Short-term advances from customers	18	5,373,051,850,224	4,087,250,768,389
313	Tax and other payables to the State	19(b)	766,624,343,283	282,435,420,985
314	Payables to employees	20	26,146,310,784	68,800,136,838
315	Short-term accrued expenses	21	4,249,537,713,892	3,521,965,253,981
318	Short-term unearned revenue		5,196,639,564	6,629,217,351
319	Other short-term payables	22(a)	4,691,629,725,750	6,095,948,983,201
320	Short-term borrowings and finance lease liabilities	23(a)	16,608,633,013,789	14,544,114,172,196
321	Provisions for short-term payables	24	17,324,724,568	17,743,381,768
322	Bonus and welfare fund		5,548,865,295	5,548,865,295
330	Long-term liabilities		80,488,681,606,332	81,176,854,821,744
336	Long-term unearned revenue		13,812,001,719	17,570,621,661
337	Other long-term payables	22(b)	42,500,974,723,692	37,466,617,172,442
338	Long-term borrowings and finance lease liabilities	23(b)	28,537,305,159,101	34,357,216,078,896
341	Deferred income tax liabilities	37(a)	9,303,390,966,825	9,200,704,471,191
342	Provision for long-term liabilities	24	133,198,754,995	134,746,477,554
400	OWNERS' EQUITY		37,758,920,568,046	31,932,147,185,707
410	Capital and reserves		37,758,920,568,046	31,932,147,185,707
411	Owners' capital	25, 26	10,728,120,350,000	9,862,852,970,000
411a	- Ordinary shares with voting rights		10,728,120,350,000	9,862,852,970,000
412	Share premiums	26	8,234,540,694,626	3,970,259,281,026
421	Undistributed earnings	26	12,588,298,117,556	12,051,422,037,059
421a	- Undistributed post-tax profits of previous year		12,051,422,037,059	8,722,828,720,589
421b	- Post-tax profit of current period/year		536,876,080,497	3,328,593,316,470
429	Non-controlling interests	26	6,207,961,405,864	6,047,612,897,622
440	TOTAL RESOURCES		152,667,654,750,434	144,536,345,634,022



 Nguyen Ngoc Bang
 Preparer



 Huynh Minh Lam
 Chief Accountant



 Bui Xuan Huy
 General Director
 18 May 2021



The notes on pages 11 to 79 are an integral part of these consolidated interim financial statements

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 02a – DN/HN

CONSOLIDATED INTERIM INCOME STATEMENT

Code	Note	For the three-month period ended	
		31.3.2021 VND	31.3.2020 VND
01	Revenue from sales of goods and rendering of services	4,541,864,522,959	1,067,607,277,621
02	Less deductions	(35,247,735,476)	(113,389,664,023)
10	Net revenue from sales of goods and rendering of services	4,506,616,787,483	954,217,613,598
11	Cost of goods sold and services rendered	(2,789,464,202,494)	(588,621,360,751)
20	Gross profit from sales of goods and rendering of services	1,717,152,584,989	365,596,252,847
21	Financial income	572,360,705,599	857,700,413,794
22	Financial expenses	(454,286,766,798)	(386,560,715,933)
23	- Including: Interest expense	(30,569,377,519)	(133,734,673,587)
24	Loss sharing from joint ventures and associates	(937,604,049)	(1,015,384,826)
25	Selling expenses	(138,891,794,212)	(9,817,764,441)
26	General and administration expenses	(319,528,269,149)	(264,139,357,473)
30	Net operating profit	1,375,868,856,380	561,763,443,968
31	Other income	17,117,073,703	4,990,593,665
32	Other expenses	(131,963,042,916)	(77,462,937,843)
40	Net other expense	(114,845,969,213)	(72,472,344,178)
50	Net accounting profit before tax	1,261,022,887,167	489,291,099,790
51	Business income tax ("BIT") - current	(462,260,225,337)	(40,517,625,031)
52	BIT – deferred	(97,537,691,091)	(146,216,744,673)
60	Net profit after tax	701,224,970,739	302,556,730,086
Attributable to:			
61	Owners of the Company	536,826,506,237	321,910,478,960
62	Non-controlling interests	164,398,464,502	(19,353,748,874)
70	Basic earnings per share	27(a)	332
71	Diluted earnings per share	27(b)	332

 Nguyen Ngoc Bang
 Preparer

 Huynh Minh Lam
 Chief Accountant

 Bui Xuan Huy
 General Director
 18 May 2021

The notes on pages 11 to 79 are an integral part of these consolidated interim financial statements.


CONSOLIDATED INTERIM CASH FLOW STATEMENT
(Indirect method)

Code	Note	For the three-month period ended	
		31.3.2021	31.3.2020
		VND	VND
CASH FLOWS FROM OPERATING ACTIVITIES			
01	Net accounting profit before tax	1,261,022,887,167	489,291,099,790
	Adjustments for:		
02	Depreciation, amortisation, goodwill allocation and bargain gain	243,553,669,763	243,766,175,156
03	Reversals of provisions	(1,026,712,133)	(2,824,562,071)
04	Unrealised foreign exchange (gain)/losses	(7,794,502,226)	62,361,874,153
05	Profits from investing activities	(129,367,902,323)	(854,915,040,495)
06	Interest expense and bond issuance costs	30,569,377,519	136,884,802,464
08	Operating profit before changes in working capital	1,396,956,817,767	74,564,348,997
09	Increase in receivables	(2,925,079,441,282)	(1,221,046,111,754)
10	Increase in inventories	(1,190,228,268,336)	(642,428,102,098)
11	Increase in payables	6,328,450,505,045	1,838,748,971,718
12	(Increase)/decrease in prepaid expenses	(113,962,268,838)	28,157,080,689
14	Interest paid	(1,479,808,218,729)	(649,373,670,532)
15	BIT paid	(182,481,364,220)	(100,659,189,370)
20	Net cash inflows/(outflows) from operating activities	1,833,847,761,407	(672,036,672,350)
CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchases of fixed assets and other long-term assets	(11,631,704,545)	(53,075,701,304)
23	Loans granted, purchases of debt instruments of other entities	(3,030,409,014,329)	(85,131,273,842)
24	Collection of loans, proceeds from sales of debt instruments of other entities	1,952,737,103,269	113,471,572,946
25	Investments in other entities	(1,272,991,100,000)	(3,594,791,526,864)
26	Proceeds from divestment in other entities	211,000,000,000	1,061,699,108,384
27	Dividends and interest received	58,039,809,847	56,380,803,185
30	Net cash outflows from investing activities	(2,093,254,905,758)	(2,501,447,017,495)

The notes on pages 11 to 79 are an integral part of these consolidated interim financial statements.

CONSOLIDATED INTERIM CASH FLOW STATEMENT
(Indirect method)
(continued)

			For the three-month period ended	
Code		Note	31.3.2021 VND	31.3.2020 VND
CASH FLOWS FROM FINANCING ACTIVITIES				
31	Proceeds from issuance of shares and capital contribution		4,592,143,993,600	46,637,290,000
33	Proceeds from borrowings		5,230,651,711,233	4,728,954,504,466
34	Repayments of borrowings		(8,570,487,906,919)	(4,194,004,393,084)
36	Dividends paid		(55,330,000)	-
40	Net cash inflows from financing activities		1,252,252,467,914	581,587,401,382
50	Net increase/(decrease) in cash and cash equivalents		992,845,323,563	(2,591,896,288,463)
60	Cash and cash equivalents at beginning of year	3	11,558,787,555,672	6,466,219,516,377
61	Effect of foreign exchange differences		4,606,007,887	631,334,600
70	Cash and cash equivalents at end of year	3	12,556,238,887,122	3,874,954,562,514



Nguyen Ngoc Bang
Preparer



Huynh Minh Lam
Chief Accountant



Bui Xuan Huy
General Director
18 May 2021

The notes on pages 11 to 79 are an integral part of these consolidated interim financial statements.

**NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE-MONTH PERIOD ENDED 31 MARCH 2021**

1 GENERAL INFORMATION

No Va Land Investment Group Corporation ("the Company") is a joint stock company which was established in SR Vietnam pursuant to Enterprise registration certificate No. 054350, which was initially issued by the Department of Planning and Investment of Ho Chi Minh City, dated 18 September 1992 and the 58th amended Enterprise registration certificate No. 0301444753 dated 12 May 2021. The Company is formerly known as Thanh Nhon Trading Limited, which was established and operated under the Enterprise 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/QĐ-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 March 2021, the Group had 2,293 employees (as at 31 December 2020: 2,248 employees).

As at 31 March 2021, the Group had 80 subsidiaries and 7 associates (as at 31 December 2020: 80 subsidiaries and 7 associates). The details are as follows:

HOSE
NVL

NO VA LAND INVESTMENT GROUP CORPORATION

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1 GENERAL INFORMATION (continued)

	No	Name	Location	Principal activity	31.3.2021		31.12.2020	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
I - Subsidiaries								
	1	No Va Land Investment Joint Stock Company	Ho Chi Minh City	Real estate business	99.91	99.91	99.91	99.91
	2	No Va Thao Dien Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	3	No Va Festival Corporation	Ho Chi Minh City	Real estate business	99.17	99.46	99.17	99.46
	4	Nova Saigon Royal Investment Company Limited	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	5	Sai Gon Housing and Infrastructure Development Company Limited	Ho Chi Minh City	Real estate business	99.96	99.96	99.96	99.96
	6	Nova Lucky Palace Company Limited	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	7	The Prince Residence Joint Stock Company	Ho Chi Minh City	Real estate business	99.81	99.81	99.81	99.81
	8	Thanh Nhon Real Estate Joint Stock Company	Ho Chi Minh City	Real estate business	100.00	100.00	99.72	99.72
	9	Nova Sagel Company Limited	Ho Chi Minh City	Real estate business	83.81	74.00	83.81	74.00
	10	Novaland Agent Company Limited	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	11	Phuoc Long Investment and Development Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	12	Vung Tau Youth Hotel and Travel Joint Stock Company	Ho Chi Minh City	Real estate business	93.40	95.00	93.40	95.00
	13	Nova Richstar Joint Stock Company	Ho Chi Minh City	Real estate business, factory and warehouse lease	99.98	99.99	99.98	99.99
	14	Khai Hung Real Estate Company Limited	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	15	Nova Nam A Company Limited	Ho Chi Minh City	Real estate business	92.71	92.71	92.71	92.71
	16	Nova Sasco Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	17	No Va My Dinh Land Joint Stock Company	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	18	Thanh Nhon Investment Real Estate Company Limited	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	19	Nova An Phu Company Limited	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	20	Nova Phuc Nguyen Real Estate Company Limited	Ho Chi Minh City	Real estate business	99.97	99.97	99.97	99.97
	21	Tuong Minh Investment and Real Estate Company Limited	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	22	The 21st Century International Development Company Limited	Ho Chi Minh City	Real estate business	98.97	98.97	98.97	98.97
	23	Phuong Dong Building Joint Stock Company	Ho Chi Minh City	Real estate business	99.89	99.89	99.89	99.89
	24	Nova Rivergate Company Limited	Ho Chi Minh City	Real estate business	99.77	99.77	99.77	99.77
	25	Nova Princess Residence Joint Stock Company	Ho Chi Minh City	Real estate business	99.90	99.90	99.90	99.90
	26	Nha Rong Investment and Commercial Joint Stock Company	Ho Chi Minh City	Real estate business	99.97	99.97	99.97	99.97

NO VA LAND INVESTMENT GROUP CORPORATION

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1 GENERAL INFORMATION (continued)

	No	Name	Location	Principal activity	31.3.2021		31.12.2020	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
I – Subsidiaries (continued)								
	27	Mega Housing Joint Stock Company	Ho Chi Minh City	Real estate business	98.60	98.60	98.60	98.60
	28	Mega Tie Company Limited	Ho Chi Minh City	Real estate business	98.59	99.99	98.59	99.99
	29	Bach Hop Real Estate Company Limited	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	30	Gia Duc Real Estate Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	31	Gia Phu Real Estate Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	32	Nova Riverside Real Estate Company Limited	Ho Chi Minh City	Real estate business	99.97	99.98	99.97	99.98
	33	Ngoc Linh Hoa Joint Stock Company	Ho Chi Minh City	Real estate business	99.83	99.83	99.83	99.83
	34	Nova Property Management Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	35	Merufa-Nova Company Limited	Ho Chi Minh City	Real estate business	99.89	99.90	99.89	99.90
	36	Nhat Hoa Real Estate Joint Stock Company	Ho Chi Minh City	Real estate business	99.81	99.98	99.81	99.98
	37	Ky Nguyen Urban Development Joint Stock Company	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	38	Dinh Phat Real Estate Joint Stock Company	Ho Chi Minh City	Real estate business	99.95	99.96	99.95	99.96
	39	350 Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate business	99.97	99.99	99.97	99.99
	40	CQ89 Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate business	99.56	99.59	99.56	99.59
	41	Gia Huy Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate business	51.00	51.00	51.00	51.00
	42	Thinh Vuong Real Estate Joint Stock Company	Ho Chi Minh City	Real estate business	99.98	99.98	99.98	99.98
	43	Thai Binh Real Estate Trading Joint Stock Company	Ho Chi Minh City	Real estate business	99.95	99.96	99.95	99.96
	44	Nova Hospitality Joint Stock Company	Ho Chi Minh City	Real estate business	100.00	100.00	100.00	100.00
	45	Truong Tay Real Estate Investment Joint Stock Company	Ho Chi Minh City	Real estate business	99.97	99.98	99.97	99.98
	46	Dat Viet Development Joint Stock Company	Ho Chi Minh City	Real estate business	99.67	99.69	99.67	99.69
	47	An Phu Dong Real Estate Development Investment Company Limited	Ho Chi Minh City	Real estate business	51.00	51.00	51.00	51.00
	48	Aqua City Company Limited	Dong Nai Province	Real estate business	69.87	70.00	69.87	70.00
	49	Huynh Gia Huy Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	99.98	99.98	99.98	99.98
	50	38 Real Estate Investment and Trading Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	51	Hoa Thang Tourism Service Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	95.79	95.80	95.79	95.80

NO VA LAND INVESTMENT GROUP CORPORATION

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1 GENERAL INFORMATION (continued)

	No	Name	Location	Principal activity	31.3.2021		31.12.2020	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
I – Subsidiaries (continued)								
	52	Thu Minh Nguyen Investment Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	96.14	96.15	96.14	96.15
	53	Khanh An Real Estate Investment and Development Joint Stock Company	Ho Chi Minh City	Real estate business	99.94	99.99	99.94	99.99
	54	Carava Resort Company Limited	Khanh Hoa Province	Real estate business	95.44	95.49	95.44	95.49
	55	Ho Tram Botanic Garden Company Limited	Ba Ria - Vung Tau Province	Botanical and zoological gardens and nature reserves activities	99.00	99.00	99.00	99.00
	56	Van Phat Real Estate Investment and Development Joint Stock Company	Ho Chi Minh City	Real estate business	97.99	97.99	97.99	97.99
	57	The Forest City Company Limited	Ba Ria - Vung Tau Province	Real estate business	97.89	99.90	97.89	99.90
	58	Ngoc Uyen Real Estate and Investment JSC	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	59	Bao Phuc Real Estate Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99
	60	Nova Lexington Real Estate Joint Stock Company	Ho Chi Minh City	Real estate business	99.95	99.97	99.95	99.97
	61	KM Investment Group Ltd.	Ho Chi Minh City	Investment consulting	99.85	99.90	99.85	99.90
	62	Binh Thuan Delta - Valley Company Limited	Binh Thuan Province	Real estate business	99.85	100.00	99.85	100.00
	63	Truong Thanh Real Estate Investment Joint Stock Company	Ho Chi Minh City	Real estate business	99.99	100.00	99.99	100.00
	64	Long Hung Phat Consulting Company Limited	Ho Chi Minh City	Management consulting activities	79.94	80.00	79.94	80.00
	65	Long Hung Phat Real Estate Investment Company Ltd.	Ho Chi Minh City	Real estate business	79.94	100.00	79.94	100.00
	66	Thuan Phat Real Estate Investment and Development JSC	Ho Chi Minh City	Real estate business	99.98	99.98	99.98	99.98
	67	Cuu Long Real Estate Investment and Development Ltd. Co	Ho Chi Minh City	Real estate business	99.97	99.99	99.97	99.99
	68	Lucky House Investment Service Joint Stock Company	Ho Chi Minh City	Real estate business	99.99	100.00	99.99	100.00
	69	Tan Kim Yen Real Estate Investment Company Limited	Ho Chi Minh City	Real estate business	99.99	99.99	99.99	99.99

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09a – DN/HN

1 GENERAL INFORMATION (continued)

						31.3.2021		31.12.2020	
						Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
No	Name	Location	Principal activity						
I – Subsidiaries (continued)									
70	Phuc Hoa Real Estate Company Limited	Ho Chi Minh City	Real estate business			69.86	99.99	69.86	99.99
71	The Ky Hoang Kim Real Estate Company Limited	Ho Chi Minh City	Real estate business			100.00	100.00	100.00	100.00
72	Nova Holiday Joint Stock Company	Ho Chi Minh City	Short-term accommodation activities			99.98	99.98	99.98	99.98
73	Phuc Thinh Real Estate Investment Company Limited	Ho Chi Minh City	Real estate business			100.00	100.00	100.00	100.00
74	An Phat Real Estate Development and Investment Company Limited	Ho Chi Minh City	Real estate business			100.00	100.00	100.00	100.00
75	Big Ben Holiday Joint Stock Company	Ho Chi Minh City	Short-term accommodation activities			100.00	100.00	99.98	99.98
76	An Huy Investment and Development Real Estate Company Limited	Ho Chi Minh City	Real estate business			99.98	99.99	99.98	99.99
77	Ngan Hiep Real Estate Joint Stock Company	Ba Ria - Vung Tau Province	Real estate business			99.96	99.98	99.96	99.98
78	Liberty Investment Joint Stock Company	Ho Chi Minh City	Consulting, brokerage, real estate auction, land use right auction			99.98	99.98	99.98	99.98
79	Thanh My Loi Joint Stock Company	Ho Chi Minh City	Real estate business			69.75	70.00	69.75	70.00
80	Vietnam Youth Tourist Joint Stock Company	Ho Chi Minh City	Trade promotion and introduction organization			94.67	94.67	94.67	94.67

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09a – DN/HN

1 GENERAL INFORMATION (continued)

					31.3.2021		31.12.2020	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
	No	Name	Location	Principal activity				
	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 business	25.00	25.00	25.00	25.00
3		Saigon Golf Company Limited	Ho Chi Minh City	Real estate business	50.00	50.00	49.86	50.00
4		Phu Dinh Port Joint Stock Company	Ho Chi Minh City	Support activities related to transportation, real estate trading	43.45	43.45	43.45	43.45
5		Nova SQN Investment Joint Stock Company	Ho Chi Minh City	Real estate business	49.72	49.72	49.72	49.72
6		Hung Ngu Security Joint Stock Company	Ho Chi Minh City	Security activities	23.98	24.00	23.98	24.00
7		Phu Tri Real Estate Investment Commercial Joint Stock Company	Ho Chi Minh City	Real estate business	48.98	48.98	48.98	48.98

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**2.1 Basis of preparation of consolidated interim financial statements**

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

The consolidated interim financial statements in the Vietnamese language are the official statutory financial statements of the Group. The consolidated interim financial statements in the English language have been translated from the Vietnamese version.

2.2 Fiscal year

The Group's fiscal year is from 1 January to 31 December. These consolidated interim financial statements are prepared for the three-month period from 1 January to 31 March.

2.3 Currency

The consolidated interim financial statements are measured and presented in the Vietnamese Dong ("VND"). The Group determines its accounting currency based on the currency which is 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.

In addition, the Group also uses this currency to raise financial resources (such as via issuance of shares or bonds) and regularly collect proceeds from business operations and savings in this currency.

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 interim income statement.

Monetary assets and liabilities denominated in foreign currencies at the consolidated interim balance sheet date are respectively translated at the buying and selling exchange rates at the consolidated interim balance sheet date of the commercial bank where the Group regularly trades. Foreign currencies deposited in banks at the consolidated interim 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 interim income statement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 interim 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 interim 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 years.

Non-controlling transactions and interests

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

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 the Group's interest in subsidiaries is recorded directly in the undistributed earnings under equity.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.5 Basis of consolidation (continued)*****Non-controlling transactions and interests (continued)***

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 the divestment is recognised in the consolidated interim income statement. The retained interest in the entity will be accounted for as either an investment in 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 interim 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 or associate at the date of acquisition. 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 exceeding 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 disposal.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.6 Goodwill (continued)**

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 period.

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 estimated loss that may arise. Bad debts are written off when identified.

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

2.9 Inventories

Properties 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, when 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 period.

2.10 Investments**(a) Investments held-to-maturity**

Investments held-to-maturity are investments which the Group has a positive intention and ability to hold until maturity.

Investments held-to-maturity include term deposits, bonds, preference shares which the issuer is required to buy back in the future and other investments held to maturity. Those investments are initially accounted for at cost. Subsequently, the Board of Management reviews all outstanding investments to determine the amount of provision to be recognised at the period end.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.10 Investments (continued)****(a) Investments held-to-maturity (continued)**

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 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.

Investments held to maturity are classified into short-term and long-term investments held to maturity on the consolidated interim balance sheet based on remaining period from the consolidated interim balance sheet date to the maturity date.

(b) Investments in associates and joint ventures

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

(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 the investees. These investments are accounted for initially at cost. Subsequently, the Board of Management reviews all outstanding investments to determine the amount of provision to recognise at the period end.

Provision for investments in other entities is made when there is a diminution in value of the investments at the period end. Regarding investments in listed shares or those 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 investees make losses, except for the investment which the Board of Management assessed that the recoverable amount is not less than carrying amount.

Changes in the provision balance during the accounting period 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 lendings granted for interest earning 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 be recognised at the period 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 estimated loss that may arise. Changes in the provision balance during the accounting 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 lendings on the consolidated interim balance sheet based on the remaining term as the consolidated interim balance sheet date.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 suitable condition 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, such expenditure is charged to the consolidated interim 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 lives are recorded at historical cost and are not amortised.

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 interim income statement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.13 Fixed assets (continued)***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, which are recorded at cost and comprise of such necessary costs to newly construct, to repair and maintain, to upgrade, to renew or equip the projects with technologies as construction costs; equipment costs; compensation, assistance and resettlement expenses; project management expenditures; construction consulting expenditures; and capitalised borrowing costs for qualifying assets in accordance with the Group's accounting policy. 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 separated 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 consolidated interim income statement over the lease term. 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 consolidated interim income statement on a straight-line basis over the term of the lease.

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, such expenditure is charged to the consolidated interim income statement when incurred.

*Depreciation***(a) Investment properties held for lease**

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 lives are recorded at historical cost and are not amortised.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.15 Investment properties (continued)***(b) Investment properties held for price appreciation*

According to the guidance of Circular No. 200/2014/TT-BTC ("Circular 200") issued by Ministry of Finance on 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 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 are restored to its original costs.

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 interim income statement.

2.16 Prepaid expenses

Prepaid expenses include short-term and long-term prepayments on the consolidated interim 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 their nature as follows:

- Trade accounts payable are trade payables arising from purchase of goods and services; and
- 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 interim balance sheet based on remaining period from the consolidated interim balance sheet date to the maturity date.

2.18 Accrued expenses

Accrued expenses include liabilities for goods and services received in the year but not yet paid due to pending invoices 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 interim balance sheet based on remaining period from the balance sheet date to the maturity date.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.19 Borrowings and finance lease liabilities (continued)**

Borrowing costs that are directly attributable to the construction or production of any qualifying assets are capitalised during the year 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 the assets. The capitalisation rate is the weighted average of the interest rates applicable to the Group's borrowings that are outstanding during the year, other than borrowings made specifically for the purpose of obtaining a qualifying asset. Other borrowing costs are recognised in the consolidated interim 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 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 year during which the employee actually works for the Group less the year during which the employee participates in 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 each employee is entitled to a half of an average monthly salary for 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 interim 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. Unearned revenue is recognised as revenue in the consolidated interim income statement to the extent that recognition criteria have been met.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.23 Convertible bonds**

Convertible bonds are bonds that may be converted into common shares of the same issuer under the conditions identified in the bond issuance scheme.

Upon 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; the 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 the straight line basis.

At maturity, the equity components which are share options are transferred to the share premium account regardless of whether the bond holder exercised the option or not.

2.24 Capital and reserves

Owner's capital is recorded according to the actual amounts contributed at the par value of the shares.

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 represent 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 interim financial statements in the period in which the dividends are approved by the General Meeting of shareholders.

Net 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 Group's charter and Vietnamese regulations.

The Group's funds are as below:

Bonus and welfare fund

The bonus and welfare fund is appropriated from the Group's net profit after BIT as proposed by the Board of Directors and subject to the shareholders' approval at the General Meeting of shareholders. This fund is presented as a liability on the consolidated interim balance-sheet. This fund is used for rewarding, increasing general benefits and improving the welfare of officers and employees.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.26 Revenue recognition****(a) Revenue from real estate sale**

Revenue from real estate sale is recognised in the consolidated interim 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.

For revenue from transferring ground project, once the land has been transferred to customers (regardless of whether the legal procedures of Certificates of Land Use Right have been completed or not) and the contract is irrevocable, revenue is recognised for the sold land when all of the following conditions are satisfied:

- The risks and benefits associated with the land use rights have been transferred to the buyer;
- The amount of revenue can be measured reliably;
- The costs incurred or to be incurred in respect of land transfer transaction can be measured reliably; and
- The Group has received or entitled to receive economic benefits from the sale of land.

(b) Revenue from rendering of services

Revenue from rendering of services is recognised in the consolidated interim 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 interim 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 consolidated interim balance sheet date but before the issuance of the consolidated interim financial statements are recorded as deduction from the revenue of that year.

2.28 Cost of goods sold and services rendered

Cost of goods sold and services rendered are the cost of finished goods, merchandises, materials sold or services rendered during the period, 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 investment 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 the process of selling products, goods, and providing services, which mainly include publicity, display, advertising expenses and sale commissions.

2.31 General and administration expenses

General and administration expenses represent expenses for administrative purposes which mainly include salary expenses of administrative staff; social insurance, medical insurance, labour union fees, unemployment insurance of administrative staff; expenses of office materials, tools and supplies; outside services; and other expenses.

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 income tax should be recognised as an income or an expense and included in the profit or loss of the year, except to the extent that the income tax arises from a transaction or event which is recognised, in the same or a different year, directly in equity.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.32 Current and deferred income tax (continued)**

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 consolidated interim 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 interim 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 the Board of Management 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 interim financial statements in order to help users of consolidated interim financial statements understand and evaluate the Group's operations in a comprehensive way.

2.35 Accounting estimates

The preparation of the consolidated interim financial statements in conformity with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System and applicable regulations on preparation and presentation of consolidated interim 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 interim financial statements and the reported amounts of revenues and expenses during the period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.35 Accounting estimates (continued)**

The areas involving significant estimates and assumptions are as follows:

- Fair value of net asset at acquisition date in business combination;
- Provision for long-term liabilities;
- Accrued expenses;
- Estimated useful lives of fixed assets and investment properties; and
- Goodwill allocation.

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 CASH AND CASH EQUIVALENTS

	31.3.2021 VND	31.12.2020 VND
Cash on hand	792,217,063	808,751,906
Cash in bank	8,247,290,179,277	7,068,925,290,639
Cash equivalents (*)	4,308,156,490,782	4,489,053,513,127
	<u>12,556,238,887,122</u>	<u>11,558,787,555,672</u>

(*) Cash equivalents are term deposits in Vietnamese Dong at commercial banks with original maturity of 3 months or less and earn interest at rates from 2.8% per annum to 5.0% per annum (as at 31 December 2020: from 2.2% per annum to 5.0% per annum).

As at 31 March 2021, cash and cash equivalents of VND838,435 million (as at 31 December 2020: VND860,940 million) was pledged as collateral assets for the bank loans and VND3,223,615 million (as at 31 December 2020: VND2,309,196 million) was managed by bank under purpose of borrowings for each project.

NO VA LAND INVESTMENT GROUP CORPORATION

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4 INVESTMENTS

(a) Investments held-to-maturity

(i) Short-term

	31.3.2021		31.12.2020	
	Cost VND	Book value VND	Cost VND	Book value VND
Term deposits (*)	1,011,977,986,695	1,011,977,986,695	520,449,853,961	520,449,853,961
Bonds	-	-	201,380,000,000	201,380,000,000
	<u>1,011,977,986,695</u>	<u>1,011,977,986,695</u>	<u>721,829,853,961</u>	<u>721,829,853,961</u>

(*) Short-term deposits represent bank deposits in VND with original maturity of more than three months and not exceeding twelve months at the commercial banks with interest rates from 3.7% per annum to 7.5% per annum (as at 31 December 2020: from 3.7% per annum to 7.5% per annum).

As at 31 March 2021, short term deposits of VND340,897 million (as at 31 December 2020: VND356,980 million) were pledged as collateral assets and VND320,050 million (as at 31 December 2020: VND1,600 million) was managed by bank under purpose of borrowings for each project.

NO VA LAND INVESTMENT GROUP CORPORATION

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4 INVESTMENTS (continued)

(a) Investments held-to-maturity (continued)

(ii) Long-term

	31.3.2021		31.12.2020	
	Cost VND	Book value VND	Cost VND	Book value VND
Term deposits (*)	116,014,070,000	116,014,070,000	30,278,610,000	30,278,610,000
Bonds	-	-	205,910,900,000	205,910,900,000
	<u>116,014,070,000</u>	<u>116,014,070,000</u>	<u>236,189,510,000</u>	<u>236,189,510,000</u>

(*) Long-term term deposits represent bank deposits in VND with the remaining terms over twelve months at commercial banks with an interest rate from 4.5% per annum to 7.5% per annum (as at 31 December 2020: 7.5% per annum).

As at 31 March 2021, long-term term deposits of VND116,014 million (as at 31 December 2020: VND30,279 million) were pledged as collateral assets and no term deposits (as at 31 December 2020: nil) was managed by bank under purpose of borrowings for each project.

NO VA LAND INVESTMENT GROUP CORPORATION

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4 INVESTMENTS (continued)

(b) Investments in associates

	31.3.2021			31.12.2020		
	Cost VND	Fair value VND	Provision VND	Cost VND	Fair value VND	Provision VND
Investments in associates	1,644,265,421,980	(*)	-	1,645,203,026,029	(*)	-

Details of investments in associates are as follows:

Name	Principal activity	31.3.2021			31.12.2020		
		Book value VND	Fair value VND	Provision VND	Book value VND	Fair value VND	Provision VND
Phu Dinh Port Joint Stock Company	Support activities related to transportation, real estate business	809,239,011,913	(*)	-	808,355,943,278	(*)	-
Phu Tri Real Estate Investment Commercial Joint Stock Company	Real estate business	585,331,628,400	(*)	-	584,864,202,133	(*)	-
Saigon Golf Company Limited	Real estate business	153,504,533,157	(*)	-	152,688,737,269	(*)	-
Ben Thanh Housing Development and Service Joint Stock Company	Real estate business	76,287,481,090	(*)	-	74,903,246,979	(*)	-
Nova SQN Investment Joint Stock Company	Real estate business	16,609,283,117	(*)	-	21,101,988,860	(*)	-
Hung Ngu Security Joint Stock Company	Security Activities	2,395,471,502	(*)	-	2,378,785,939	(*)	-
Sai Gon Electronics and Industrial Service Joint Stock Company	Electronic components and telecommunications trading	898,012,801	(*)	-	910,121,571	(*)	-
		1,644,265,421,980		-	1,645,203,026,029		-

4 INVESTMENTS (continued)**(b) Investments in associates (continued)**

Movements of the investments in associates during the period/year were as follows:

	For the three-month period ended 31.3.2021 VND	For the year ended 31.12.2020 VND
Beginning of period/year	1,645,203,026,029	5,694,610,841,185
Additional investments in the period/year	-	480,000,000
Transfers from subsidiaries to associates	-	1,391,145,565,872
Loss sharing from investments in associates	(937,604,049)	(2,552,533,101)
Transfers from associates to subsidiaries	-	(5,436,080,847,927)
Dividends received from associates	-	(2,400,000,000)
End of period/year	<u>1,644,265,421,980</u>	<u>1,645,203,026,029</u>

(*) As at 31 March 2021 and 31 December 2020, the Group had not determined the fair value of these investments for disclosure in the consolidated interim financial statements because they do not have listed prices. The fair value of such investments may be different from their book value.

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4 INVESTMENTS (continued)

(c) Investments in other entities

	31.3.2021			31.12.2020		
	Cost VND	Fair value VND	Provision VND	Cost VND	Fair value VND	Provision VND
Investments in other entities	25,349,750,000	(*)	-	9,649,750,000	(*)	-

Details of investments in other entities are as follows:

Name	Principal activity	31.3.2021			31.12.2020		
		Cost VND	Fair value VND	Provision VND	Cost VND	Fair value VND	Provision VND
Nova Hong Ngu Joint Stock Company	Real estate business	15,000,000,000	(*)	-	-	-	-
Hue Travel Company Limited	Tourism services	7,939,750,000	(*)	-	7,939,750,000	(*)	-
Novareal Joint Stock Company	Real estate business	1,000,000,000	(*)	-	1,000,000,000	(*)	-
Novatravel Joint Stock Company	Tourism services	510,000,000	(*)	-	510,000,000	(*)	-
PTN Education Joint Stock Company	Education	450,000,000	(*)	-	200,000,000	(*)	-
Nova Education Group Joint Stock Company	Education	450,000,000	(*)	-	-	-	-
		25,349,750,000			9,649,750,000		

(*) As at 31 March 2021 and 31 December 2020, the Group had not determined the fair value of these investments for disclosure in the consolidated interim financial statements because they do not have listed prices. The fair value of such investments may be different from their book value.

5 SHORT-TERM TRADE ACCOUNTS RECEIVABLE

	31.3.2021 VND	31.12.2020 VND
Trade receivables from sales of real estate		
Third parties (*)	1,790,763,088,327	1,108,041,403,374
Related parties (Note 40(b))	30,638,782,765	30,898,518,971
Trade receivables from rendering of services		
Third parties (*)	311,958,585,978	113,671,026,359
	<u>2,133,360,457,070</u>	<u>1,252,610,948,704</u>

(*) As at 31 March 2021 and 31 December 2020, there was no third party customer with a balance accounting for 10% or more of the total balance of short-term trade accounts receivable. Trade receivables from sales of real estate mainly includes receivables retained by customers and not yet paid until these customers are transferred the ownership certificate.

As at 31 March 2021 and 31 December 2020, the balances of short-term trade accounts receivable which were past due amounted to VND10,263,645,778 and are presented in Note 9.

6 SHORT-TERM PREPAYMENTS TO SUPPLIERS

	31.3.2021 VND	31.12.2020 VND
Third parties		
<i>Green Mark Construction Joint Stock Company</i>	325,364,864,831	286,459,718,262
<i>Sai Gon General Services Joint Stock Company</i>	323,104,203,797	323,104,203,797
<i>Long Hung Agriculture and Construction Services Cooperative</i>	200,000,000,000	-
<i>Sai Gon Coop Investment and Development Joint Stock Company</i>	102,500,000,000	102,500,000,000
<i>Others</i>	854,560,672,043	754,861,758,343
	<u>1,805,529,740,671</u>	<u>1,466,925,680,402</u>

As at 31 March 2021 and 31 December 2020, there was no balance of short-term prepayments to suppliers which was past due or not past due but doubtful.

7 SHORT-TERM LENDINGS**(a) Short-term**

	31.3.2021 VND	31.12.2020 VND
Third parties (*)	<u>3,927,093,447,664</u>	<u>3,019,394,229,338</u>

(*) These are the short-term lendings to third parties which are unsecured and earn interest rates from 3.5% per annum to 18% per annum (as at 31 December 2020: from 3.9% per annum to 18.0% per annum). The terms of these lendings are from 3 to 12 months.

(b) Long-term

	31.3.2021 VND	31.12.2020 VND
Third parties (*)	<u>175,500,000,000</u>	<u>175,500,000,000</u>

(*) These are the long-term lendings which are unsecured, earn interest at a rate of 13% per annum (as at 31 December 2020: 13% per annum) and mature in 36 months.

As at 31 March 2021 and 31 December 2020, there was no balance of short-term lendings which was past due or not past due but doubtful.

8 OTHER RECEIVABLES**(a) Short-term**

	31.3.2021		31.12.2020	
	Cost VND	Provision VND	Cost VND	Provision VND
Deposits for the acquisition of shares (*)	3,680,664,295,518	-	2,637,784,295,518	-
Deposits for the acquisition of land for projects	1,386,827,461,500	-	2,163,427,461,500	-
Project development and investment co-operation (**)	736,230,000,000	-	240,830,000,000	-
Interest receivable from deposits, lending and investment co-operation	563,471,335,707	-	223,725,777,770	-
VAT advance payment	431,273,403,896	-	255,473,517,227	-
Receivables relating to Saigon Golf (***)	388,560,000,000	-	388,560,000,000	-
Advances for projects	348,460,116,391	-	348,422,056,100	-
Receivables relating to transfers of subsidiaries	286,065,500,000	-	776,065,500,000	-
Advance for divestment	196,000,000,000	-	196,000,000,000	-
Deposits for projects	78,254,134,192	-	78,254,134,192	-
Others	866,830,273,683	-	760,784,673,783	-
	<u>8,962,636,520,887</u>	<u>-</u>	<u>8,069,327,416,090</u>	<u>-</u>

8 OTHER RECEIVABLES (continued)**(a) Short-term (continued)**

In which, the balances with related parties and third parties were as follows:

	31.3.2021		31.12.2020	
	Cost VND	Provision VND	Cost VND	Provision VND
Third parties	8,328,130,374,344	-	7,434,445,536,788	-
Related parties (Note 40(b))	634,506,146,543	-	634,881,879,302	-
	<u>8,962,636,520,887</u>	<u>-</u>	<u>8,069,327,416,090</u>	<u>-</u>

(*) These are deposits for share acquisition of companies in which the Group is investing. These deposits will be recognised as investments in subsidiaries or associates when the Group completes the share transfers.

(**) 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 the agreed sharing ratios in the agreements. In addition, for some contracts, the Group will receive a fixed profits according to the payment schedule agreed in the contracts.

(***) These are receivables according to the Cancellation Agreement of a Capital transfer contract for an amount of VND645,444,132,075 and the return of the additional capital contributed to Saigon Golf of VND388,560,000,000. In 2019, the Group fully received the amount of VND645,444,132,075.

(b) Long-term

	31.3.2021		31.12.2020	
	Cost VND	Provision VND	Cost VND	Provision VND
Project development and investment co-operation (*)	19,196,033,000,000	-	17,138,503,000,000	-
Deposits for projects (**)	218,007,071,318	-	217,686,512,499	-
Others	131,604,846,799	-	112,083,465,839	-
	<u>19,545,644,918,117</u>	<u>-</u>	<u>17,468,272,978,338</u>	<u>-</u>

(*) 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 project. The Group will receive profits at the end of the project in accordance with the agreed sharing ratios in the agreements. In addition, for some contracts, the Group will receive a fixed profits according to the payment schedule agreed in the contracts.

(**) This balance represents long-term deposits at the Department of Planning and Investment as an amount guaranteed for performing projects.

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8 OTHER RECEIVABLES (continued)**(b) Long-term (continued)**

In which, the balances with related parties and third parties were as follows:

	31.3.2021		31.12.2020	
	Cost VND	Provision VND	Cost VND	Provision VND
Third parties	19,323,244,918,117	-	17,038,542,978,338	-
Related parties (Note 40(b))	222,400,000,000	-	429,730,000,000	-
	<u>19,545,644,918,117</u>	<u>-</u>	<u>17,468,272,978,338</u>	<u>-</u>

As at 31 March 2021 and 31 December 2020, there was no balance of other short-term or long-term receivables which was past due or not past due but doubtful.

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9 DOUBTFUL DEBTS

	31.3.2021				31.12.2020			
	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	1,960	10,263,645,778	-	10,263,645,778	1,870

10 INVENTORIES**(a) Inventories**

	31.3.2021		31.12.2020	
	Cost VND	Provision VND	Cost VND	Provision VND
Properties under construction (i)	80,261,032,480,831	-	81,189,083,626,545	-
Finished properties (ii)	8,673,715,625,623	(2,090,238,024)	5,565,206,483,719	(3,001,730,408)
Property merchandises	102,949,300,000	-	102,949,300,000	-
Other goods	7,526,390,135	-	10,668,741,916	-
	<u>89,045,223,796,589</u>	<u>(2,090,238,024)</u>	<u>86,867,908,152,180</u>	<u>(3,001,730,408)</u>
Provision for decline in value of inventories	(2,090,238,024)		(3,001,730,408)	
	<u>89,043,133,558,565</u>		<u>86,864,906,421,772</u>	

Movements in the provision for decline in value of inventories during the period/year were as follows:

	For the three-month period ended 31.3.2021 VND	For the year ended 31.12.2020 VND
Beginning of period/year	(3,001,730,408)	(3,643,929,970)
Reversal	911,492,384	642,199,562
End of period/year	<u>(2,090,238,024)</u>	<u>(3,001,730,408)</u>

(i) As at 31 March 2021, 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 March 2021, the balance presents the properties in construction completion for sale.

As at 31 March 2021, the Group's inventories of VND25,874,821 million (as at 31 December 2020: VND28,480,681 million) were pledged as collateral assets for borrowings.

Total interest capitalised in the value of inventories during the three-month period ended 31 March 2021 was VND957,110 million (year ended 31 December 2020: VND3,091,754 million).

(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.

11 PREPAID EXPENSES**(a) Short-term**

	31.3.2021 VND	31.12.2020 VND
Tools and equipment	22,925,479,675	23,741,270,524
Others	131,826,853,998	84,919,021,892
	<u>154,752,333,673</u>	<u>108,660,292,416</u>

(b) Long-term

	31.3.2021 VND	31.12.2020 VND
Deferred expenses in accordance with revenue	394,066,682,462	322,584,457,039
Tools and equipment	20,450,180,833	21,280,033,354
Prepayment expenses for office and rental property renovation	10,721,867,932	12,038,068,275
Others	62,394,668,187	63,860,613,165
	<u>487,633,399,414</u>	<u>419,763,171,833</u>

Movements in long-term prepaid expenses during the period/year were as follows:

	For the three-month period ended 31.3.2021 VND	For the year ended 31.12.2020 VND
Beginning of period/year	419,763,171,833	262,799,866,843
Purchase	100,767,892,535	320,171,879,182
Transfers from construction in progress	-	7,027,785,503
Change from acquisition of subsidiaries	-	176,125,718
Allocation	(32,895,418,079)	(74,526,489,557)
Transfers to short-term prepaid expenses	(1,300,000)	-
Disposals	(946,875)	(54,053,997,064)
Changes due to disposal of subsidiaries	-	(41,831,998,792)
End of period/year	<u>487,633,399,414</u>	<u>419,763,171,833</u>

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12 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 2021	917,689,637,979	62,719,452,617	223,479,187,374	73,498,854,131	453,139,091	1,277,840,271,192
New purchases	163,500,000	612,077,273	9,249,236,545	1,076,620,000	-	11,101,433,818
Other decrease	(399,724,351)	-	-	-	-	(399,724,351)
As at 31 March 2021	917,453,413,628	63,331,529,890	232,728,423,919	74,575,474,131	453,139,091	1,288,541,980,659
Accumulated depreciation						
As at 1 January 2021	(56,186,818,972)	(18,859,144,158)	(63,204,041,014)	(37,429,688,870)	(246,427,841)	(175,926,120,855)
Charge for the period	(5,137,240,946)	(1,970,843,948)	(6,419,661,590)	(3,396,372,722)	(11,345,634)	(16,935,464,840)
Reclassification	-	(11,721,952)	-	11,721,952	-	-
As at 31 March 2021	(61,324,059,918)	(20,841,710,058)	(69,623,702,604)	(40,814,339,640)	(257,773,475)	(192,861,585,695)
Net book value						
As at 1 January 2021	861,502,819,007	43,860,308,459	160,275,146,360	36,069,165,261	206,711,250	1,101,914,150,337
As at 31 March 2021	856,129,353,710	42,489,819,832	163,104,721,315	33,761,134,491	195,365,616	1,095,680,394,964

The historical cost of fully depreciated tangible fixed assets but still in use as at 31 March 2021 was VND47,258 million (as at 31 December 2020: VND43,620 million)

As at 31 March 2021, tangible fixed assets of the Group amounting to VND796,721 million (as at 31 December 2020: VND808,010 million) were pledged as security for the short-term and long-term borrowings granted to the Group (Note 23).

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13 INTANGIBLE FIXED ASSETS

	Land use rights VND	Brand name and trademark VND	Software VND	Total VND
Historical cost				
As at 1 January 2021 and 31 March 2021	57,754,517,947	30,000,000	105,856,629,560	163,641,147,507
Accumulated amortisation				
As at 1 January 2021	-	(30,000,000)	(47,083,697,425)	(47,113,697,425)
Charge for the period	-	-	(4,944,974,582)	(4,944,974,582)
As at 31 March 2021	-	(30,000,000)	(52,028,672,007)	(52,058,672,007)
Net book value				
As at 1 January 2021	57,754,517,947	-	58,772,932,135	116,527,450,082
As at 31 March 2021	57,754,517,947	-	53,827,957,553	111,582,475,500

Historical cost of fully depreciated tangible fixed assets but still in use as at 31 March 2021 was VND16,265 million (as at 31 December 2020: VND12,302 million).

As at 31 March 2021, intangible fixed assets of the Group with a total net book value of VND56,360 million (as at 31 December 2020: VND56,360 million) were pledged as security for the short-term and long-term borrowings granted to the Group (Note 23).

14 INVESTMENT PROPERTIES

	Land use rights VND	Buildings VND	Total VND
Historical cost			
As at 1 January 2021	75,092,806,364	3,023,731,583,228	3,098,824,389,592
Transfers from inventories	-	8,446,232,345	8,446,232,345
Transfers from construction in progress (Note 15)	-	8,323,732,141	8,323,732,141
Other increase	-	10,308,662,409	10,308,662,409
Transfers to inventories	-	(103,490,037,291)	(103,490,037,291)
As at 31 March 2021	75,092,806,364	2,947,320,172,832	3,022,412,979,196
Accumulated amortisation			
As at 1 January 2021	-	(274,576,638,672)	(274,576,638,672)
Charge for the period	-	(16,159,700,078)	(16,159,700,078)
Transfers to inventories	-	3,409,633,254	3,409,633,254
As at 31 March 2021	-	(287,326,705,496)	(287,326,705,496)
Net book value			
As at 1 January 2021	75,092,806,364	2,749,154,944,556	2,824,247,750,920
As at 31 March 2021	75,092,806,364	2,659,993,467,336	2,735,086,273,700

Investment properties are mainly for leases. As at 31 March 2021, investment properties with a carrying value of VND1,328,634 million (as at 31 December 2020: VND1,341,854 million) were pledged with banks as security for short-term and long-term borrowings granted to the Group.

15 CONSTRUCTION IN PROGRESS

	31.3.2021 VND	31.12.2020 VND
Purchase of assets	55,876,759,903	46,231,344,533
Office repairs and maintenance	12,593,764,773	35,051,272,503
Showhouses	11,421,079,161	19,537,947,677
Others	2,952,296,769	2,952,296,769
	82,843,900,606	103,772,861,482

15 CONSTRUCTION IN PROGRESS (continued)

Movements in the construction in progress during the period/year were as follows:

	For the three-month period ended 31.3.2021 VND	For the year ended 31.12.2020 VND
Beginning of period/year	103,772,861,482	668,092,545,428
Increase in the period/year	9,852,278,995	95,090,107,397
Transfer to tangible fixed asset	-	(555,104,739,882)
Transfer to investment properties (Note 14)	(8,323,732,141)	(15,891,354,449)
Transfer to short-term prepaid expense	-	(8,171,185,859)
Transfer to long-term prepaid expense	-	(7,027,785,503)
Other decreases	(22,457,507,730)	(73,214,725,650)
End of period/year	<u>82,843,900,606</u>	<u>103,772,861,482</u>

16 GOODWILL

Movements in goodwill during the period/year were as follows:

	For the three-month period ended 31.3.2021 VND	For the year ended 31.12.2020 VND
Beginning of period/year	5,950,842,141,656	6,841,457,940,364
Increases	-	533,913,574,783
Allocation (Note 35)	(205,513,530,263)	(849,398,206,508)
Decrease due to disposal of subsidiaries	-	(575,131,166,983)
End of period/year	<u>5,745,328,611,393</u>	<u>5,950,842,141,656</u>

17 SHORT-TERM TRADE ACCOUNTS PAYABLE

	31.3.2021		31.12.2020	
	Value VND	Able-to-pay amount VND	Value VND	Able-to-pay amount VND
Third parties				
<i>Henry Enterprise Group</i>				
<i>Company Limited</i>	619,680,395,588	619,680,395,588	619,680,395,588	619,680,395,588
<i>Others</i>	2,056,678,993,319	2,056,678,993,319	2,177,227,030,979	2,177,227,030,979
	<u>2,676,359,388,907</u>	<u>2,676,359,388,907</u>	<u>2,796,907,426,567</u>	<u>2,796,907,426,567</u>

As at 31 March 2021 and 31 December 2020, the Company had no short-term trade accounts payable overdue.

18 SHORT-TERM ADVANCES FROM CUSTOMERS

The short-term advances from customers mainly include 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 March 2021 and 31 December 2020, there were no customers accounting for 10% or more of the total balance.

19 TAXES AND (RECEIVABLES FROM)/PAYABLES TO THE STATE**(a) Taxes and other receivables from the State**

	31.3.2021 VND	31.12.2020 VND
VAT to be reclaimed	945,807,189,878	1,100,087,503,087
Business income tax temporarily paid 1%	80,369,825,775	46,308,221,699
Overpaid business income tax	5,895,579,294	4,908,389,539
Others	143,619,798	78,747,540
	<u>1,032,216,214,745</u>	<u>1,151,382,861,865</u>

(b) Taxes and other payables to the State

	31.3.2021 VND	31.12.2020 VND
Business income tax	459,310,413,690	148,984,016,642
Value added tax on domestic sales	254,591,035,922	83,607,440,253
Personal income tax	19,827,687,676	19,547,359,751
Others	32,895,205,995	30,296,604,339
	<u>766,624,343,283</u>	<u>282,435,420,985</u>

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19 TAXES AND (RECEIVABLES FROM)/PAYABLES TO THE STATE (continued)

Movements of tax and (receivables from)/payables to the State during the period were as below:

	As at 1.1.2021 VND	Arose during the period VND	Netted off VND	Settled during the period VND	As at 31.3.2021 VND
(a) Tax receivables					
VAT to be reclaimed	(1,100,087,503,087)	(219,377,667,810)	373,657,981,019	-	(945,807,189,878)
Business income tax temporarily paid 1%	(46,308,221,699)	(4,405,965,547)	6,356,197,792	(36,011,836,321)	(80,369,825,775)
Overpaid business income tax	(4,908,389,539)	-	(987,189,755)	-	(5,895,579,294)
Others	(78,747,540)	(64,872,258)	-	-	(143,619,798)
	<u>(1,151,382,861,865)</u>	<u>(223,848,505,615)</u>	<u>379,026,989,056</u>	<u>(36,011,836,321)</u>	<u>(1,032,216,214,745)</u>
(b) Tax payables					
Business income tax	148,984,016,642	462,164,932,984	(5,369,008,037)	(146,469,527,899)	459,310,413,690
VAT on domestic sales	83,607,440,253	739,877,326,957	(373,657,981,019)	(195,235,750,269)	254,591,035,922
Personal income tax	19,547,359,751	37,779,879,788	-	(37,499,551,863)	19,827,687,676
Land use tax	-	121,759,775	-	(121,759,775)	-
Others	30,296,604,339	48,092,770,542	-	(45,494,168,886)	32,895,205,995
	<u>282,435,420,985</u>	<u>1,288,036,670,046</u>	<u>(379,026,989,056)</u>	<u>(424,820,758,692)</u>	<u>766,624,343,283</u>

NO VA LAND INVESTMENT GROUP CORPORATION
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20 PAYABLES TO EMPLOYEES

	31.3.2021 VND	31.12.2020 VND
13 th month salary, bonus	21,619,715,200	64,585,059,723
Salary	4,526,595,584	4,215,077,115
	<u>26,146,310,784</u>	<u>68,800,136,838</u>

21 SHORT-TERM ACCRUED EXPENSES

	31.3.2021 VND	31.12.2020 VND
Constructions costs	3,058,984,599,114	1,761,909,529,797
Interest on borrowings and investment co-operation	1,019,275,216,416	1,450,714,482,415
Others	171,277,898,362	309,341,241,769
	<u>4,249,537,713,892</u>	<u>3,521,965,253,981</u>

In which, the balances with related parties and third parties are as follows:

	31.3.2021 VND	31.12.2020 VND
Third parties	4,216,871,864,438	3,496,245,474,982
Related parties (Note 40(b))	32,665,849,454	25,719,778,999
	<u>4,249,537,713,892</u>	<u>3,521,965,253,981</u>

22 OTHER PAYABLES
(a) Short-term

	31.3.2021 VND	31.12.2020 VND
Project development and investment co-operation (Note 22 (b)(*))	1,760,550,000,000	2,840,024,720,000
Payables relating to acquisition of subsidiaries	1,955,783,324,858	1,935,783,324,858
Maintenance fund payables (i)	413,267,597,732	365,712,634,195
Deposits for purchases of properties	219,059,219,835	491,532,770,576
Payables relating to deposits received for contracts which were liquidated	-	120,000,000,000
Others	342,969,583,325	342,895,533,572
	<u>4,691,629,725,750</u>	<u>6,095,948,983,201</u>

- (i) The maintenance fund payables represent 2% of the total net value of the contracts which the Group collects from the residents for the maintenance of apartments. This amount will be transferred to the relevant Residence Committees when they have been established.

22 OTHER PAYABLES (continued)**(b) Long-term**

	31.3.2021	31.12.2020
	VND	VND
Project development and investment co-operation (*)	42,494,039,532,973	37,460,272,787,973
Others	6,935,190,719	6,344,384,469
	<u>42,500,974,723,692</u>	<u>37,466,617,172,442</u>

(*) The balance represents the amount received 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 profits at the end of the projects based on the agreed sharing ratio between parties in the agreements. 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 March 2021 and 31 December 2020, there was no balance of other short-term and long-term payables which was past due or not past due but doubtful.

NO VA LAND INVESTMENT GROUP CORPORATION

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23 BORROWINGS AND FINANCE LEASE LIABILITIES

	As at 1.1.2021 VND	Increase VND	Decrease VND	Current portion of long-term borrowings VND	As at 31.3.2021 VND
(a) Short-term					
- Bank loans (*)	5,149,902,573,485	108,674,490,315	(1,285,364,606,007)	1,848,506,967,646	5,821,719,425,439
- Bonds (**)	3,241,400,000,000	-	(400,000,000,000)	-	2,841,400,000,000
- Borrowings from third parties (***)	5,730,706,019,914	4,943,398,415,592	(3,371,912,254,912)	208,935,000,000	7,511,127,180,594
- Borrowings from related parties (Note 40(b))	448,220,346,330	-	-	-	448,220,346,330
- Costs of issuing bonds	(26,114,767,533)	(46,600,000)	12,327,428,959	-	(13,833,938,574)
	14,544,114,172,196	5,052,026,305,907	(5,044,949,431,960)	2,057,441,967,646	16,608,633,013,789
(b) Long-term					
- Bank loans (*)	11,091,782,735,510	3,994,591,039	(76,442,496,000)	(1,848,506,967,646)	9,170,827,862,903
- Bonds (**)	22,579,488,000,000	224,729,200,000	(3,974,211,350,000)	-	18,830,005,850,000
- Borrowings from third parties (***)	1,044,675,000,000	-	(1,620,000,000)	(208,935,000,000)	834,120,000,000
- Cost of issuing bonds	(358,729,656,614)	(48,157,800,000)	109,238,902,812	-	(297,648,553,802)
	34,357,216,078,896	180,565,991,039	3,943,034,943,188	(2,057,441,967,646)	28,537,305,159,101

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(*) Details of bank loans:

	31.3.2021 VND	31.12.2020 VND
Short-term		
Credit Suisse AG - Singapore Branch (i)	1,738,178,500,000	1,595,748,000,000
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (i)	6,462,500,000	2,937,500,000
Vietnam Prosperity Joint Stock Commercial Bank (ii)	1,189,072,000,000	1,189,072,000,000
Vietnam Prosperity Joint Stock Commercial Bank (iii)	497,635,000,000	561,892,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland (iv)	436,754,500,000	269,294,000,000
The Shanghai & Savings Bank, Ltd. Offshore Banking Branch (iv)	75,302,500,000	46,430,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 1 (iv)	14,950,000,000	9,200,000,000
Credit Suisse AG - Singapore Branch (v)	414,163,750,000	414,968,125,000
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (v)	2,937,500,000	
Vietnam Prosperity Joint Stock Commercial Bank (vi)	300,000,000,000	300,000,000,000
Nam A Commercial Joint Stock Bank - Ly Thuong Kiet Branch (vii)	243,000,000,000	243,000,000,000
Joint Stock Commercial Bank for Foreign Trade of Vietnam - South Saigon Branch (viii)	241,036,924,306	238,076,994,780
Vietnam Prosperity Joint Stock Commercial Bank (ix)	150,000,000,000	75,000,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade – Ho Chi Minh City Branch (x)	129,166,666,667	-
Vietnam Joint Stock Commercial Bank for Industry and Trade – Ho Chi Minh City Branch (xi)	124,646,820,150	-
Industrial and Commercial Bank of China Limited - Hanoi City Branch (xii)	92,800,000,000	44,800,000,000
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (xiii)	74,000,000,000	74,000,000,000
Deutsche Investitions-und Entwicklungsgesellschaft mbH (xiv)	66,199,998,676	66,328,570,102
Ho Chi Minh City Development Joint Stock Commercial Bank - Headquarter (xiv)	100,000,000	100,000,000
Phuong Dong Commercial Joint Stock Bank - District 4 Branch (xv)	25,312,765,640	18,166,784,811
Bank for Investment and Development of Vietnam	-	888,598,792
	<u>5,821,719,425,439</u>	<u>5,149,902,573,485</u>



23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(*) Details of bank loans (continued)

	31.3.2021 VND	31.12.2020 VND
Long term		
Credit Suisse AG - Singapore Branch (i)	3,332,941,500,000	4,206,972,000,000
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (i)	17,037,500,000	20,562,500,000
Vietnam Prosperity Joint Stock Commercial Bank (ii)	296,856,000,000	594,124,000,000
Vietnam Prosperity Joint Stock Commercial Bank (iii)	-	76,216,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland (iv)	201,579,000,000	403,941,000,000
The Shanghai & Savings Bank, Ltd. Offshore Banking Branch (iv)	34,755,000,000	69,645,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 1 (iv)	6,900,000,000	13,800,000,000
Credit Suisse AG - Singapore Branch (v)	1,091,886,250,000	1,094,006,875,000
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (v)	20,562,500,000	23,500,000,000
Vietnam Prosperity Joint Stock Commercial Bank (vi)	225,000,000,000	300,000,000,000
Vietnam Prosperity Joint Stock Commercial Bank (ix)	300,000,000,000	375,000,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch (x)	1,420,833,333,333	1,550,000,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch (xi)	1,371,115,021,650	1,495,761,841,800
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (xiii)	55,500,000,000	74,000,000,000
Deutsche Investitions-und Entwicklungsgesellschaft mbH (xiv)	364,100,001,986	364,807,144,847
Ho Chi Minh City Development Joint Stock Commercial Bank - Headquarter (xiv)	600,000,000	600,000,000
Phuong Dong Commercial Joint Stock Bank - District 4 Branch (xv)	226,361,755,934	224,046,373,863
Vietnam Maritime Commercial Joint Stock Bank - Ho Chi Minh City Branch (xvi)	204,800,000,000	204,800,000,000
	<u>9,170,827,862,903</u>	<u>11,091,782,735,510</u>

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (i) These are borrowings with a credit facility of USD251,000,000 to Nova Hospitality Joint Stock Company, including 2 loans 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 March 2021, these borrowings had been disbursed fully with an amount of USD250,000,000. These borrowings are secured by a project in District 2, Ho Chi Minh City and a project in Xuyen Moc District, Ba Ria Vung Tau Province.
 - 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 is 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.
- (ii) These are borrowings in Vietnamese Dong with an 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 March 2021, the Group's outstanding balance was VND1,485,928,000,000. The interest rate applied is the lender'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 subsidiaries and associates, and the property rights arising from compensation for land clearance in District 2, Ho Chi Minh City.
- (iii) These are borrowings in Vietnamese Dong with an amount of VND1,200,000,000,000, with a term of forty-eight (48) months from the first disbursement date in July 2018. Interest rate is 12% per annum and is adjusted every three (3) months. The loan is secured by the shares and capital contributions of the Group's subsidiaries and property rights arising from land clearance compensation in District 2, Ho Chi Minh City.
- (iv) These are syndicated loans which Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 1 is the facility agent and the arranger agent. Loan amount is USD35,000,000, in which with respective parties as Vietinbank - Branch 1 (USD1 million, equivalent to VND23 billion), Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland (USD29 million) and The Shanghai & Savings Bank, Ltd. Offshore Banking Branch (USD5 million), for a term of thirty (30) months. The borrowing in USD is bearing an interest of 3-month LIBOR plus a margin of 5.5% per annum and the borrowing in Vietnamese Dong is bearing an interest 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.

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (v) These are borrowings with a credit facility of USD251,000,000 to Nova Hospitality Joint Stock Company, including 2 loans 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. These borrowings are secured by a project in Phan Thiet City, Binh Thuan Province and a project in District 3, Ho Chi Minh City. Until 31 March 2021, these borrowings had been disbursed partially for an amount of USD100,000,000 and USD35,000,000 had been repaid. As at 31 March 2021, the Group's outstanding balance was USD65,000,000.
 - 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 is 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.
- (vi) These are borrowings in Vietnamese Dong with an amount of VND600,000,000,000 for a term of sixty (60) months since the first drawdown date of 29 December 2017. This loan bears an interest rate of the lender's highest rate of the twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) of 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 subsidiaries.
- (vii) These are borrowings in Vietnamese Dong with a credit limit of VND243,000,000,000 for a term of 12 months since the drawdown date to finance the working capital. The interest rate is 7.9% per annum. These borrowings are secured by deposit contracts at the lender.
- (viii) These are borrowings in Vietnamese Dong under a credit facility of VND250,000,000,000 for a term of eleven (11) months to finance the working capital of the Group. Interest rates are specified in individual drawdown. As at 31 March 2021, the Group's outstanding balance was VND241,036,924,306 which bears interest at rates from 5.9% per annum to 6.56% per annum. These borrowings are secured by deposit contracts at the lender ensuring the total value of collateral assets exceed the outstanding balance at all time, by 10%.
- (ix) These are borrowings in Vietnamese Dong with the amount of VND450,000,000,000 for a term of 36 months since the drawdown on 3 March 2020 and the grace period is 18 months since the drawdown date. The principals are repaid on a three-month basis. Interest rate is 11.5% per annum for the first two (2) months, and at a rate of Vietnam Prosperity Joint Stock Commercial Bank's twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) plus a margin of 4.35% per annum but not lower than 11.5% per annum from the third (3rd) month onwards. These borrowings are secured by the land use rights and assets formed in the future of a Project in Khanh Hoa Province and contributed capital of the Developer.
- (x) These are borrowings in Vietnamese Dong with an amount of VND1,550,000,000,000 for a term of forty-eight (48) months since the first drawdown date. The loan bears an interest at 11.0% per annum and the loan 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 loan is secured by all of the Group's contributed capital in the subsidiary and the property rights under the project in Tam Phuoc Ward, Bien Hoa City, Dong Nai Province.

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (xi) These are borrowings in Vietnamese Dong with an amount of VND1,511,000,000,000 for a term of forty-eight (48) months since the first drawdown date. The loan bears an interest at 11.0% per annum and the loan 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 loan is secured by all of the Group's contributed capital in the subsidiary and the real estate, property rights under the project in Tam Phuoc Ward, Bien Hoa City, Dong Nai Province. As at 31 March 2021, these borrowings were disbursed of VND1,495,761,841,800.
- (xii) 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 rate is being specified in each drawdown. As at 31 March 2021, the Group had an outstanding balance of VND 92,800,000,000 with an interest rate of 6.5% per annum. The loan is secured by shares of the Company owned by the shareholders.
- (xiii) 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 on 29 December 2017. The principals are repaid 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).
- (xiv) These are borrowings with a credit facility of USD20,000,000 and VND700,000,000 to No Va Land Investment Group Corporation, including 2 loans 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 5.1% 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 principals are repaid 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) in Ho Chi Minh City Development Joint Stock Commercial Bank plus the 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.

- (xv) These are borrowings in Vietnamese Dong with a credit limit of VND300,000,000,000 for a term of 12 years since the drawdown on 19 February 2019 and the grace period is 24 months since the drawdown date. After the grace period, the principal is repaid 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 OCB 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.

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(xvi) These are borrowings in Vietnam Dong with an amount under the Debt Receipt of VND204,800,000,000 for a term of thirty-six (36) months from the first disbursement date. Loan interest rate is 10% per annum for the first interest period and then is adjusted every six (06) months at the highest interest rate of twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) at Vietnam Maritime Commercial Joint Stock Bank plus a margin of 3.5% per annum but not lower than 10% per annum. This loan is secured by land use rights and property rights of the Group and the Group's subsidiaries in Ho Chi Minh City.

(**) Details of issued bonds are:

	31.3.2021 VND	31.12.2020 VND
Short-term		
Bonds issued at par		
Tien Phong Commercial Joint Stock Bank (i)	700,000,000,000	700,000,000,000
MB Securities Joint Stock Company (ii)	480,000,000,000	480,000,000,000
MB Securities Joint Stock Company (iii)	410,000,000,000	410,000,000,000
MB Securities Joint Stock Company (iv)	300,000,000,000	300,000,000,000
Yuanta Securities Vietnam Company Limited (v)	256,700,000,000	256,700,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (vi)	214,000,000,000	214,000,000,000
Vietnam Public Joint Stock Commercial Bank		
- Sai Gon Branch (vii)	200,000,000,000	200,000,000,000
Tien Phong Commercial Joint Stock Bank (viii)	140,000,000,000	140,000,000,000
Vietnam Public Joint Stock Commercial Bank		
- Sai Gon Branch (ix)	75,000,000,000	75,000,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (x)	65,700,000,000	65,700,000,000
MB Securities Joint Stock Company	-	400,000,000,000
	<u>2,841,400,000,000</u>	<u>3,241,400,000,000</u>

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(**) Details of issued bonds are: (continued)

	31.3.2021 VND	31.12.2020 VND
Long-term		
Bonds issued at par		
Vietnam Public Joint Stock Commercial Bank		
- Sai Gon Branch (vii)	1,100,000,000,000	1,100,000,000,000
Vietnam Public Joint Stock Commercial Bank		
- Sai Gon Branch (ix)	425,000,000,000	425,000,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (x)	591,300,000,000	591,300,000,000
Vietnam Prosperity Joint Stock Commercial Bank (xi)	7,000,000,000,000	7,000,000,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xii)	2,600,000,000,000	2,600,000,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xiii)	1,800,000,000,000	1,950,000,000,000
The Bank of New York Mellon, London Branch (xiv)	1,564,005,850,000	5,413,338,000,000
Techcom Securities Joint Stock Company (xv)	1,290,000,000,000	1,290,000,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xvi)	749,700,000,000	749,700,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xvii)	600,000,000,000	600,000,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xviii)	350,000,000,000	350,000,000,000
Bank for Investment & Development of Vietnam		
Securities Company (xix)	360,000,000,000	110,150,000,000
Agribank Securities Joint Stock Company (xx)	200,000,000,000	200,000,000,000
Viet Dragon Securities Corporation (xxi)	200,000,000,000	200,000,000,000
	<u>18,830,005,850,000</u>	<u>22,579,488,000,000</u>

23 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: total par value of VND500,000,000,000 with a term of 18 months, maturing in 2020.
- Bond B: total par value of VND300,000,000,000 with a term of 24 months, maturing in 2020.
- Bond C: total par value of VND700,000,000,000 with a term of 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. Until 31 March 2021, bond A and bond B were settled.

- (ii) Bonds issued at par value in Vietnamese Dong with MB Securities Joint Stock Company as an agent, with total par value of VND480,000,000,000, maturing in August 2021. The interest rate is fixed at 10.5% per annum. These bonds are secured by shares of the Company owned by shareholders. The total value which was successfully issued as at 31 March 2021 is VND480,000,000,000.

- (iii) 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 Vietnam, 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 Vietnam, 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.

- (iv) Bonds issued at par value in Vietnamese Dong to MB Securities Joint Stock Company including:

- The package of bonds with a par value of VND100,000,000,000, maturing in April 2021, bearing an interest rate of 10.5% per annum. These bonds are secured by shares of the Company owned by the shareholders.
- The package of bonds with a par value of VND200,000,000,000, maturing in May 2021, bearing an interest rate of 10.5% per annum. These bonds are secured by shares of the Company owned by the shareholders.

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (v) Bonds issued at par value in Vietnamese Dong with Yuanta Securities Vietnam Company Limited as an agent, with total par value of VND400,000,000,000. These bonds mature in August 2021 and bear an interest rate at 10.5% per annum. The total value which were successfully issued as at 31 March 2021 is VND256,700,000,000. These bonds are secured by shares of the Company owned by shareholders.
- (vi) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch with a total par value of VND214,000,000,000, maturing in June 2021. The interest rate for the first quarter is 10% per annum, after that the interest rate is floating and adjusted every three (3) months and defined as the twelve-month normal saving deposits from individuals in Vietnamese Dong (paid in arrears) by Military Commercial Joint Stock Bank plus a margin of 2.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province, contributed capital at the project's Developer and a part of contributed capital at the parent company of the project's Developer.
- (vii) 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.
- (viii) 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 twelve 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. Until 31 March 2021, the Group has repurchased VND60,000,000,000 of par value according to the fixed payment schedule, the remaining balance of bonds is VND140,000,000,000.
- (ix) 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.
- (x) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch with a total par value of VND657,000,000,000, maturing in June 2025. The interest rate for the first interest period is 10% per annum, after that the interest rate is floating and adjusted every three (3) months and defined at the rate of the twelve-month normal saving deposits from individuals in Vietnamese Dong (paid in arrears) by Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province, and all contributed capital of a Group's subsidiary.

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (xi) Bonds issued at par value in Vietnamese Dong, advised by VPS Securities Joint Stock Company, including three (3) bonds with total par value of VND7,000,000,000,000:

- Bond 1: total par value of VND3,000,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 2: total par value of VND1,500,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 3: total par value of VND2,500,000,000,000 with a term of 36 months, maturing in 2023.

The interest rate of these bonds is 11% per annum for the first interest period. After that, the interest rate will be adjusted every three (3) months at a reference interest rate plus a margin of 3.9% per annum. The reference interest rate is defined as the highest interest rate of normal saving deposits in Vietnamese Dong from individuals (paid in arrears) for the term of twelve months (or equivalent term) announced at the reference bank at the interest rate determination date. These bonds are non-convertible, not accompanied by warrants, and are secured by property rights related to a project in District 2, Ho Chi Minh City.

- (xii) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, including four (4) bonds with total par value of VND2,600,000,000,000. The details are as follows:

- Bond 1: total par value of VND600,000,000,000 with a term of 24 months, maturing in 2022.
- Bond 2: total par value of VND600,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 3: total par value of VND600,000,000,000 with a term of 48 months, maturing in 2024.
- Bond 4: total par value of VND800,000,000,000 with a term of 60 months, maturing in 2025.

The interest rate of these bonds is 10% per annum for the first year. After that, the interest rate will be defined at a rate of the twelve-month saving deposits in Vietnamese Dong from individuals (paid in arrears) of Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province and contributed capital at the project's Developer.

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (xiii) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, including five (5) bonds with total par value of VND1,950,000,000,000, including:

- Bond 1: total par value of VND150,000,000,000 with a term of 24 months, maturing in 2022.
- Bond 2: total par value of VND245,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 3: total par value of VND610,000,000,000 with a term of 48 months, maturing in 2024.
- Bond 4: total par value of VND610,000,000,000 with a term of 60 months, maturing in 2025.
- Bond 5: total par value of VND335,000,000,000 with a term of 72 months, maturing in 2026.

The interest rate of these bonds is 10% per annum for the first year. After that, the interest rate then will be defined at a rate of the twelve-month normal saving deposits in Vietnamese Dong from individuals (paid in arrears) of Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province and contributed capital at the project's Developer. Until 31 March 2021, bond 1 was early settled.

- (xiv) 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 amounting to 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 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 the Company's share price with an adjustment not exceeding 75% of the Initial Conversion Price, VND56,062.5 per share. Until 31 March 2021, total bonds repurchased and converted into shares was USD172,615,000 of par value, the remaining balance of bonds is USD67,385,000.

- (xv) These are bonds issued at par value in Vietnam Dong arranged by Techcom Securities Joint Stock Company with a total par value of VND1,290,000,000,000 and the final maturity date in 2022. The interest rate for the first four (4) interest periods is fixed at 10.5% per annum. The interest rate from the 5th interest period will be adjusted every three (3) months at the reference interest rate at the time of adjustment plus a margin of 4.2% per annum. The reference rate is calculated by average of the interest rate offered for twelve-month saving deposits from individuals in Vietnamese Dong by four (4) banks including: Bank for Investment and Development of Vietnam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Vietnam Technology and Commercial Joint Stock Bank. These bonds are secured by shares of the Company owned by the shareholders and contributed capital of the Company at a subsidiary.

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (xvi) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, including four (4) bonds with total par value of VND1,068,000,000,000. The total value which were successfully issued as at 31 March 2021 is VND749,700,000,000, including:

- Bond 1: total par value of VND214,000,000,000 with a term of 24 months, maturing in 2022.
- Bond 2: total par value of VND214,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 3: total par value of VND214,000,000,000 with a term of 48 months, maturing in 2024.
- Bond 4: total par value of VND107,700,000,000 with a term of 60 months, maturing in 2025.

The interest rate of these bonds is 10% per annum for the first year. After that, the interest rate is floating and adjusted every three (3) months. The interest rate then will be defined at a rate of the twelve-month normal saving deposits in Vietnamese Dong from individuals (paid in arrears) of Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province, contributed capital at the project's Developer and a part of contributed capital at the parent company of the project's Developer.

- (xvii) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, including three (3) bonds with total par value of VND600,000,000,000. The total value which was successfully issued as at 31 March 2021 is VND600,000,000,000, including:

- Bond 1: total par value of VND200,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 2: total par value of VND200,000,000,000 with a term of 48 months, maturing in 2024.
- Bond 3: total par value of VND200,000,000,000 with a term of 60 months, maturing in 2025.

The interest rate of these bonds is 10% per annum for the first year. After that, the interest rate is floating and adjusted every three (3) months. The interest rate then will be defined at a rate of the twelve-month normal saving deposits in Vietnamese Dong from individuals (paid in arrears) of Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project in Phuoc Thuan Commune, Xuyen Moc District, Ba Ria Vung Tau Province; capital contribution in the project's Developer and all capital contribution in the parent company of the project's Developer.

- (xviii) Bonds issued at par value with the maximum total par value of VND500,000,000,000 in Vietnamese Dong, maturing in December 2022, bearing an interest rate of 10,5% per annum. The total value which was successfully issued as at 31 March 2021 is VND360,000,000,000.

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (xix) 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. Until 31 March 2021, the Group has repurchased VND250,000,000,000 of par value according to the fixed payment schedule, the remaining balance of bonds is VND350,000,000,000.
- (xx) 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 Vietnam, 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.
- (xxi) Bonds issued at par value of VND200,000,000,000 in Vietnamese Dong to Viet Dragon Securities Corporation, maturing in June 2022, bearing an interest rate of 10% per annum. These bonds are secured by shares of the Company owned by shareholders.

(***) Details for the balances of third parties were as follows:

	31.3.2021 VND	31.12.2020 VND
Short-term borrowings		
Credit Suisse AG, Singapore Branch (i)	4,634,000,000,000	1,392,900,000,000
Nova Homes Trading Joint Stock Company (ii)	737,722,616,008	454,464,870,920
Credit Suisse AG, Singapore Branch (iii)	556,080,000,000	348,225,000,000
Credit Suisse AG, Singapore Branch	-	954,085,000,000
Crane Investment Ltd	-	482,790,000,000
GW Supernova Pte.Ltd.	-	464,300,000,000
Others (ii)	1,583,324,564,586	1,633,941,148,994
	<u>7,511,127,180,594</u>	<u>5,730,706,019,914</u>
Long-term borrowings		
Credit Suisse AG, Singapore Branch (iii)	<u>834,120,000,000</u>	<u>1,044,675,000,000</u>

23 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (i) These are borrowings according to the loan agreement and appendices with a credit facility of USD200,000,000, which is arranged by Credit Suisse AG, Singapore Branch. Interest rate is defined as LIBOR rate plus a margin of 4.0% per annum and repayable every three (3) months. If the principal is due or early repaid within six (6) months from the first drawdown date, the Company would pay an additional amount to ensure that the lender receives a target IRR of 7.5% per annum. If the principal is due or early repaid after six (6) months, the Company would pay an additional amount to ensure that the lender receives a target IRR of 9.5% per annum. These borrowings are secured by shares and contributed capital of the Company at subsidiaries and shares of the Company owned by shareholders. Until 31 March 2021, an amount of USD200,000,000 was fully disbursed.
- (ii) These are borrowings in Vietnamese Dong, having terms ranging from 5 to 12 months, bearing interest at the rate from 4.2% per annum to 13.0% per annum and are unsecured.
- (iii) These are borrowings according to the loan agreement with a credit facility of USD100,000,000, which are 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 the lender receives a target IRR of 11.5% per annum. These borrowings are secured by shares of the Company owned by shareholders. Until 31 March 2021, an amount of USD60,000,000 was disbursed.

24 PROVISION FOR LIABILITIES

This balance represents the provision for warranty of properties that have been completed and handed over at the reporting date.

25 OWNERS' CAPITAL**(a) Number of shares**

	31.3.2021		31.12.2020	
	Ordinary shares	Preference shares	Ordinary shares	Preference shares
Number of shares registered	1,072,812,035	-	986,285,297	-
Number of shares issued	1,072,812,035	-	986,285,297	-
Number of existing shares in circulation	1,072,812,035	-	986,285,297	-

NO VA LAND INVESTMENT GROUP CORPORATION

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25 OWNERS' CAPITAL (continued)

(b) Movement of share capital

	Ordinary shares	Preference shares	Total
As at 1 January 2020	969,540,797	-	969,540,797
New shares issued for ESOP 2020	14,543,110	-	14,543,110
New shares issued for converting convertible bonds	2,201,390	-	2,201,390
As at 31 December 2020	986,285,297	-	986,285,297
Issuance of ordinary shares	77,569,358	-	77,569,358
New shares issued for converting convertible bonds	8,957,380	-	8,957,380
As at 31 March 2021	<u>1,072,812,035</u>	<u>-</u>	<u>1,072,812,035</u>

Par value per share: VND10,000.

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NO VA LAND INVESTMENT GROUP CORPORATION

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26 MOVEMENTS IN OWNERS' EQUITY

	Ordinary shares VND	Preference shares VND	Share premium VND	Post-tax undistributed earnings VND	Non controlling interest VND	Total VND
As at 1 January 2020	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
Issuance of ordinary shares for ESOP 2020	145,431,100,000	-	-	-	-	145,431,100,000
Transfer from convertible bonds	22,013,900,000	-	110,069,500,000	-	-	132,083,400,000
Net profit for the year	-	-	-	3,919,071,634,099	(12,570,054,423)	3,906,501,579,676
Dividend paid	-	-	-	-	(284,665,140)	(284,665,140)
Acquisition of new subsidiaries	-	-	-	-	4,215,892,723,454	4,215,892,723,454
Change in ownership of subsidiaries	-	-	-	(590,478,317,629)	(338,072,466,501)	(928,550,784,130)
As at 31 December 2020	9,862,852,970,000	-	3,970,259,281,026	12,051,422,037,059	6,047,612,897,622	31,932,147,185,707
Issuance of ordinary shares (i)	775,693,580,000	-	3,816,412,413,600	-	-	4,592,105,993,600
Transfer from convertible bonds (ii)	89,573,800,000	-	447,869,000,000	-	-	537,442,800,000
Net profit for the period	-	-	-	536,826,506,237	164,398,464,502	701,224,970,739
Dividend paid	-	-	-	-	(627,282,000)	(627,282,000)
Change in ownership of subsidiaries	-	-	-	49,574,260	(3,422,674,260)	(3,373,100,000)
As at 31 March 2021	10,728,120,350,000	-	8,234,540,694,626	12,588,298,117,556	6,207,961,405,864	37,758,920,568,046

26 MOVEMENTS IN OWNERS' EQUITY (continued)

- (i) According to the Resolution of the General Meeting of shareholders No. 18/2020-NQ.DHĐCD-NVLG dated 15 September 2020 and Resolution No. 22/2021-NQ.HDQT-NVLG dated 19 March 2021, the Board of Directors approved the results of the offering of ordinary shares to the Company's existing shareholders according to the list of shareholders as at 21 January 2021 with a total of 77,569,358 shares distributed (including total 77,079,598 shares that were sold out and the total number of redistributed shares of 489,760 shares). As the issuing price is VND59,200 per share, the value of the issued shares recorded in the Owners' capital and Share premium was VND775,693,580,000 and VND3,816,412,413,600.
- (ii) According to the Convertible Bond Issuance Contract dated 19 April 2018, notices to convert bonds from bond holders, Resolution No. 01/2021-NQ.DHĐCD-NVLG dated 4 March 2021, Resolution No. 16/2021-NQ.HDQT-NVLG dated 11 March 2021, Resolution No. 19/2021-NQ.HDQT-NVLG dated 17 March 2021, Resolution No. 23/2021-NQ.HDQT-NVLG dated 26 March 2021, and Resolutions No. 24/2021-NQ.HDQT-NVLG dated 31 March 2021, the Board of Directors approved the conversion of bonds into ordinary shares for a total value of US\$23,600,000 ("USD") corresponding to the USD/VND exchange rate used for the initial bond conversion of VND22,773. Therefore, the number of shares was issued is 8,957,380 shares at a conversion price per share of VND60,000. Accordingly, the value of the issued shares recorded in the Owners' capital and Share premium was VND89,573,800,000 and VND447,869,000,000, respectively.

27 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 funds by the weighted average number of ordinary shares outstanding during the period, excluding ordinary shares repurchased by the Group and held as treasury shares. Details are as follows:

	For the three-month period ended	
	31.3.2021	31.3.2020
Net profit attributable to shareholders (VND)	536,826,506,237	321,910,478,960
Dividend on preference shares (VND)	-	-
Profit calculation of basic earnings per share (VND)	536,826,506,237	321,910,478,960
Weighted average number of ordinary shares in issue (shares)	1,000,848,074	969,540,797
Mandatorily convertible shares (shares)	-	-
Weighted average number of ordinary share including mandatorily convertible shares (shares)	1,000,848,074	969,540,797
Basic earnings per share (VND)	536	332

27 EARNINGS PER SHARE (continued)**(b) Diluted earnings per share**

Diluted earnings per share is calculated by dividing the net profit attributable to shareholders, from which the bonus and welfare fund has been subtracted, by the weighted average number of ordinary shares outstanding during the period and the ordinary shares expected to be issued via conversion of other financial instruments into ordinary shares. Details are as follows:

	For the three-month period ended	
	31.3.2021	31.3.2020
Net profit attributable to shareholders (VND)	536,826,506,237	321,910,478,960
Dividend on preference shares (VND)	-	-
Adjustment (VND) (*)	-	-
Profit calculation of diluted earnings per share (VND)	<u>536,826,506,237</u>	<u>321,910,478,960</u>
Weighted average number of ordinary shares in issue (shares)	1,000,848,074	969,540,797
Mandatorily convertible shares (shares)	-	-
Potential shares (shares) (*)	-	-
Weighted average number of ordinary shares including potential shares (shares)	<u>1,000,848,074</u>	<u>969,540,797</u>
Diluted earnings per share (VND)	<u>536</u>	<u>332</u>

(*) 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.

In the three-month period ended 31 March 2021 and 31 March 2020, there were potential ordinary shares but they are not dilutive.

28 OFF CONSOLIDATED BALANCE SHEET ITEMS**(a) Foreign currencies**

	31.3.2021	31.12.2020
Foreign currencies (USD)	<u>397,557</u>	<u>446,766</u>

(b) Operating lease assets

The future minimum lease receipts under non-cancellable operating leases were presented in Note 41.

29 NET REVENUE FROM SALES OF GOODS AND RENDERING OF SERVICES

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Revenue from sales of goods and rendering of services		
Revenue from sales of real estates	4,159,311,998,130	548,816,684,790
Rendering of services for corporate management, project development and sales consultancy	323,984,767,488	471,698,750,938
Revenue from leasing properties	24,076,499,691	29,585,427,440
Others	34,491,257,650	17,506,414,453
	<u>4,541,864,522,959</u>	<u>1,067,607,277,621</u>
Sales deductions		
Trade discounts	(18,151,827,643)	(1,690,463,559)
Sales returns	(17,095,907,833)	(111,699,200,464)
	<u>(35,247,735,476)</u>	<u>(113,389,664,023)</u>
Net revenue from sales of goods and rendering of services		
Net revenue from sales of real estates	4,124,064,262,654	435,427,020,767
Net revenue from rendering of services for corporate management, project development and sales consultancy	323,984,767,488	471,698,750,938
Net revenue from leasing properties	24,076,499,691	29,585,427,440
Others	34,491,257,650	17,506,414,453
	<u>4,506,616,787,483</u>	<u>954,217,613,598</u>

30 COST OF GOODS SOLD AND SERVICES RENDERED

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Cost of real estates sold	2,482,790,543,252	235,160,350,290
Cost of rendering of services for corporate management, project development and sales consultancy	253,425,111,053	299,599,020,095
Cost of leasing properties	21,316,843,241	24,533,401,277
Others	31,931,704,948	29,328,589,089
	<u>2,789,464,202,494</u>	<u>588,621,360,751</u>

31 FINANCIAL INCOME

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Interest income from co-operation contracts	368,099,543,838	-
Interest income from lending	91,141,865,310	17,660,291,720
Foreign exchange gains	73,548,376,816	58,447,329
Interest income from deposits at banks	37,814,541,339	43,955,755,862
Gain from divestment of subsidiaries	-	795,497,200,163
Others	1,756,378,296	528,718,720
	<u>572,360,705,599</u>	<u>857,700,413,794</u>

32 FINANCIAL EXPENSES

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Interest expenses on investment co-operation contracts	293,207,491,785	56,180,567,135
Expenses on cross currency swap contracts	68,125,793,116	69,583,617,155
Foreign exchange losses	46,100,780,637	63,286,571,482
Interest expenses	30,569,377,519	133,734,673,587
Borrowing related costs (*)	15,325,368,867	55,683,240,426
Cost of issuing bonds	-	3,150,128,877
Others	957,954,874	4,941,917,271
	<u>454,286,766,798</u>	<u>386,560,715,933</u>

(*) Borrowing related costs included mostly the cost related to borrowing arrangement fee.

33 SHARE OF LOSS FROM ASSOCIATES

During the period, share of loss from associates represents the loss from the associates corresponding to the shareholding of the Group.

34 SELLING EXPENSES

	For the three-month period ended	
	31.3.2021	31.3.2020
	VND	VND
Outside services expenses	87,021,863,576	2,829,471,556
Staff costs	4,693,855,145	3,703,349,840
Tools and supplies	4,236,444,214	-
Depreciation and amortisation	1,441,136,832	82,238,154
Material and package costs	2,023,630	2,700,000
Others	41,496,470,815	3,200,004,891
	<u>138,891,794,212</u>	<u>9,817,764,441</u>

35 GENERAL AND ADMINISTRATION EXPENSES

	For the three-month period ended	
	31.3.2021	31.3.2020
	VND	VND
Goodwill allocation (Note 16)	205,513,530,263	212,094,737,548
Outside services expenses	69,743,416,119	27,217,234,732
Staff costs	8,216,929,490	9,277,923,228
Depreciation and amortisation	4,480,437,410	2,304,099,041
Provisions	382,911,868	-
Stationary expenses	288,460,860	1,070,020,276
Tax and other fees	234,249,844	795,425,108
Tools and supplies	157,598,353	185,143,976
Other expenses	30,510,734,942	11,194,773,564
	<u>319,528,269,149</u>	<u>264,139,357,473</u>

36 OTHER INCOME AND OTHER EXPENSES

	For the three-month period ended	
	31.3.2021	31.3.2020
	VND	VND
Other income		
Fines received on contract violation	16,130,581,388	3,441,567,836
Income from sales of tools and scrap	294,403,250	164,496,363
Others	692,089,065	1,384,529,466
	<u>17,117,073,703</u>	<u>4,990,593,665</u>

36 OTHER INCOME AND OTHER EXPENSES (continued)

	For the three-month period ended	
	31.3.2021	31.3.2020
	VND	VND
Other expenses		
Fines paid on contract violation	131,460,274,977	68,876,799,044
Net losses on disposal of fixed assets	-	1,182,822,424
Others	502,767,939	7,403,316,375
	<u>131,963,042,916</u>	<u>77,462,937,843</u>

37 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:

	For the three-month period ended	
	31.3.2021	31.3.2020
	VND	VND
Deferred BIT assets	98,904,564,199	76,536,421,869
Deferred BIT liabilities	(9,200,704,471,191)	(6,255,537,958,898)
Beginning of period	(9,101,799,906,992)	(6,179,001,537,029)
Income statement charged (Note 37 (b))	(97,537,691,091)	(146,216,744,673)
End of period	<u>(9,199,337,598,083)</u>	<u>(6,325,218,281,702)</u>
In which:		
Deferred BIT assets	104,053,368,742	75,626,390,269
Deferred BIT liabilities	<u>(9,303,390,966,825)</u>	<u>(6,400,844,671,971)</u>

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 2021 and 2020 for determining deferred tax assets and deferred tax liabilities.

37 BIT (continued)**(a) Deferred BIT (continued)**

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.

(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:

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Net accounting profit before tax	1,261,022,887,167	489,291,099,790
Tax calculated at a rate of 20%	252,204,577,433	97,858,219,958
Effect of:		
Goodwill allocation	41,102,706,053	42,418,947,510
Expenses not deductible for tax purposes	18,694,648,308	3,640,639,942
Tax losses utilisation	(51,017,577,357)	(94,068,597,660)
Tax loss for which deferred tax asset is not recognised	298,441,807,273	136,145,708,786
Difference on gain from share transfers of subsidiaries	-	292,739,967
Share of loss from associates	187,520,810	203,076,965
Adjustments for BIT of previous years	184,233,908	243,634,236
BIT charge (*)	559,797,916,428	186,734,369,704
Charged to consolidated interim income statement:		
BIT - current	462,260,225,337	40,517,625,031
BIT - deferred (Note 37(a))	97,537,691,091	146,216,744,673
	559,797,916,428	186,734,369,704

(*) The BIT charge for the period is based on estimated taxable income and is subject to adjustments depending on the examination by the tax authorities.

38 COSTS OF OPERATIONS BY FACTOR

Costs of operation by factor represent all costs incurred during the period, excluding cost of merchandises for trading activities. The details are as follows:

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Real estate development costs	5,746,465,531,211	1,648,334,633,591
Depreciation, amortisation and goodwill allocation	243,553,669,763	243,766,175,156
Labour costs	187,022,268,041	244,219,486,554
Outside services expenses	177,895,262,626	54,623,596,241
Others	76,925,982,658	16,448,067,815
	<u>6,431,862,714,299</u>	<u>2,207,391,959,357</u>

39 ADDITIONAL INFORMATION ON CERTAIN ITEMS OF THE CONSOLIDATED INTERIM CASH FLOW STATEMENT**(a) Significant non-cash transactions effect of cash flow statement**

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Convertible bonds issued from ordinary shares	<u>537,442,800,000</u>	<u>-</u>

(b) Amount of borrowings actually drawn down during the period

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Proceeds from borrowings following normal borrowing contracts	5,029,006,111,233	4,331,333,437,798
Issuing bonds	201,645,600,000	397,621,066,668
	<u>5,230,651,711,233</u>	<u>4,728,954,504,466</u>

(c) Amount of borrowings actually repaid during the period

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
Repayments of borrowings under normal borrowing contracts	(4,733,719,356,919)	(2,014,004,393,084)
Repayments of bonds	(3,836,768,550,000)	(2,180,000,000,000)
	<u>(8,570,487,906,919)</u>	<u>(4,194,004,393,084)</u>

40 RELATED PARTY DISCLOSURES

During the period, the Group had 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	Phu Dinh Port Joint Stock Company
Associate	Saigon Golf Company Limited
Associate	Phu Tri Real Estate Investment Commercial Joint Stock Company
Associate	Hung Ngu Security Joint Stock Company
Associate	Nova SQN Investment Joint Stock Company
Company owned by shareholders	NSQ Investment Development Joint Stock Company
Chairperson	Mr. Bui Thanh Nhon
Related party of Chairperson	Mr. Bui Cao Nhat Quan

(a) Related party transactions

During the period, the following transactions were carried out with related parties:

	For the three-month period ended	
	31.3.2021 VND	31.3.2020 VND
i) Interest on lending		
Thanh My Loi Joint Stock Company (*)	-	2,863,792,612
Saigon Golf Company Limited	-	2,709,767,123
		<u>5,573,559,735</u>
ii) Interest expense		
Phu Dinh Port Joint Stock Company	7,059,470,455	-
Saigon Golf Company Limited	-	4,723,359,314
	<u>7,059,470,455</u>	<u>4,723,359,314</u>
iii) Compensation of key management		
Gross salaries and other benefits	7,330,835,798	4,376,612,001

(*) During the period and as at 31 March 2020, this company is the Group's associate. As at 31 December 2020, this company became the Group's subsidiary and was consolidated in the consolidated financial statement of the Group.

40 RELATED PARTY DISCLOSURES (continued)**(b) Ending balances with related parties**

	31.3.2021 VND	31.12.2020 VND
i) Short-term trade account receivables (Note 5)		
NSQ Investment Development Joint Stock Company	30,410,645,644	30,410,645,644
Ben Thanh Housing Service and Development Joint Stock Company	228,137,121	487,873,327
	<u>30,638,782,765</u>	<u>30,898,518,971</u>
ii) Other short-term receivables (Note 8(a))		
Saigon Golf Company Limited	388,560,000,000	388,560,000,000
Mr. Bui Thanh Nhon	196,003,000,000	196,003,000,000
Ben Thanh Housing Service and Development Joint Stock Company	34,943,146,543	35,318,879,302
Sai Gon Electronics and Industrial Service Joint Stock Company	15,000,000,000	15,000,000,000
	<u>634,506,146,543</u>	<u>634,881,879,302</u>
iii) Other long-term receivables (Note 8(b))		
Mr. Bui Cao Nhat Quan	76,000,000,000	76,000,000,000
Sai Gon Electronics and Industrial Service Joint Stock Company	75,400,000,000	75,400,000,000
Phu Tri Real Estate Investment Commercial Joint Stock Company	70,000,000,000	70,000,000,000
Phu Dinh Port Joint Stock Company	1,000,000,000	1,000,000,000
Nova SQN Investment Joint Stock Company	-	207,330,000,000
	<u>222,400,000,000</u>	<u>429,730,000,000</u>
iv) Short-term accrued expenses (Note 21)		
Phu Dinh Port Joint Stock Company	32,665,849,454	25,606,378,999
Hung Ngu Security Joint Stock Company	-	113,400,000
	<u>32,665,849,454</u>	<u>25,719,778,999</u>
v) Borrowings (Note 23)		
Phu Dinh Port Joint Stock Company	<u>448,220,346,330</u>	<u>448,220,346,330</u>

41 COMMITMENTS**(a) Commitments under operating leases****(i) The Group as a lessee**

The future minimum lease payments under non-cancellable operating leases were as follows:

	Office rental	
	31.3.2021	31.12.2020
	VND	VND
Within one year	75,806,690,206	98,783,791,598
From one to five years	17,125,547,756	18,433,630,871
Over five years	-	-
Total minimum payments	92,932,237,962	117,217,422,469

(ii) The Group as a lessor

The Group signed operating lease contracts. Accordingly, the future minimum lease receipts under non-cancellable operating leases are as follows:

	31.3.2021	31.12.2020
	VND	VND
Within one year	63,411,368,961	80,897,325,556
Between one and five years	133,081,749,296	124,607,912,461
Over five years	88,054,435,577	90,773,130,010
Total minimum receipts	284,547,553,835	296,278,368,027

(b) Capital commitments

Capital expenditure contracted for at the balance sheet date but not recognised in the consolidated interim financial statements was as follows:

	31.3.2021	31.12.2020
	VND	VND
Construction cost of projects	11,066,727,457,359	11,390,096,945,795

42 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.

43 OTHER MATTER

The wide spread of the Covid-19 is a fluid and challenging situation facing all industries. The Group had performed a preliminary assessment of the overall impact of the situation on the Group's operations, including the recoverability of the carrying amount of assets, measurements of its assets and liabilities, as well as implication to its borrowing covenants. At this juncture, the Board of Management is unable to reliably estimate the financial impact on the Group's results for the next financial year. The Group will continue to monitor the situation, take appropriate and timely actions to minimise the impact.

44 SUBSEQUENT EVENT**Conversion of bonds into ordinary shares**

According to the Convertible Bond Issuance Contract dated 19 April 2018, notices to convert bonds from bond holders, Resolution No. 35/2021-NQ.HDQT-NVLG dated 16 April 2021, Resolution No. 44/2021-NQ.HDQT-NVLG dated 22 April 2021 and Resolution No. 50/2021-NQ.HDQT-NVLG dated 06 May 2021, the Board of Directors approved the conversion of bonds into ordinary shares for a total value of US\$23,520,000 ("USD") corresponding to the USD/VND exchange rate used for the initial bond conversion of VND22,773. Issuance date is 19 April 2021, with the additional number of shares to be issued of 4,554,600 shares and estimated date is in May 2021, with the additional number of shares to be issued of 4,372,416 shares at a conversion price per share of VND60,000. As at the approval date of the consolidated interim financial statements, the share issuance for 4,554,600 shares has been completed and the share issuance for 4,372,416 shares has not been completed.

The consolidated interim financial statements were approved by the Board of Management on 18 May 2021.



Nguyen Ngoc Bang
Preparer



Huynh Minh Lam
Chief Accountant



Bui Xuan Huy
General Director

NO VA LAND INVESTMENT GROUP CORPORATION

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**



NO VA LAND INVESTMENT GROUP CORPORATION

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

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NO VA LAND INVESTMENT GROUP CORPORATION

CORPORATE INFORMATION

Enterprise registration certificate

No. 054350 dated 18 September 1992 was initially issued by the Department of Planning and Investment of Ho Chi Minh City with the latest 55th amendment No. 0301444753 dated 3 February 2021.

Board of Directors

Mr. Bui Thanh Nhon	Chairperson
Mr. Bui Xuan Huy	Member
Ms. Hoang Thu Chau	Member
Ms. Nguyen Thanh Bich Thuy	Independent Member (to 15 July 2020)
Mr. Pham Tien Van	Independent Member
Mr. Le Quoc Hung	Independent Member (from 5 June 2020)
Ms. Nguyen My Hanh	Independent Member (from 21 October 2020)

Audit Committee

Ms. Nguyen My Hanh	Head of Audit Committee (from 4 November 2020)
Ms. Pham Tien Van	Head of Audit Committee (from 30 July 2020 to 4 November 2020)
Ms. Nguyen Thanh Bich Thuy	Head of Audit Committee (to 30 July 2020)
Mr. Le Quoc Hung	Member (from 30 July 2020)
Mr. Pham Tien Van	Member (from 4 November 2020)
Ms. Nguyen Thi Minh Thanh	Member (to 4 November 2020)
Ms. Vo Thi Thu Van	Member (to 30 July 2020)

Board of Management

Mr. Bui Xuan Huy	General Director
Ms. Hoang Thu Chau	Deputy General Director

Legal representative

Mr. Bui Xuan Huy	General Director
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Registered office

313B - 315 Nam Ky Khoi Nghia Street, Vo Thi Sau Ward, 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

NO VA LAND INVESTMENT GROUP CORPORATION

STATEMENT OF THE RESPONSIBILITY OF THE BOARD OF MANAGEMENT OF THE COMPANY 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 2020, and the consolidated results of its operations; and its consolidated cash flows for the year then 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; and
- 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 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 error.

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 2020, and of the consolidated results of its operations and its consolidated cash flows for the year then 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



[Signature]

Bui Xuan Huy
General Director

Ho Chi Minh City, SR Vietnam
5 March 2021



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF NO VA LAND 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 2020 and approved by the Board of Management on 5 March 2021. The consolidated financial statements comprise the consolidated balance sheet as at 31 December 2020, 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 consolidated financial position of Group as at 31 December 2020, its consolidated financial performance and consolidated 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.

Other Matter

This report is prepared in Vietnamese and English. Should there be any conflict between the Vietnamese and English versions, the Vietnamese version shall take precedence.

For and on behalf of PwC (Vietnam) Limited



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

Tran Van Thang
Audit Practising Licence No.
3586-2021-006-1

Report reference number: HCM10044
Ho Chi Minh City, 5 March 2021

CONSOLIDATED BALANCE SHEET

Code	ASSETS	Note	As at 31 December	
			2020 VND	2019 VND
100	CURRENT ASSETS		114,203,561,614,442	71,194,821,173,128
110	Cash and cash equivalents	4	11,558,787,555,672	6,466,219,516,377
111	Cash		7,069,734,042,545	1,951,125,604,251
112	Cash equivalents		4,489,053,513,127	4,515,093,912,126
120	Short-term investments		721,829,853,961	466,222,941,609
123	Investments held-to-maturity	5(a)(i)	721,829,853,961	466,222,941,609
130	Short-term receivables		13,797,994,628,756	5,894,052,885,444
131	Short-term trade accounts receivable	6	1,252,610,948,704	1,076,689,087,366
132	Short-term prepayments to suppliers	7	1,466,925,680,402	833,905,092,647
135	Short-term lendings	8(a)	3,019,394,229,338	768,720,953,764
136	Other short-term receivables	9(a)	8,069,327,416,090	3,225,001,397,445
137	Provision for doubtful debts – short-term	10	(10,263,645,778)	(10,263,645,778)
140	Inventories	11(a)	86,864,906,421,772	57,205,793,200,220
141	Inventories		86,867,908,152,180	57,209,437,130,190
149	Provision for decline in value of inventories		(3,001,730,408)	(3,643,929,970)
150	Other current assets		1,260,043,154,281	1,162,532,629,478
151	Short-term prepaid expenses	12(a)	108,660,292,416	75,480,339,169
152	Value Added Tax ("VAT") to be reclaimed	20(a)	1,100,087,503,087	978,926,176,534
153	Tax and other receivables from the State	20(a)	51,295,358,778	108,126,113,775

The notes on pages 11 to 91 are an integral part of these consolidated financial statements.

CONSOLIDATED BALANCE SHEET
 (continued)

Code	ASSETS (continued)	Note	As at 31 December	
			2020 VND	2019 VND
200	LONG-TERM ASSETS		30,332,784,019,580	18,784,421,425,391
210	Long-term receivables		17,643,772,978,338	370,739,066,748
215	Long-term loan receivables	8(b)	175,500,000,000	-
216	Other long-term receivables	9(b)	17,468,272,978,338	370,739,066,748
220	Fixed assets		1,218,441,600,419	840,044,553,105
221	Tangible fixed assets	13	1,101,914,150,337	698,416,074,605
222	Historical cost		1,277,840,271,192	907,176,013,686
223	Accumulated depreciation		(175,926,120,855)	(208,759,939,081)
227	Intangible fixed assets	14	116,527,450,082	141,628,478,500
228	Historical cost		163,641,147,507	168,706,830,022
229	Accumulated amortisation		(47,113,697,425)	(27,078,351,522)
230	Investment properties	15	2,824,247,750,920	3,798,441,570,836
231	Historical cost		3,098,824,389,592	4,011,909,056,671
232	Accumulated depreciation		(274,576,638,672)	(213,467,485,835)
240	Long-term assets in progress		285,769,526,186	850,087,814,441
241	Long-term work in progress	11(b)	181,996,664,704	181,995,269,013
242	Construction in progress	16	103,772,861,482	668,092,545,428
250	Long-term investments		1,891,042,286,029	5,744,314,191,185
252	Investments in associates and joint ventures	5(b)	1,645,203,026,029	5,694,610,841,185
253	Investments in other entities	5(c)	9,649,750,000	7,939,750,000
255	Investments held to maturity	5(a)(ii)	236,189,510,000	41,763,600,000
260	Other long-term assets		6,469,509,877,688	7,180,794,229,076
261	Long-term prepaid expenses	12(b)	419,763,171,833	262,799,866,843
262	Deferred income tax assets	38(a)	98,904,564,199	76,536,421,869
269	Goodwill	17	5,950,842,141,656	6,841,457,940,364
270	TOTAL ASSETS		144,536,345,634,022	89,979,242,598,519

The notes on pages 11 to 91 are an integral part of these consolidated financial statements.

CONSOLIDATED BALANCE SHEET
(continued)

Code	RESOURCES	Note	As at 31 December	
			2020 VND	2019 VND
300	LIABILITIES		112,604,198,448,315	65,518,168,766,672
310	Short-term liabilities		31,427,343,626,571	18,809,633,988,008
311	Short-term trade accounts payable	18	2,796,907,426,567	2,544,601,659,105
312	Short-term advances from customers	19	4,087,250,768,389	1,254,023,590,387
313	Tax and other payables to the State	20(b)	282,435,420,985	205,713,049,755
314	Payables to employees	21	68,800,136,838	31,296,329,923
315	Short-term accrued expenses	22	3,521,965,253,981	2,697,796,706,234
318	Short-term unearned revenue		6,629,217,351	1,677,668,051
319	Other short-term payables	23(a)	6,095,948,983,201	3,624,338,062,834
320	Short-term borrowings and finance lease liabilities	24(a)	14,544,114,172,196	8,444,638,010,326
321	Provisions for short-term payables	25	17,743,381,768	-
322	Bonus and welfare fund		5,548,865,295	5,548,911,393
330	Long-term liabilities		81,176,854,821,744	46,708,534,778,664
336	Long-term unearned revenue		17,570,621,661	18,307,529,783
337	Other long-term payables	23(b)	37,466,617,172,442	14,133,031,990,444
338	Long-term borrowings and finance lease liabilities	24(b)	34,357,216,078,896	26,145,644,448,493
341	Deferred income tax liabilities	38(a)	9,200,704,471,191	6,255,537,958,898
342	Provision for long-term liabilities	25	134,746,477,554	156,012,851,046
400	OWNERS' EQUITY		31,932,147,185,707	24,461,073,831,847
410	Capital and reserves		31,932,147,185,707	24,461,073,831,847
411	Owners' capital	26, 27	9,862,852,970,000	9,695,407,970,000
411a	- Ordinary shares with voting rights		9,862,852,970,000	9,695,407,970,000
412	Share premiums	27	3,970,259,281,026	3,860,189,781,026
421	Undistributed earnings	27	12,051,422,037,059	8,722,828,720,589
421a	- Undistributed post-tax profits of previous years		8,722,828,720,589	5,618,698,169,829
421b	- Post-tax profit of current year		3,328,593,316,470	3,104,130,550,760
429	Non-controlling interests	27	6,047,612,897,622	2,182,647,360,232
440	TOTAL RESOURCES		144,536,345,634,022	89,979,242,598,519

 Nguyen Ngoc Bang
 Preparer

 Huynh Minh Lam
 Chief Accountant

 Bui Xuan Huy
 General Director
 5 March 2021




The notes on pages 11 to 91 are an integral part of these consolidated financial statements

NO VA LAND INVESTMENT GROUP CORPORATION


Form B 02 – DN/HN

CONSOLIDATED INCOME STATEMENT

Code	Note	Year ended 31 December	
		2020 VND	2019 VND
01	Revenue from sales of goods and rendering of services	5,241,732,045,264	11,026,232,997,553
02	Less deductions	(215,373,635,826)	(95,249,885,633)
10	Net revenue from sales of goods and rendering of services	5,026,358,409,438	10,930,983,111,920
11	Cost of goods sold and services rendered	(3,193,479,439,283)	(7,779,325,178,076)
20	Gross profit from sales of goods and rendering of services	1,832,878,970,155	3,151,657,933,844
21	Financial income	6,210,337,779,881	1,027,208,421,374
22	Financial expenses	(1,537,268,550,611)	(2,084,814,480,224)
23	- Including: Interest expense	(566,129,859,176)	(1,145,609,766,192)
24	Loss sharing from joint ventures and associates	(2,552,533,101)	(9,578,783,868)
25	Selling expenses	(164,007,104,072)	(294,869,082,499)
26	General and administration expenses	(1,290,197,237,197)	(1,197,219,171,605)
30	Net operating profit	5,049,191,325,055	592,384,837,022
31	Other income	325,517,674,148	3,847,134,745,198
32	Other expenses	(725,686,652,892)	(167,283,905,748)
40	Net other (expense)/income	(400,168,978,744)	3,679,850,839,450
50	Net accounting profit before tax	4,649,022,346,311	4,272,235,676,472
51	Business income tax ("BIT") - current	(280,426,493,741)	(692,528,132,718)
52	BIT - deferred	(462,094,272,894)	(192,385,441,843)
60	Net profit after tax	3,906,501,579,676	3,387,322,101,911
Attributable to:			
61	Owners of the Company	3,919,071,634,099	3,431,331,162,442
62	Non-controlling interests	(12,570,054,423)	(44,009,060,531)
70	Basic earnings per share	4,021	3,579
71	Diluted earnings per share	3,946	3,533



 Nguyen Ngoc Bang
 Preparer



 Huynh Minh Lam
 Chief Accountant



 Bui Xuan Huy
 General Director
 5 March 2021

The notes on pages 11 to 91 are an integral part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT
(Indirect method)

		Year ended 31 December	
Code	Note	2020 VND	2019 VND
CASH FLOWS FROM OPERATING ACTIVITIES			
01	Net accounting profit before tax	4,649,022,346,311	4,272,235,676,472
	Adjustments for:		
02	Depreciation, amortization, goodwill allocation and bargain gain	736,177,431,407	(2,750,422,518,755)
03	Provisions	5,192,553,925	152,077,733,090
04	Unrealised foreign exchange (gain)/losses	(27,868,814,565)	4,193,535,205
05	Profits from investing activities	(6,091,949,021,258)	(974,173,763,255)
06	Interest expense and bond issuance costs	578,300,666,760	1,186,691,999,092
08	Operating (loss)/profit before changes in working capital	(151,124,837,420)	1,890,602,661,849
09	(Increase)/decrease in receivables	(14,437,175,827,623)	1,262,582,829,809
10	(Increase)/decrease in inventories	(14,079,277,627,374)	2,487,766,869,299
11	Increase in payables	28,866,405,419,147	937,271,650,485
12	(Increase)/decrease in prepaid expenses	(215,741,856,085)	119,120,886,872
14	Interest paid	(3,153,979,701,397)	(2,649,633,213,153)
15	BIT paid	(314,609,953,451)	(971,247,780,944)
20	Net cash (outflows)/inflows from operating activities	(3,485,504,384,203)	3,076,463,904,217
CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchases of fixed assets and other long-term assets	(199,370,665,048)	(383,243,115,853)
22	Proceeds from disposals of fixed assets and long-term assets	27,802,740,778	11,199,068,191
23	Loans granted, purchases of debt instruments of other entities	(6,049,173,230,372)	(1,109,336,844,946)
24	Collection of loans, proceeds from sales of debt instruments of other entities	3,177,225,898,286	460,664,701,169
25	Investments in other entities	(12,825,776,162,226)	(14,398,343,074,655)
26	Proceeds from divestment in other entities	10,670,255,300,571	1,716,435,250,550
27	Dividends and interest received	288,396,281,192	296,593,687,515
30	Net cash outflows from investing activities	(4,910,639,836,819)	(13,406,030,328,029)

The notes on pages 11 to 91 are an integral part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT
(Indirect method)
(continued)

		Year ended 31 December		
Code	Note	2020 VND	2019 VND	
CASH FLOWS FROM FINANCING ACTIVITIES				
31	Proceeds from issuance of shares and capital contribution	668,326,860,000	205,939,730,000	
32	Payments for share returns and repurchases	(1,508,355,000)	(82,000,000)	
33	Proceeds from borrowings	30,262,787,111,740	20,460,412,729,964	
34	Repayments of borrowings	(17,390,409,779,888)	(16,150,195,525,803)	
36	Dividends paid	(49,516,473,359)	(19,719,873,178)	
40	Net cash inflows from financing activities	13,489,679,363,493	4,496,355,060,983	
50	Net increase/(decrease) in cash and cash equivalents	5,093,535,142,471	(5,833,211,362,829)	
60	Cash and cash equivalents at beginning of year	4	6,466,219,516,377	12,315,170,763,611
61	Effect of foreign exchange differences		(967,103,176)	(15,739,884,405)
70	Cash and cash equivalents at end of year	4	11,558,787,555,672	6,466,219,516,377



Nguyen Ngoc Bang
Preparer



Huynh Minh Lam
Chief Accountant



Bui Xuan Huy
General Director
5 March 2021

The notes on pages 11 to 91 are an integral part of these consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

1 GENERAL INFORMATION

No Va Land Investment Group Corporation ("the Company") is a joint stock company which was established in SR Vietnam pursuant to Enterprise registration certificate No. 054350, which was initially issued by the Department of Planning and Investment of Ho Chi Minh City, dated 18 September 1992 and the 55th amended Enterprise registration certificate No. 0301444753 dated 3 February 2021. The Company is formerly known as Thanh Nhon Trading Limited, which was established and operated under the Enterprise 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/QĐ-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 2020, the Group had 2,248 employees (as at 31 December 2019: 2,247 employees).

As at 31 December 2020, the Group had 80 subsidiaries and 7 associates (as at 31 December 2019: 74 subsidiaries and 5 associates). The details are as follows:

NOVA
13.0.2021

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09 – DN/HN

1 GENERAL INFORMATION (continued)

					31.12.2020		31.12.2019	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
No	Name	Location	Principal activity					
I – Subsidiaries								
1	No Va Land Investment Joint Stock Company	Ho Chi Minh City	Real estate trading		99.91	99.91	99.91	99.91
2	No Va Thao Dien Company Limited	Ho Chi Minh City	Real estate trading		99.99	99.99	99.99	99.99
3	No Va Festival Corporation	Ho Chi Minh City	Real estate trading		99.17	99.46	94.02	94.02
4	Nova Saigon Royal Investment Company Limited	Ho Chi Minh City	Real estate trading		100.00	100.00	99.99	99.99
5	Sai Gon Housing and Infrastructure Development Company Limited	Ho Chi Minh City	Real estate trading		99.96	99.96	99.96	99.96
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 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	74.00
10	Novaland 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		99.99	99.99	99.98	99.99
12	Vung Tau Youth Hotel and Travel Joint Stock Company	Ho Chi Minh City	Real estate trading		93.40	95.00	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	99.98	99.99
14	Khai Hung Real Estate Company Limited	Ho Chi Minh City	Real estate trading		100.00	100.00	100.00	100.00
15	Nova Nam A Company Limited	Ho Chi Minh City	Real estate trading		92.71	92.71	92.71	92.71
16	Nova Sasco Company Limited	Ho Chi Minh City	Real estate trading		99.99	99.99	99.99	99.99
17	No Va My Dinh Land Joint Stock Company	Ho Chi Minh City	Real estate trading		99.99	99.99	99.99	99.99
18	Thanh Nhon Investment Real Estate Company Limited	Ho Chi Minh City	Real estate trading		100.00	100.00	100.00	100.00
19	Nova An Phu Company Limited	Ho Chi Minh City	Real estate trading		100.00	100.00	100.00	100.00
20	Nova Phuc Nguyen Real Estate Company Limited	Ho Chi Minh City	Real estate trading		99.97	99.97	99.89	99.89
21	Tuong Minh Investment and Real Estate Company Limited	Ho Chi Minh City	Real estate trading		100.00	100.00	99.99	99.99
22	The 21st Century International Development Company Limited	Ho Chi Minh City	Real estate trading		98.97	98.97	98.96	98.97
23	Phuong Dong Building Joint Stock Company	Ho Chi Minh City	Real estate trading		99.89	99.89	99.88	99.89
24	Nova Rivergate Company Limited	Ho Chi Minh City	Real estate trading		99.77	99.77	99.77	99.77
25	Nova Princess Residence Joint Stock Company	Ho Chi Minh City	Real estate trading		99.90	99.90	99.90	99.90
26	Nha Rong Investment and Commercial Joint Stock Company	Ho Chi Minh City	Real estate trading		99.97	99.97	99.97	99.97

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09 – DN/HN

1 GENERAL INFORMATION (continued)

	No	Name	Location	Principal activity	31.12.2020		31.12.2019	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
I – Subsidiaries (continued)								
	27	Mega Housing Joint Stock Company	Ho Chi Minh City	Real estate trading	98.60	98.60	98.60	98.60
	28	Mega Tie Company Limited	Ho Chi Minh City	Real estate trading	98.59	99.99	98.59	99.99
	29	Bach Hop Real Estate Company Limited	Ho Chi Minh City	Real estate trading	100.00	100.00	100.00	100.00
	30	Gia Duc Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
	31	Gia Phu Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
	32	Nova Riverside Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.97	99.98	99.97	99.98
	33	Ngoc Linh Hoa Joint Stock Company	Ho Chi Minh City	Real estate trading	99.83	99.83	99.83	99.83
	34	Nova Property Management Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
	35	Merufa-Nova Company Limited	Ho Chi Minh City	Real estate trading	99.89	99.90	99.88	99.90
	36	Nhat Hoa Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.81	99.98	99.81	99.98
	37	Ky Nguyen Urban Development Joint Stock Company	Ho Chi Minh City	Real estate trading	100.00	100.00	99.99	99.99
	38	Dinh Phat Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.95	99.96	99.95	99.96
	39	350 Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate trading	99.97	99.99	99.97	99.99
	40	CQ89 Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate trading	99.56	99.59	99.56	99.59
	41	Gia Huy Real Estate Investment and Development Company Limited	Ho Chi Minh City	Real estate trading	51.00	51.00	51.00	51.00
	42	Thinh Vuong Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.98	99.98	99.98	99.98
	43	Thai Binh Real Estate Trading Joint Stock Company	Ho Chi Minh City	Real estate trading	99.95	99.96	99.95	99.96
	44	Nova Hospitality Joint Stock Company	Ho Chi Minh City	Real estate trading	100.00	100.00	100.00	100.00
	45	Truong Tay Real Estate Investment Joint Stock Company	Ho Chi Minh City	Real estate trading	99.97	99.98	99.97	99.98
	46	Dat Viet Development Joint Stock Company	Ho Chi Minh City	Real estate trading	99.67	99.69	99.67	99.69
	47	An Phu Dong Real Estate Development Investment Company Limited	Ho Chi Minh City	Real estate trading	51.00	51.00	79.93	80.00
	48	Aqua City Company Limited	Dong Nai Province	Real estate trading	69.87	70.00	69.87	70.00
	49	Huynh Gia Huy Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	99.98	99.98	99.98	99.98
	50	38 Real Estate Investment and Trading Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
	51	Hoa Thang Tourism Service Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	95.79	95.80	95.79	95.80

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09 – DN/HN

1 GENERAL INFORMATION (continued)

	No	Name	Location	Principal activity	31.12.2020		31.12.2019	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
I – Subsidiaries (continued)								
	52	Thu Minh Nguyen Investment Joint Stock Company	Binh Thuan Province	Short-term accommodation activities	96.14	96.15	96.14	96.15
	53	Khanh An Real Estate Investment and Development Joint Stock Company	Ho Chi Minh City	Real estate trading	99.94	99.99	99.94	99.99
	54	Carava Resort Company Limited	Khanh Hoa Province	Real estate trading	95.44	95.49	95.44	95.49
	55	Ho Tram Botanic Garden Company Limited	Ba Ria - Vung Tau Province	Botanical and zoological gardens and nature reserves activities	99.00	99.00	99.00	99.00
	56	Van Phat Real Estate Investment and Development Joint Stock Company	Ho Chi Minh City	Real estate trading	97.99	97.99	97.98	97.99
	57	The Forest City Company Limited	Ba Ria - Vung Tau Province	Real estate trading	97.89	99.90	97.89	99.90
	58	Ngoc Uyen Real Estate and Investment JSC	Ho Chi Minh City	Real estate trading	99.99	99.99	99.99	99.99
	59	Bao Phuc Real Estate Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	99.98	99.99
	60	Nova Lexington Real Estate Joint Stock Company	Ho Chi Minh City	Real estate trading	99.95	99.97	99.92	99.94
	61	KM Investment Group Ltd.	Ho Chi Minh City	Investment consulting	99.85	99.90	99.82	99.90
	62	Binh Thuan Delta - Valley Company Limited	Binh Thuan Province	Real estate trading	99.85	100.00	99.82	100.00
	63	Truong Thanh Real Estate Investment Joint Stock Company	Ho Chi Minh City	Real estate trading	99.99	100.00	99.99	100.00
	64	Long Hung Phat Consulting Company Limited	Ho Chi Minh City	Real estate trading	79.94	80.00	66.62	66.67
	65	Long Hung Phat Real Estate Investment Company Ltd.	Ho Chi Minh City	Real estate trading	79.94	100.00	66.62	100.00
	66	Thuan Phat Real Estate Investment and Development JSC	Ho Chi Minh City	Real estate trading	99.98	99.98	99.98	99.98
	67	Cuu Long Real Estate Investment and Development Ltd. Co	Ho Chi Minh City	Real estate trading	99.97	99.99	96.88	96.90
	68	Lucky House Investment Service Joint Stock Company	Ho Chi Minh City	Real estate trading	99.99	100.00	-	-
	69	Tan Kim Yen Real Estate Investment Company Limited	Ho Chi Minh City	Real estate trading	99.99	99.99	-	-

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09 – DN/HN

1 GENERAL INFORMATION (continued)

					31.12.2020		31.12.2019	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
No	Name	Location	Principal activity					
I – Subsidiaries (continued)								
70	Phuc Hoa Real Estate Company Limited	Ho Chi Minh City	Real estate trading		69.86	99.99	-	-
71	The Ky Hoang Kim Real Estate Company Limited	Ho Chi Minh City	Real estate trading		100.00	100.00	-	-
72	Nova Holiday Joint Stock Company (i)	Ho Chi Minh City	Short-term accommodation activities		99.98	99.98	-	-
73	Phuc Thinh Real Estate Investment Company Limited (ii)	Ho Chi Minh City	Real estate trading		100.00	100.00	-	-
74	An Phat Real Estate Development and Investment Company Limited (iii)	Ho Chi Minh City	Real estate trading		100.00	100.00	-	-
75	Big Ben Holiday Joint Stock Company (iv)	Ho Chi Minh City	Short-term accommodation activities		99.98	99.98	-	-
76	An Huy Investment and Development Real Estate Company Limited	Ho Chi Minh City	Real estate trading		99.98	99.99	-	-
77	Ngan Hiep Real Estate Joint Stock Company	Ba Ria - Vung Tau Province	Real estate trading		99.96	99.98	-	-
78	Liberty Investment Joint Stock Company	Ho Chi Minh City	Consulting, brokerage, real estate auction, land use right auction		99.98	99.98	-	-
79	Thanh My Loi Joint Stock Company (v)	Ho Chi Minh City	Real estate trading		69.75	70.00	-	-
80	Vietnam Youth Tourist Joint Stock Company (vi)	Ho Chi Minh City	Trade promotion and introduction organization		94.67	94.67	-	-
81	Nova Nippon Joint Stock Company (vii)	Ho Chi Minh City	Real estate trading		-	-	99.98	99.98
82	Vuong Gia Real Estate Investment Joint Stock Company (vii)	Ho Chi Minh City	Real estate trading		-	-	99.81	99.83
83	Phuc Binh Real Estate Company Limited (vii)	Ho Chi Minh City	Real estate trading		-	-	97.77	97.95
84	Sun City Real Estate Investment & Development Company Limited (vii)	Ho Chi Minh City	Real estate trading		-	-	98.86	100.00
85	Phong Dien Real Estate Investment Joint Stock Company (viii)	Ho Chi Minh City	Real estate trading		-	-	50.99	50.99

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09 – DN/HN

1 GENERAL INFORMATION (continued)

					31.12.2020		31.12.2019	
					Percentage of ownership	Percentage of voting rights	Percentage of ownership	Percentage of voting rights
No	Name	Location	Principal activity					
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	Ho Chi Minh City	Real estate trading		49.86	50.00	49.86	50.00
4	Thanh My Loi Joint Stock Company (v)	Ho Chi Minh City	Real estate trading		-	-	55.64	55.88
5	Phu Dinh Port Joint Stock Company (ix)	Ho Chi Minh City	Support activities related to transportation, real estate trading		43.45	43.45	83.45	83.45
6	Nova SQN Investment Joint Stock Company	Ho Chi Minh City	Real estate trading		49.72	49.72	49.72	49.72
7	Hung Ngu Security Joint Stock Company (x)	Ho Chi Minh City	Security activities		23.98	24.00	-	-
8	Phu Tri Real Estate Investment Commercial Joint Stock Company (xi)	Ho Chi Minh City	Real estate trading		48.98	48.98	99.98	99.98

1 GENERAL INFORMATION (continued)

- (i) According to Decision No.08/2020-QD-HPT dated 1 June 2020, the Board of Directors of Nova Hospitality Joint Stock Company approved the capital contribution for the establishment of Nova Holiday Joint Stock Company ("Nova Holiday") with total par value of VND19,996,000,000, accounting for 99.98% of the contributed capital in Nova Holiday.
- (ii) According to Decision No.05/2020-QD-BH dated 7 July 2020, the Board of Members of Bach Hop Real Estate Company Limited ("Bach Hop") has approved the split of Bach Hop into two companies, including Bach Hop Real Estate Company Limited and Phuc Thinh Real Estate Investment Company Limited.
- (iii) According to Resolution No.84/2020-NQ.HDQT-NVLG dated 5 August 2020, the Board of Directors approved the capital contribution for the establishment of An Phat Real Estate Development and Investment Company Limited ("An Phat") with total capital contribution of VND19,998,000,000, equivalent to 99.99% of the charter capital of An Phat. According to Resolution No.100/2020-NQ.HDQT-NVLG dated 7 August 2020, the Board of Directors approved the additional contribution of VND1,612,500,000,000 to An Phat to increase An Phat's charter capital from VND20,000,000,000 to VND1,632,500,000,000. As at 31 December 2020, the Group had completed its capital contribution with the Group's total contributed capital in An Phat being VND1,632,498,000,000, equivalent to 99.99% of its charter capital in An Phat.
- (iv) According to Decision No.13/2020-QD-HPT dated 21 August 2020, the Board of Directors of Nova Hospitality Joint Stock Company approved the capital contribution for the establishment of Big Ben Holiday Joint Stock Company ("Big Ben Holiday") with a total par value of VND19,996,000,000, accounting for 99.98% of the contributed capital in Big Ben Holiday.
- (v) 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 not control due to the terms of the shareholder agreement; therefore, Thanh My Loi was accounted for as an associate of the Group. As at 31 December 2020, the Group held 69.75% interest in and controlled Thanh My Loi so Thanh My Loi was accounted for as a subsidiary of the Group.
- (vi) According to Decision No. 07A/2020-QD-LKH dated 17 August 2020, the Board of Directors of Lucky House Investment Services Joint Stock Company ("Lucky House") approved of Lucky House purchasing (through public auction or direct stock plan) shares in initial public offering for the equitization of Vietnam Youth Tourist Company Limited ("Vietnam Youth Tourist"). By 31 December 2020, Lucky House had successfully completed the purchase of 94.67% of the charter capital of Vietnam Youth Tourist for a total consideration of VND53,048,022,255.

1 GENERAL INFORMATION (continued)

- (vii) According to Decision No.03/2020-QD-PB dated 23 October 2020, the Board of Members of Phuc Binh Real Estate Company Limited ("Phuc Binh") approved the merger of Phuc Binh into Vuong Gia Real Estate Investment Joint Stock Company ("Vuong Gia"). Accordingly, all assets, liabilities and equity of Phuc Binh were transferred to Vuong Gia.

According to Decision No. 08/2020-QD-VG dated 25 November 2020, the General Meeting of Shareholders of Vuong Gia approved the merger of Vuong Gia into Nova Nippon Joint Stock Company ("Nova Nippon"). Accordingly, all assets, liabilities and equity of Vuong Gia were transferred to Nova Nippon.

According to Resolution No. 164/2020-NQ-HDQT-NVLG dated 16 November 2020, the Board of Directors approved the transfer of the Company's capital contribution at Sun City Real Estate Investment & Development Company Limited ("Sun City"). At the same time, according to Resolution No. 166/2020-NQ-HDQT-NVLG dated 16 November 2020, the Board of Directors approved the transfer of all contributed capital owned by the Company at Nova Nippon. In December 2020, the Group completed the transfer of these two subsidiaries for a total receipt of VND6,547,500,000,000. The gain of VND797,051,639,092 is the difference between the total transfer value and the carrying amount of the net asset and was recognised in the consolidated income statement (Note 32).

- (viii) According to Resolution No.24/2020-NQ.HDQT-NVLG dated 31 March 2020, the Board of Directors approved the transfer of capital contribution at Phong Dien Real Estate Investment Joint Stock Company ("Phong Dien") with the amount of VND189,980,000,000, accounting for 99.989% of the contributed capital in Phong Dien. In March 2020, the Group completed the transfer of this subsidiary for a total receipt of VND987,000,000,000. The gain of VND795,497,200,163 is the difference between the total transfer value and the carrying amount of the net asset, was recognised in the consolidated income statement (Note 32).

- (ix) According to Resolution No.58/2020-NQ.HDQT-NVLG dated 23 June 2020, the Board of Directors approved the transfer of 40,000,000 ordinary shares at Phu Dinh Port Joint Stock Company ("Phu Dinh"), accounting for 40% of the contributed capital in Phu Dinh. In June 2020, the Group completed the transfer of this subsidiary for a total receipt of VND2,395,640,000,000. The gain of VND1,707,671,035,676 is the difference between the total transfer value and the carrying amount of the net asset and was recognised in the consolidated income statement (Note 32). After the transfer, Phu Dinh became an associate of the Group as the Group still has significant influence on Phu Dinh.

- (x) According to Decision No.13/2020-QD-NVL dated 29 July 2020, the Board of Directors of No Va Land Investment Joint Stock Company approved the capital contribution for the establishment of Hung Ngu Security Joint Stock Company ("Hung Ngu Security") with a total par value of VND480,000,000, accounting for 24% of the contributed capital in Hung Ngu Security.

- (xi) According to Decision No.08/2020-QD-KH dated 18 September 2020, the Board of Members of Khai Hung Real Estate Company Limited approved the transfer of 18,513,000 ordinary shares at Phu Tri Real Estate Investment Commercial Joint Stock Company ("Phu Tri"), accounting for 51% of the contributed capital in Phu Tri. In September 2020, the Group completed the transfer of this subsidiary for a total receipt of VND928,000,000,000. The gain of VND57,698,145,385 is the difference between the total transfer value and the carrying amount of the net asset, was recognised in the consolidated income statement (Note 32). After the transfer, Phu Tri became an associate of the Group as the Group still has significant influence on Phu Tri.

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's. The accounting principles and practices utilised in Vietnam may differ from those generally accepted in countries and jurisdictions other than Vietnam.

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

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 the Vietnamese Dong ("VND"). The Group determines its accounting currency based on the currency which is 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.

In addition, the Group also uses 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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.5 Basis of consolidation*****Subsidiaries (continued)***

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 years.

Non-controlling transactions and interests

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

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 other entity or investment to be equity accounted for since the divestment date.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.5 Basis of consolidation (continued)*****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 or associate at the date of acquisition. 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 exceeding 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 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 period.

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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 estimated 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, when necessary, for obsolete, slow-moving and defective inventory items. The difference between the provision of this year and the provision of the previous year 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 Group has a positive intention and ability to hold until maturity.

Investments held-to-maturity include term deposits, bonds, preference shares which the issuer is required to buy back in the future and other investments held to maturity. Those investments are initially accounted for at cost. Subsequently, the Board of Management reviews all outstanding investments to determine the amount of provision to recognise at the period 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 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.

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.10 Investments (continued)****(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).

(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 the investees. These investments are accounted for initially at cost. Subsequently, the Board of Management reviews all outstanding investments to determine the amount of provision to recognise at the period end.

Provision for investments in other entities is made when there is a diminution in value of the investments at the period end. Regarding investments in listed shares or those 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 investees make losses, except for the investment which the Board of Management assessed that the recoverable amount is not less than carrying amount.

Changes in the provision balance during the accounting 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 lendings granted for interest earning 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 period 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 estimated loss that may arise. Changes in the provision balance during the accounting 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 as 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 suitable condition 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, such expenditure is 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 lives are recorded at historical cost and are not amortised.

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, which are recorded at cost and comprise of such necessary costs to newly construct, to repair and maintain, to upgrade, to renew or equip the projects with technologies as construction costs; equipment costs; compensation, assistance and resettlement expenses; project management expenditures; construction consulting expenditures; and capitalised borrowing costs for qualifying assets in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other fixed assets, commences when the assets are ready for their intended use.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 separated 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 term. 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 term of the lease.

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, such expenditure is charged to the consolidated income statement when incurred.

*Depreciation***(a) Investment properties held for lease**

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 lives are recorded at historical cost and are not amortised.

(b) Investment properties held for price appreciation

According to the guidance of Circular No. 200/2014/TT-BTC ("Circular 200") issued by Ministry of Finance on 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 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 their nature as follows:

- 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 year but not yet paid due to pending invoice or sufficient records and documents. Accrued expenses are recorded as an expense in the reporting year.

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 year 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 the assets. The capitalisation rate is the weighted average of the interest rates applicable to the Group's borrowings that are outstanding during the year, 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 fiscal year are recorded as an increase or decrease in operating expenses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 year during which the employee actually works for the Group less the year during which the employee participates in 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 year, on the basis that each employee is entitled to a half of an average monthly salary for 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. Unearned revenue is recognised as revenue in the consolidated income statement to the extent that recognition criteria have been met.

2.23 Convertible bonds

Convertible bonds are bonds that may be converted into common shares of the same issuer under the conditions identified in the bond issuance scheme.

Upon 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; the 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 components which are share options are transferred to the share premium account regardless of whether the bond holder exercised the option or not.

2.24 Capital and reserves

Owner's capital is recorded according to the actual amounts contributed at the par value of the shares.

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 represent 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.25 Appropriation of profit**

The Group's dividends are recognised as a liability in the consolidated financial statements in the year in which the dividends are approved by the General Meeting of shareholders.

Net 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 Group's charter and Vietnamese regulations.

The Group's funds are as below:

Bonus and welfare fund

The bonus and welfare fund is appropriated from the Group's net profit after BIT as proposed by the Board of Directors and subject to the shareholders' approval at the General Meeting of shareholders. This fund is presented as a liability on the consolidated balance sheet. This fund is used for rewarding, increasing general benefits and improving the welfare of 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.

For revenue from transferring ground project, once the land has been transferred to customers (regardless of whether the legal procedures of Certificates of Land Use Right have been completed or not) and the contract is irrevocable, revenue is recognised for the sold land when all of the following conditions are satisfied:

- The risks and benefits associated with the land use rights have been transferred to the buyer;
- The amount of revenue can be measured reliably;
- The costs incurred or to be incurred in respect of land transfer transaction can be measured reliably; and
- The Group has received or entitled to receive economic benefits from the sale of land.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.26 Revenue recognition (continued)****(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 year of the related revenue from sales of products, goods and rendering of services are recorded as deduction of revenue of that year.

Sales deductions for sales of products, goods or rendering of services which are sold in the year but are incurred after the balance sheet date but before the issuance of the consolidated financial statements are recorded as deduction from the revenue of that year.

2.28 Cost of goods sold and services rendered

Cost of goods sold and services rendered are the 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 year for financial activities including expenses of lending and borrowing, expenses or losses relating to financial investment activities and bond issuance; losses incurred on selling foreign currencies; losses from foreign exchange differences; and payment discounts.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.30 Selling expenses**

Selling expenses represent expenses that are incurred in the process of selling products, goods, and providing services, which mainly include publicity, display, advertising expenses and sale commissions.

2.31 General and administration expenses

General and administration expenses represent expenses for administrative purposes which mainly include salary expenses of administrative staff; social insurance, medical insurance, labour union fees, unemployment insurance of administrative staff; expenses of office materials, tools and supplies; outside services; and other expenses.

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 income tax should be recognised as an income or an expense and included in the profit or loss of the year, except to the extent that the income tax arises from a transaction or event which is recognised, in the same or a different year, 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 consolidated 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 the Board of Management 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 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;
- Estimated useful lives of fixed assets (Note 2.13); and
- Goodwill allocation.

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 COMBINATIONS**3.1 Acquisition during the year****(a) Acquisitions of Lucky House Investment Service Joint Stock Company ("Lucky House")**

On 25 February 2020, the Group completed the acquisition and capital contribution in order to obtain 99.98% interest in Lucky House for a consideration of VND19,996,000,000.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

	Fair value recognised at acquisition date VND
Assets	
Cash and cash equivalents	19,914,723,136
Other assets	16,834,961
	19,931,558,097
Liabilities	
Liabilities	103,000,000
	103,000,000
Total identifiable net assets	19,828,558,097
Goodwill	170,415,966
Non-controlling interests	(2,974,063)
Purchase consideration transferred	19,996,000,000
Cash acquired	(19,914,723,136)
Net cash outflow on acquisition	81,276,864

3 BUSINESS COMBINATIONS (continued)**3.1 Acquisitions during the year (continued)****(b) Acquisition of Tan Kim Yen Real Estate Investment Company Limited ("Tan Kim Yen")**

On 22 June 2020, the Group completed the acquisition of 99.99% interest in Tan Kim Yen for a consideration of VND19,998,000,000.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

	Fair value recognised at acquisition date VND
Assets	
Cash and cash equivalents	19,899,637,891
Other assets	35,524,804
	19,935,162,695
Liabilities	
Liabilities	24,772,000
	24,772,000
Total identifiable net assets	19,910,390,695
Goodwill	89,600,344
Non-controlling interests	(1,991,039)
Purchase consideration transferred	19,998,000,000
Cash acquired	(19,899,637,891)
Net cash outflow on acquisition	98,362,109

3 BUSINESS COMBINATIONS (continued)**3.1 Acquisitions during the year (continued)****(c) Acquisition of Phuc Hoa Real Estate Company Limited ("Phuc Hoa")**

On 23 June 2020, the Group completed the acquisition of 69.86% interest in Phuc Hoa for a consideration of VND4,299,570,000,000.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

	Fair value recognised at acquisition date VND
Assets	
Cash and cash equivalents	334,464,935
Other short-term receivables	4,329,845,500,000
Other assets	16,359,169
	4,330,196,324,104
Liabilities	
Liabilities	30,001,650,000
	30,001,650,000
Total identifiable net assets	4,300,194,674,104
Gain on bargain purchase	(135,998,706)
Non-controlling interests	(488,675,398)
Purchase consideration transferred	4,299,570,000,000
Cash acquired	(334,464,935)
Net cash outflow on acquisition	4,299,235,535,065

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3 BUSINESS COMBINATIONS (continued)**3.1 Acquisitions during the year (continued)****(d) Acquisition of The Ky Hoang Kim Real Estate Company Limited ("The Ky Hoang Kim")**

On 9 July 2020, the Group completed the acquisition of 99.995% interest in The Ky Hoang Kim for a consideration of VND1,900,000,000,000.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

	Fair value recognised at acquisition date VND
Assets	
Cash and cash equivalents	2,010,708,364
Other short-term receivables	1,387,514,764,819
Inventories	534,300,000,000
Other assets	4,118,899,307
	1,927,944,372,490
Liabilities	
Liabilities	49,058,549,869
Deferred tax liabilities	8,846,044,778
	57,904,594,647
Total identifiable net assets	1,870,039,777,843
Goodwill	29,986,675,213
Non-controlling interests	(26,453,056)
Purchase consideration transferred	1,900,000,000,000
Cash acquired	(2,010,708,364)
Net cash outflow on acquisition	1,897,989,291,636

3 BUSINESS COMBINATION (continued)**3.1 Acquisition during the year (continued)****(e) Acquisition of a group of companies: An Huy Investment and Development Real Estate Company Limited ("An Huy") and Ngan Hiep Real Estate Joint Stock Company ("Ngan Hiep")**

On 21 September 2020, the Group completed the acquisition of 99.98% interest in An Huy with a consideration of VND882,134,000,000. Through this acquisition, the Group also controlled Ngan Hiep because An Huy held 99.98% interest in Ngan Hiep.

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	21,644,596,460
Other short-term receivables	24,153,446,426
Inventories	1,507,617,156,700
Other assets	627,159,844,335
	2,180,575,043,921
Liabilities	
Liabilities	762,522,575,380
Deferred tax liabilities	273,606,745,466
	1,036,129,320,846
Total identifiable net assets	1,144,445,723,075
Gain on bargain purchase	(261,950,554,734)
Non-controlling interests	(361,168,341)
Purchase consideration transferred	882,134,000,000
Cash acquired	(21,644,596,460)
Net cash outflow on acquisition	660,489,403,540
Payables	200,000,000,000

3 BUSINESS COMBINATIONS (continued)**3.1 Acquisitions during the year (continued)****(f) Acquisition of a group of companies: Liberty Investment Joint Stock Company ("Liberty") and Thanh My Loi Joint Stock Company ("Thanh My Loi")**

On 29 September 2020, the Group completed the acquisition of 99.98% interest in Liberty for a consideration of VND1,400,000,000,000. Through this acquisition, the Group also controlled Thanh My Loi because Liberty held 14.12% interest in Thanh My Loi, and previously the Group had owned 55.64% in Thanh My Loi.

This business combination impacts to the net assets of the Group at the acquisition date as follows:

	Fair value recognised at acquisition date VND
Assets	
Cash and cash equivalents	360,038,664
Other short-term receivables	81,924,756,850
Inventories	18,933,357,873,384
Other assets	736,952,279,302
	19,752,594,948,200
Liabilities	
Liabilities	3,821,561,254,447
Deferred tax liabilities	2,971,625,856,584
	6,793,187,111,031
Total identifiable net assets	12,959,407,837,169
Goodwill	475,799,724,780
Non-controlling interests	(4,214,723,019,790)
Purchase consideration transferred	9,220,484,542,159
<i>First consideration measured using the equity method at the date had control</i>	5,436,080,847,927
<i>Revaluation of investment in associate at the acquisition date</i>	2,384,403,694,232
<i>Second consideration at the acquisition date</i>	1,400,000,000,000
Cash acquired	(360,038,664)
Accumulated profit after tax shared from associate	8,677,857,221
Net cash outflow on acquisition (*)	6,844,398,666,484

(*) Net cash outflow on acquisition includes VND5,444,758,705,148 paid by CQ89 Real Estate Investment and Development Company Limited ("CQ89") for purchasing Thanh My Loi in 2018 and VND1,399,639,961,336 paid in 2020.

3 BUSINESS COMBINATIONS (continued)**3.1 Acquisitions during the year (continued)****(g) Acquisition of Vietnam Youth Tourist Joint Stock Company ("Vietnam Youth Tourist")**

On 10 November 2020, the Group completed the acquisition of 94.67% interest in Vietnam Youth Tourist for a consideration of VND53,048,022,255.

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	1,508,024,437
Other short-term receivables	19,211,335,021
Other assets	31,846,804,121
	52,566,163,579
Liabilities	
Liabilities	27,106,858,037
	27,106,858,037
Total identifiable net assets	25,459,305,542
Goodwill	27,867,158,480
Non-controlling interests	(278,441,767)
Purchase consideration transferred	53,048,022,255
Cash acquired	(1,508,024,437)
Net cash outflow on acquisition	51,539,997,818

3 BUSINESS COMBINATIONS (continued)**3.2 Disposals during the year****(a) Disposal of Phong Dien Real Estate Investment Joint Stock Company ("Phong Dien")**

On 31 March 2020, the Group disposed of the entire equity interest in Phong Dien for a total consideration of VND987,000,000,000. The gain of VND795,497,200,163 is the difference between the consideration and the carrying value of net assets transferred and was recognised in the consolidated income statement (Note 32).

(b) Disposal of Phu Dinh Port Joint Stock Company ("Phu Dinh Port")

On 23 June 2020, the Group disposed of a part of its equity interest in Phu Dinh for a total consideration of VND2,395,640,000,000. The gain of VND1,707,671,035,676 is the difference between the consideration and the carrying value of net assets transferred and was recognised in the consolidated income statement (Note 32).

(c) Disposal of Phu Tri Real Estate Investment Commercial Joint Stock Company ("Phu Tri")

On 18 September 2020, the Group disposed of a part of its equity interest in Phu Tri for a total consideration of VND928,000,000,000. The gain of VND57,698,145,385 is the difference between the consideration and the carrying value of net assets transferred and was recognised in the consolidated income statement (Note 32).

(d) Disposal of Nova Nippon Joint Stock Company ("Nova Nippon") and Sun City Real Estate Investment and Development Company Limited ("Sun City")

In December 2020, the Group disposed the entire equity interest in Nova Nippon and Sun City for a total consideration of VND6,547,500,000,000. The gain of VND797,051,639,092 is the difference between the consideration and the carrying value of net assets transferred and was recognised in the consolidated income statement (Note 32).

4 CASH AND CASH EQUIVALENTS

	31.12.2020 VND	31.12.2019 VND
Cash on hand	808,751,906	1,510,564,933
Cash in bank	7,068,925,290,639	1,949,615,039,318
Cash equivalents (*)	4,489,053,513,127	4,515,093,912,126
	<u>11,558,787,555,672</u>	<u>6,466,219,516,377</u>

(*) Cash equivalents are term deposits in Vietnamese Dong at commercial banks with original maturity of 3 months or less earning interest at rates from 2.2% per annum to 5.0% per annum (as at 31 December 2019: from 4.1% per annum to 6.0% per annum).

As at 31 December 2020, cash and cash equivalents of VND860,940 million (as at 31 December 2019: VND714,591 million) was pledged as collateral assets for the bank loans and VND2,309,196 million (as at 31 December 2019: VND303,996 million) was managed by bank under purpose of borrowings for each project.

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5 INVESTMENTS

(a) Investments held-to-maturity

(i) Short-term

	31.12.2020		31.12.2019	
	Cost VND	Book value VND	Cost VND	Book value VND
Term deposits (*)	520,449,853,961	520,449,853,961	466,222,941,609	466,222,941,609
Bonds (**)	201,380,000,000	201,380,000,000	-	-
	<u>721,829,853,961</u>	<u>721,829,853,961</u>	<u>466,222,941,609</u>	<u>466,222,941,609</u>

(*) Short-term deposits represent bank deposits in VND with original maturity of more than three months and not exceeding twelve months at the commercial banks with interest rates from 3.7% per annum to 7.5% per annum (as at 31 December 2019: from 6.2% per annum to 8.25% per annum).

(**) This is an investment in bonds of a Vietnamese company pursuant to a Sale Purchase Bond Contract with Vietnam Prosperity Joint-Stock Commercial Bank with a maturity date of 4 October 2021, earning interest on the 4th of every month at a rate of 9.2% per annum. As at the date of these consolidated financial statements, these bonds had been sold before maturity.

As at 31 December 2020, short term deposits of VND356,980 million (as at 31 December 2019: VND116,815 million) was pledged as collateral assets and VND1,600 million (as at 31 December 2019: nil) was managed by bank under purpose of borrowings for each project.

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5 INVESTMENTS (continued)

(a) Investments held-to-maturity (continued)

(ii) Long-term

	31.12.2020		31.12.2019	
	Cost VND	Book value VND	Cost VND	Book value VND
Term deposits (*)	30,278,610,000	30,278,610,000	41,763,600,000	41,763,600,000
Bonds (**)	205,910,900,000	205,910,900,000	-	-
	<u>236,189,510,000</u>	<u>236,189,510,000</u>	<u>41,763,600,000</u>	<u>41,763,600,000</u>

(*) Long-term term deposits represent bank deposits in VND with the remaining terms over twelve months at commercial banks with an interest rate of 7.5% per annum (as at 31 December 2019: 7.5% per annum).

(**) This is an investment in bonds of a Vietnamese company pursuant to a Sale Purchase Bond Contract with Vietnam Prosperity Joint-Stock Commercial Bank with a maturity date of 11 December 2022, earning interest every six (6) months at a rate of 12% per annum. As at the date of these consolidated financial statements, these bonds had been sold before maturity.

As at 31 December 2020, long-term term deposits of VND30,279 million (as at 31 December 2019: VND41,764 million) were pledged as collateral assets and no term deposits (as at 31 December 2019: nil) were managed by bank under purpose of borrowings for each project.

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5 INVESTMENTS (continued)

(b) Investments in associates

	31.12.2020			31.12.2019		
	Cost VND	Fair value VND	Provision VND	Cost VND	Fair value VND	Provision VND
Investments in associates	1,645,203,026,029	(*)	-	5,694,610,841,185	(*)	-

Details of investments in associates are as follows:

Name	Principal activity	31.12.2020			31.12.2019		
		Book value VND	Fair value VND	Provision VND	Book value VND	Fair value VND	Provision VND
Phu Dinh Port Joint Stock Company (Note 1(ix))	Support activities related to transportation, real estate trading	808,355,943,278	(*)	-	-	-	-
Phu Tri Real Estate Investment Commercial Joint Stock Company (Note 1(xi))	Real estate trading	584,864,202,133	(*)	-	-	-	-
Saigon Golf Company Limited	Real estate trading	152,688,737,269	(*)	-	148,260,800,420	(*)	-
Ben Thanh Housing Development and Service Joint Stock Company	Real estate trading	74,903,246,979	(*)	-	71,625,904,472	(*)	-
Nova SQN Investment Joint Stock Company	Real estate trading	21,101,988,860	(*)	-	33,678,225,627	(*)	-
Hung Ngu Security Joint Stock Company (Note 1(x))	Security Activities	2,378,785,939	(*)	-	-	-	-
Sai Gon Electronics and Industrial Service Joint Stock Company	Electronic components and telecommunications trading	910,121,571	(*)	-	2,643,029,559	(*)	-
Thanh My Loi Joint Stock Company	Real estate trading	-	-	-	5,438,402,881,107	(*)	-
		1,645,203,026,029			5,694,610,841,185		

5 INVESTMENTS (continued)**(b) Investments in associates (continued)**

Movements of the investments in associates during the year were as follows:

	For the year ended 31.12.2020 VND	For the year ended 31.12.2019 VND
Beginning of year	5,694,610,841,185	7,694,964,022,477
Additional investments in the year	480,000,000	604,283,000,000
Transfers from subsidiaries to associates (Note 1(ix), 1(xi))	1,391,145,565,872	-
Loss sharing from investments in associates	(2,552,533,101)	(9,578,783,868)
Transfers from associates to subsidiaries	(5,436,080,847,927)	(2,583,098,255,939)
Dissolution of associates	-	(9,559,141,485)
Dividends received from associates	(2,400,000,000)	(2,400,000,000)
End of year	<u>1,645,203,026,029</u>	<u>5,694,610,841,185</u>

(*) As at 31 December 2020 and 31 December 2019, the Group had not determined the fair value of these investments for disclosure in the consolidated financial statements because they do not have listed prices.

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5 INVESTMENTS (continued)

(c) Investments in other entities

	31.12.2020			31.12.2019		
	Cost VND	Fair value VND	Provision VND	Cost VND	Fair value VND	Provision VND
Investments in other entities	9,649,750,000	(*)	-	7,939,750,000	(*)	-

Details of investments in other entities are as follows:

Name	Principal activity	31.12.2020			31.12.2019		
		Cost VND	Fair value VND	Provision VND	Cost VND	Fair value VND	Provision VND
Hue Travel Company Limited	Tourism services	7,939,750,000	(*)	-	7,939,750,000	(*)	-
Novareal Joint Stock Company	Real estate trading	1,000,000,000	(*)	-	-	-	-
Novatravel Joint Stock Company	Tourism services	510,000,000	(*)	-	-	-	-
PTN Education Joint Stock Company	Education	200,000,000	(*)	-	-	-	-
		9,649,750,000		-	7,939,750,000		-

(*) As at 31 December 2020 and 31 December 2019, the Group had not determined the fair value of these investments for disclosure in the consolidated financial statements because they do not have listed prices.

6 SHORT-TERM TRADE ACCOUNTS RECEIVABLE

	31.12.2020 VND	31.12.2019 VND
Trade receivables from sales of real estate		
Third parties (*)	1,108,041,403,374	964,108,260,507
Related parties (Note 41(b))	30,898,518,971	35,399,461,270
Trade receivables from rendering of services		
Third parties (*)	113,671,026,359	77,181,365,589
	<u>1,252,610,948,704</u>	<u>1,076,689,087,366</u>

(*) As at 31 December 2020 and 31 December 2019, there was no third party customer with a balance accounting for 10% or more of the total balance of short-term trade accounts receivable. Trade receivables from sales of real estate mainly includes receivables retained by customers and not yet paid until has been transferred the ownership certificate.

As at 31 December 2020 and 31 December 2019, the balances of short-term trade accounts receivable which were past due amounted to VND10,263,645,778 and are presented in Note 10.

7 SHORT-TERM PREPAYMENTS TO SUPPLIERS

	31.12.2020 VND	31.12.2019 VND
Third parties		
<i>Sai Gon General Services Joint Stock Company</i>	323,104,203,797	323,024,476,227
<i>Green Mark Construction Joint Stock Company</i>	286,459,718,262	-
<i>Sai Gon Coop Investment and Development Joint Stock Company</i>	102,500,000,000	102,500,000,000
<i>Others</i>	754,861,758,343	408,380,616,420
	<u>1,466,925,680,402</u>	<u>833,905,092,647</u>

As at 31 December 2020 and 31 December 2019, there was no balance of short-term prepayments to suppliers which was past due or not past due but doubtful.

8 SHORT-TERM LENDING**(a) Short-term**

	31.12.2020 VND	31.12.2019 VND
Third parties (*)	3,019,394,229,338	496,091,950,464
Related parties (Note 41(b))	-	272,629,003,300
	<u>3,019,394,229,338</u>	<u>768,720,953,764</u>

(*) These are the short-term lendings to third parties which are unsecured and earn interest at rates from 3.9% per annum to 18.0% per annum (as at 31 December 2019: from 4.8% per annum to 18.0% per annum). The terms of these lendings are from 3 to 12 months.

(b) Long-term

	31.12.2020 VND	31.12.2019 VND
Third parties (*)	<u>175,500,000,000</u>	<u>-</u>

(*) These are the long-term lendings which are unsecured, earn interest at a rate of 13% per annum and mature in 36 months.

As at 31 December 2020 and 31 December 2019, there was no balance of short-term lending which was past due or not past due but doubtful.

9 OTHER RECEIVABLES**(a) Short-term**

	31.12.2020		31.12.2019	
	Cost VND	Provision VND	Cost VND	Provision VND
Deposits for the acquisition of shares (*)	2,637,784,295,518	-	475,200,461,660	-
Deposits for the acquisition of land for projects	2,163,427,461,500	-	1,276,727,461,500	-
Receivables relating to transfers of subsidiaries	776,065,500,000	-	-	-
Receivables relating to Saigon Golf (**)	388,560,000,000	-	388,560,000,000	-
Advances for projects	348,422,056,100	-	379,741,687,575	-
Project development and investment co-operation (***)	240,830,000,000	-	53,219,000,000	-
Interest receivable from deposits, lending and investment co-operation	223,725,777,770	-	103,019,159,618	-
VAT advance payment	255,473,517,227	-	-	-
Advance for divestment	196,000,000,000	-	-	-
Deposits for projects	78,254,134,192	-	98,839,134,192	-
Others	760,784,673,783	-	449,694,492,900	-
	<u>8,069,327,416,090</u>	<u>-</u>	<u>3,225,001,397,445</u>	<u>-</u>

9 OTHER RECEIVABLES (continued)**(a) Short-term (continued)**

In which, the balances with related parties and third parties were as follows:

	31.12.2020		31.12.2019	
	Cost	Provision	Cost	Provision
	VND	VND	VND	VND
Third parties	7,434,445,536,788	-	2,770,959,941,152	-
Related parties (Note 41(b))	634,881,879,302	-	454,041,456,293	-
	<u>8,069,327,416,090</u>	<u>-</u>	<u>3,225,001,397,445</u>	<u>-</u>

(*) These are deposits for share acquisition of companies in which the Group is investing. These deposits will be recognised as investments in subsidiaries or associates when the Group completes the share transfers.

(**) These are receivables according to the Cancellation Agreement of a Capital transfer contract for an amount of VND645,444,132,075 and the return of the additional capital contributed to Saigon Golf of VND388,560,000,000. In 2019, the Group fully received the 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 the agreed sharing ratios in the agreements.

(b) Long-term

	31.12.2020		31.12.2019	
	Cost	Provision	Cost	Provision
	VND	VND	VND	VND
Project development and investment co-operation (*)	17,138,503,000,000	-	124,221,000,000	-
Deposits for projects (**)	217,686,512,499	-	215,973,712,452	-
Others	112,083,465,839	-	30,544,354,296	-
	<u>17,468,272,978,338</u>	<u>-</u>	<u>370,739,066,748</u>	<u>-</u>

(*) 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 the agreed sharing ratios in the agreements.

(**) This balance represents long-term deposits at the Department of Planning and Investment as an amount guaranteed for performing projects.

9 OTHER RECEIVABLES (continued)**(b) Long-term (continued)**

In which, the balances with related parties and third parties were as follows:

	31.12.2020		31.12.2019	
	Cost	Provision	Cost	Provision
	VND	VND	VND	VND
Third parties	17,038,542,978,338	-	365,056,749,293	-
Related parties (Note 41(b))	429,730,000,000	-	5,682,317,455	-
	<u>17,468,272,978,338</u>	<u>-</u>	<u>370,739,066,748</u>	<u>-</u>

As at 31 December 2020 and 31 December 2019, there was no balance of other short-term or long-term receivables which was past due or not past due but doubtful.

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10 DOUBTFUL DEBTS

	31.12.2020				31.12.2019			
	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	1,870	10,263,645,778	-	10,263,645,778	1,505

11 INVENTORIES**(a) Inventories**

	31.12.2020		31.12.2019	
	Cost VND	Provision VND	Cost VND	Provision VND
Properties under construction (i)	81,189,083,626,545	-	51,233,696,639,571	-
Finished properties (ii)	5,565,206,483,719	(3,001,730,408)	5,834,252,601,525	(3,643,929,970)
Property merchandises	102,949,300,000	-	134,544,508,215	-
Other goods	10,668,741,916	-	6,943,380,879	-
	<u>86,867,908,152,180</u>	<u>(3,001,730,408)</u>	<u>57,209,437,130,190</u>	<u>(3,643,929,970)</u>
Provision for decline in value of inventories	(3,001,730,408)		(3,643,929,970)	
	<u>86,864,906,421,772</u>		<u>57,205,793,200,220</u>	

Movements in the provision for decline in value of inventories during the year were as follows:

	2020 VND	2019 VND
Beginning of year	(3,643,929,970)	(7,579,047,926)
Reversal	642,199,562	3,935,117,956
End of year	<u>(3,001,730,408)</u>	<u>(3,643,929,970)</u>

(i) As at 31 December 2020, 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 2020, the balance presents the properties in construction completion for sale.

As at 31 December 2020, the Group's inventories of VND28,480,681 million (as at 31 December 2019: VND14,969,163 million) were pledged as collateral assets for borrowings.

Total interest capitalised in the value of inventories during the year ended 31 December 2020 was VND3,091,754 million (year ended 31 December 2019: VND1,410,659 million).

(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**

	31.12.2020 VND	31.12.2019 VND
Tools and equipment	23,741,270,524	2,654,165,805
Others	84,919,021,892	72,826,173,364
	<u>108,660,292,416</u>	<u>75,480,339,169</u>

(b) Long-term

	31.12.2020 VND	31.12.2019 VND
Deferred expenses in accordance with revenue	322,584,457,039	53,464,458,773
Tools and equipment	21,280,033,354	13,645,182,869
Prepayment expenses for office and rental		
property renovation	12,038,068,275	72,207,090,994
Compensation cost for land clearance	-	41,881,487,734
Others	63,860,613,165	81,601,646,473
	<u>419,763,171,833</u>	<u>262,799,866,843</u>

Movements in long-term prepaid expenses during the year were as follows:

	2020 VND	2019 VND
Beginning of year	262,799,866,843	414,115,027,558
Purchase	320,171,879,182	206,913,430,452
Transfers from construction in progress (Note 16)	7,027,785,503	-
Change from acquisition of subsidiaries	176,125,718	(99,318,908,130)
Allocation	(74,526,489,557)	(258,909,683,037)
Disposals	(54,053,997,064)	-
Changes due to disposal of subsidiaries	(41,831,998,792)	-
	<u>419,763,171,833</u>	<u>262,799,866,843</u>
End of year		

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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 2020	689,430,600,465	38,608,673,933	132,116,930,711	46,802,199,486	217,609,091	907,176,013,686
New purchases	437,000,000	7,512,475,739	19,398,340,214	9,094,389,518	162,000,000	36,604,205,471
Transfers from construction in progress (Note 16)	418,229,964,912	20,116,506,290	96,307,872,027	20,376,866,653	73,530,000	555,104,739,882
Increase from acquisition of subsidiaries	7,522,354,285	253,398,547	535,686,004	141,212,039	-	8,452,660,875
Disposal	-	(1,866,090,063)	(24,021,936,364)	(2,741,597,130)	-	(28,629,623,557)
Decrease from disposal of subsidiaries	(196,898,029,531)	(1,905,511,829)	(821,705,218)	(174,216,435)	-	(199,799,463,013)
Others	(1,032,252,152)	-	(36,000,000)	-	-	(1,068,252,152)
As at 31 December 2020	917,689,637,979	62,719,452,617	223,479,187,374	73,498,854,131	453,139,091	1,277,840,271,192
Accumulated depreciation						
As at 1 January 2020	(118,924,697,055)	(14,599,720,088)	(48,597,721,800)	(26,426,989,260)	(210,810,878)	(208,759,939,081)
Charge for the year	(22,871,460,494)	(7,076,639,346)	(22,049,927,678)	(12,414,423,230)	(35,616,963)	(64,448,067,711)
Disposal	-	1,410,214,721	7,442,903,564	1,412,430,445	-	10,265,548,730
Increase from acquisition of subsidiaries	(7,126,829,285)	(253,398,547)	(535,686,004)	(141,212,039)	-	(8,057,125,875)
Decrease from disposal of subsidiaries	92,736,167,862	1,660,399,102	536,390,904	140,505,214	-	95,073,463,082
As at 31 December 2020	(56,186,818,972)	(18,859,144,158)	(63,204,041,014)	(37,429,688,870)	(246,427,841)	(175,926,120,855)
Net book value						
As at 1 January 2020	570,505,903,410	24,008,953,845	83,519,208,911	20,375,210,226	6,798,213	698,416,074,605
As at 31 December 2020	861,502,819,007	43,860,308,459	160,275,146,360	36,069,165,261	206,711,250	1,101,914,150,337

The historical cost of fully depreciated tangible fixed assets but still in use as at 31 December 2020 was VND43,620 million (as at 31 December 2019: VND36,025 million)

As at 31 December 2020, tangible fixed assets of the Group was VND808,010 million (as at 31 December 2019: VND424,886 million) which were pledged as security for the short-term and long-term borrowings granted to the Group (Note 24).

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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 2020	68,702,167,947	30,000,000	99,974,662,075	168,706,830,022
Additions	-	-	5,655,467,365	5,655,467,365
Transfer from prepaid expenses	-	-	256,500,120	256,500,120
Transfer to inventory	(10,947,650,000)	-	-	(10,947,650,000)
Decrease from disposal of subsidiaries	-	-	(30,000,000)	(30,000,000)
As at 31 December 2020	57,754,517,947	30,000,000	105,856,629,560	163,641,147,507
Accumulated amortisation				
As at 1 January 2020	-	(30,000,000)	(27,048,351,522)	(27,078,351,522)
Charge for the year	-	-	(20,065,345,903)	(20,065,345,903)
Decrease from disposal of subsidiaries	-	-	30,000,000	30,000,000
As at 31 December 2020	-	(30,000,000)	(47,083,697,425)	(47,113,697,425)
Net book value				
As at 1 January 2020	68,702,167,947	-	72,926,310,553	141,628,478,500
As at 31 December 2020	57,754,517,947	-	58,772,932,135	116,527,450,082

Historical cost of fully depreciated tangible fixed assets but still in use as at 31 December 2020 was VND12,302 million (as at 31 December 2019: VND10,304 million).

As at 31 December 2020, intangible fixed assets of the Group with a total net book value of VND56,360 million (as at 31 December 2019: VND33,822 million) which were pledged as security for the short-term and long-term borrowings granted to the Group (Note 24).

15 INVESTMENT PROPERTIES

	Land use rights VND	Buildings VND	Total VND
Historical cost			
As at 1 January 2020	1,006,049,946,364	3,005,859,110,307	4,011,909,056,671
Transfers from inventories	-	162,287,884,660	162,287,884,660
Transfers from construction in progress (Note 16)	-	15,891,354,449	15,891,354,449
Other increase	-	2,269,747,450	2,269,747,450
Transfers to inventories	(930,957,140,000)	(162,576,513,638)	(1,093,533,653,638)
As at 31 December 2020	75,092,806,364	3,023,731,583,228	3,098,824,389,592
Accumulated amortisation			
As at 1 January 2020	-	(213,467,485,835)	(213,467,485,835)
Charge for the year	-	(64,352,364,725)	(64,352,364,725)
Transfers to inventories	-	3,243,211,888	3,243,211,888
As at 31 December 2020	-	(274,576,638,672)	(274,576,638,672)
Net book value			
As at 1 January 2020	1,006,049,946,364	2,792,391,624,472	3,798,441,570,836
As at 31 December 2020	75,092,806,364	2,749,154,944,556	2,824,247,750,920

Investment properties are mainly for leases. As at 31 December 2020, investment properties with a carrying value of VND1,341,854 million (as at 31 December 2019: VND2,229,357 million) were pledged with banks as security for short-term and long-term borrowings granted to the Group.

16 LONG-TERM WORK IN PROGRESS

	31.12.2020 VND	31.12.2019 VND
Purchase of assets	46,231,344,533	140,155,939,740
Office repairs and maintenance	35,051,272,503	17,767,992,676
Showhouses	19,537,947,677	42,431,128,278
Projects in construction progress	-	464,785,187,965
Others	2,952,296,769	2,952,296,769
	103,772,861,482	668,092,545,428

16 LONG-TERM WORK IN PROGRESS (continued)

Movements in the construction in progress during the year were as follows:

	2020 VND	2019 VND
Beginning of year	668,092,545,428	248,217,392,159
Increase in the year	95,090,107,397	
Transfer to tangible fixed asset (Note 13)	(555,104,739,882)	(36,143,258,953)
Transfer to intangible fixed asset	-	(65,763,185,580)
Transfer to investment properties (Note 15)	(15,891,354,449)	(5,950,477,083)
Transfer to short-term prepaid expense	(8,171,185,859)	-
Transfer to long-term prepaid expense (Note 12(b))	(7,027,785,503)	-
Other decreases	(73,214,725,650)	(9,354,936,815)
End of year	<u>103,772,861,482</u>	<u>668,092,545,428</u>

17 GOODWILL

Movements in goodwill during the year were as follows:

	2020 VND	2019 VND
Beginning of year	6,841,457,940,364	6,355,909,039,839
Increases (*)	533,913,574,783	1,305,272,410,195
Allocation (Note 36)	(849,398,206,508)	(819,723,509,670)
Decrease due to disposal of subsidiaries	(575,131,166,983)	-
End of year	<u>5,950,842,141,656</u>	<u>6,841,457,940,364</u>

(*) 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: Liberty Investment Joint Stock Company and Thanh My Loi Joint Stock Company	475,799,724,780	10
The Ky Hoang Kim Real Estate Company Limited	29,986,675,213	10
Vietnam Youth Tourist Joint Stock Company	27,867,158,480	10
Lucky House Investment Service Joint Stock Company	170,415,966	10
Tan Kim Yen Real Estate Investment Company Limited	89,600,344	10

Details of goodwill arising from business combinations are presented in Note 3.

18 SHORT-TERM TRADE ACCOUNTS PAYABLE

	31.12.2020		31.12.2019	
	Value VND	Able-to-pay amount VND	Value VND	Able-to-pay amount VND
Third parties				
<i>Henry Enterprise Group</i>				
<i>Company Limited</i>	619,680,395,588	619,680,395,588	619,680,395,588	619,680,395,588
<i>Others</i>	2,177,227,030,979	2,177,227,030,979	1,924,604,805,617	1,924,604,805,617
Related parties (Note 41(b))	-	-	316,457,900	316,457,900
	<u>2,796,907,426,567</u>	<u>2,796,907,426,567</u>	<u>2,544,601,659,105</u>	<u>2,544,601,659,105</u>

As at 31 December 2020 and 31 December 2019, the Company had no short-term trade accounts payable overdue.

19 SHORT-TERM ADVANCES FROM CUSTOMERS

The short-term advances from customers mainly include advances from customers, prepaid amounts or deposits of customers according to the property transfer agreements of the Group's projects. The amount is recognized as revenue when the Group completes and hands over apartments to customers.

As at 31 December 2020 and 31 December 2019, there were no customers accounting for 10% or more of the total balance.

20 TAXES AND (RECEIVABLES FROM)/PAYABLES TO THE STATE**(a) Taxes and other receivables from the State**

	31.12.2020 VND	31.12.2019 VND
VAT to be reclaimed	1,100,087,503,087	978,926,176,534
Business income tax temporarily paid 1%	46,308,221,699	23,065,048,349
Overpaid business income tax	4,908,389,539	10,680,192,777
Others	78,747,540	74,380,872,649
	<u>1,151,382,861,865</u>	<u>1,087,052,290,309</u>

(b) Taxes and other payables to the State

	31.12.2020 VND	31.12.2019 VND
Business income tax	148,984,016,642	178,287,280,513
Value added tax on domestic sales	83,607,440,253	6,739,208,458
Personal income tax	19,547,359,751	1,824,827,467
Others	30,296,604,339	18,861,733,317
	<u>282,435,420,985</u>	<u>205,713,049,755</u>

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20 TAXES AND (RECEIVABLES FROM)/PAYABLES TO THE STATE (continued)

Movements of tax and (receivables from)/payables to the State during the year were as below:

	As at 1.1.2020 VND	Arose during the year VND	Netted off VND	Settled during the year VND	As at 31.12.2020 VND
(a) Tax receivables					
VAT to be reclaimed	(978,926,176,534)	(696,303,508,265)	575,142,181,712	-	(1,100,087,503,087)
Business income tax temporarily paid 1%	(23,065,048,349)	(12,478,007,488)	4,582,112,191	(15,347,278,053)	(46,308,221,699)
Overpaid business income tax	(10,680,192,777)	419,538,312	5,386,649,976	(34,385,050)	(4,908,389,539)
Others	(74,380,872,649)	(119,960,549,786)	194,270,412,749	(7,737,854)	(78,747,540)
	<u>(1,087,052,290,309)</u>	<u>(828,322,527,227)</u>	<u>779,381,356,628</u>	<u>(15,389,400,957)</u>	<u>(1,151,382,861,865)</u>
(b) Tax payables					
Business income tax	178,287,280,513	279,868,856,686	(9,943,830,209)	(299,228,290,348)	148,984,016,642
VAT on domestic sales	6,739,208,458	951,340,545,355	(576,186,667,089)	(298,285,646,471)	83,607,440,253
Personal income tax	1,824,827,467	110,707,006,894	(12,957,804)	(92,971,516,806)	19,547,359,751
Land use tax	-	640,279,369,362	(193,212,969,568)	(447,066,399,794)	-
Others	18,861,733,317	159,129,510,708	(24,931,958)	(147,669,707,728)	30,296,604,339
	<u>205,713,049,755</u>	<u>2,141,325,289,005</u>	<u>(779,381,356,628)</u>	<u>(1,285,221,561,147)</u>	<u>282,435,420,985</u>

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21 PAYABLES TO EMPLOYEES

	31.12.2020 VND	31.12.2019 VND
13 th month salary, bonus	64,585,059,723	30,796,453,126
Salary	4,215,077,115	499,876,797
	<u>68,800,136,838</u>	<u>31,296,329,923</u>

22 SHORT-TERM ACCRUED EXPENSES

	31.12.2020 VND	31.12.2019 VND
Constructions costs	1,761,909,529,797	1,661,156,307,763
Interest on borrowings and investment co-operation	1,450,714,482,415	725,859,264,145
Others	309,341,241,769	310,781,134,326
	<u>3,521,965,253,981</u>	<u>2,697,796,706,234</u>

In which, the balances with related parties and third parties are as follows:

	31.12.2020 VND	31.12.2019 VND
Third parties	3,496,245,474,982	2,695,828,185,412
Related parties (Note 41(b))	25,719,778,999	1,968,520,822
	<u>3,521,965,253,981</u>	<u>2,697,796,706,234</u>

23 OTHER PAYABLES
(a) Short-term

	31.12.2020 VND	31.12.2019 VND
Project development and investment co-operation (Note 23(b)(*))	2,840,024,720,000	2,079,350,000,000
Payables relating to acquisition of subsidiaries	1,935,783,324,858	73,697,628,813
Deposits for purchases of properties	491,532,770,576	88,824,850,000
Maintenance fund payables (i)	365,712,634,195	434,148,010,658
Payables relating to deposits received for contracts which were liquidated	120,000,000,000	492,000,000,000
Others	342,895,533,572	456,317,573,363
	<u>6,095,948,983,201</u>	<u>3,624,338,062,834</u>

- (i) The maintenance fund payables represent 2% of the total net value of the contracts which the Group collects from the residents for the maintenance of apartments. This amount will be transferred to the relevant Residence Committees when they have been established.

23 OTHER PAYABLES (continued)**(b) Long-term**

	31.12.2020	31.12.2019
	VND	VND
Project development and investment co-operation (*)	37,460,272,787,973	14,127,007,050,899
Others	6,344,384,469	6,024,939,545
	<u>37,466,617,172,442</u>	<u>14,133,031,990,444</u>

(*) The balance represents the amount received 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 profits at the end of the projects based on the agreed sharing ratio between parties in the agreements. 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 2020 and 31 December 2019, there was no balance of other short-term and long-term payables which was past due or not past due but doubtful.



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24 BORROWINGS AND FINANCE LEASE LIABILITIES

	As at 1.1.2020 VND	Increase VND	Decrease VND	Current portion of long-term borrowings VND	As at 31.12.2020 VND
(a) Short-term					
- Bank loans (*)	1,761,119,694,971	1,682,174,583,530	(3,177,286,507,643)	4,883,894,802,627	5,149,902,573,485
- Bonds (**)	2,576,900,000,000	1,651,000,000,000	(2,627,200,000,000)	1,640,700,000,000	3,241,400,000,000
- Borrowings from third parties (***)	3,731,232,500,000	6,931,526,691,912	(7,087,328,171,998)	2,155,275,000,000	5,730,706,019,914
- Borrowings from related parties (Note 41(b))	384,230,000,000	448,220,346,330	(384,230,000,000)	-	448,220,346,330
- Costs of issuing bonds	(8,844,184,645)	(33,818,850,000)	29,409,166,991	(12,860,899,879)	(26,114,767,533)
	<u>8,444,638,010,326</u>	<u>10,679,102,771,772</u>	<u>(13,246,635,512,650)</u>	<u>8,667,008,902,748</u>	<u>14,544,114,172,196</u>
(b) Long-term					
- Bank loans (*)	12,764,603,252,307	6,512,172,239,830	(3,301,097,954,000)	(4,883,894,802,627)	11,091,782,735,510
- Bonds (**)	10,358,680,000,000	15,152,691,400,000	(1,291,183,400,000)	(1,640,700,000,000)	22,579,488,000,000
- Borrowings from third parties (***)	3,294,475,000,000	205,875,000,000	(300,400,000,000)	(2,155,275,000,000)	1,044,675,000,000
- Cost of issuing bonds	(272,113,803,814)	(215,499,936,603)	116,023,183,924	12,860,899,879	(358,729,656,614)
	<u>26,145,644,448,493</u>	<u>21,655,238,703,227</u>	<u>(4,776,658,170,076)</u>	<u>(8,667,008,902,748)</u>	<u>34,357,216,078,896</u>

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(*) Details of bank loans:

	31.12.2020 VND	31.12.2019 VND
Short-term		
Credit Suisse AG - Singapore Branch (i)	1,595,748,000,000	-
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (i)	2,937,500,000	-
Vietnam Prosperity Joint Stock Commercial Bank (ii)	1,189,072,000,000	816,804,000,000
Vietnam Prosperity Joint Stock Commercial Bank (iii)	561,892,000,000	-
Credit Suisse AG - Singapore Branch (iv)	414,968,125,000	-
Vietnam Prosperity Joint Stock Commercial Bank (v)	300,000,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland (vi)	269,294,000,000	-
The Shanghai & Savings Bank, Ltd. Offshore Banking Branch (vi)	46,430,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 1 (vi)	9,200,000,000	-
Nam A Commercial Joint Stock Bank - Ly Thuong Kiet Branch (vii)	243,000,000,000	-
Joint Stock Commercial Bank for Foreign Trade of Vietnam - South Saigon Branch (viii)	238,076,994,780	224,711,513,310
Vietnam Prosperity Joint Stock Commercial Bank (ix)	75,000,000,000	-
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (x)	74,000,000,000	60,441,000,000
Deutsche Investitions-und Entwicklungsgesellschaft mbH (xi)	66,328,570,102	33,171,427,908
Ho Chi Minh City Development Joint Stock Commercial Bank - Headquarter (xi)	100,000,000	-
Industrial and Commercial Bank of China Limited - Hanoi City Branch (xii)	44,800,000,000	118,000,000,000
Phuong Dong Commercial Joint Stock Bank - District 4 Branch (xiii)	18,166,784,811	-
Bank for Investment and Development of Vietnam (xiv)	888,598,792	-
Vietnam Prosperity Joint Stock Commercial Bank (xv)	-	190,000,000,000
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (xvi)	-	136,818,182,000
Sai Gon Thuong Tin Commercial Joint Stock Bank - District 4 Branch	-	113,798,571,753
Kien Long Commercial Joint Stock Bank - Sai Gon Branch (xvii)	-	67,375,000,000
	<u>5,149,902,573,485</u>	<u>1,761,119,694,971</u>

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(*) Details of bank loans (continued)

	31.12.2020 VND	31.12.2019 VND
Long term		
Credit Suisse AG - Singapore Branch (i)	4,206,972,000,000	3,458,200,000,000
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (i)	20,562,500,000	23,500,000,000
Vietnam Prosperity Joint Stock Commercial Bank (ii)	594,124,000,000	1,783,196,000,000
Vietnam Prosperity Joint Stock Commercial Bank (iii)	76,216,000,000	-
Credit Suisse AG - Singapore Branch (iv)	1,094,006,875,000	2,322,000,000,000
Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ho Chi Minh City Branch (iv)	23,500,000,000	23,500,000,000
Vietnam Prosperity Joint Stock Commercial Bank (v)	300,000,000,000	600,000,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland (vi)	403,941,000,000	673,380,000,000
The Shanghai & Savings Bank, Ltd. Offshore Banking Branch (vi)	69,645,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 1 (vi)	13,800,000,000	23,000,000,000
Vietnam Prosperity Joint Stock Commercial Bank (ix)	375,000,000,000	-
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (x)	74,000,000,000	148,000,000,000
Ho Chi Minh City Development Joint Stock Commercial Bank - Headquarter (xi)	600,000,000	700,000,000
Deutsche Investitions-und Entwicklungsgesellschaft mbH (xi)	364,807,144,847	431,228,572,092
Phuong Dong Commercial Joint Stock Bank - District 4 Branch (xiii)	224,046,373,863	122,466,862,215
Vietnam Prosperity Joint Stock Commercial Bank (xv)	-	380,000,000,000
Sai Gon Thuong Tin Commercial Joint Stock Bank - Transaction Center (xvi)	-	1,368,181,818,000
Kien Long Commercial Joint Stock Bank - Sai Gon Branch (xvii)	-	250,250,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch (xviii)	1,550,000,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch (xix)	1,495,761,841,800	-
Vietnam Maritime Commercial Joint Stock Bank - Ho Chi Minh City Branch (xx)	204,800,000,000	-
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh Branch (xxi)	-	1,157,000,000,000
	<u>11,091,782,735,510</u>	<u>12,764,603,252,307</u>

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (i) These are borrowings with a credit facility of USD251,000,000 to Nova Hospitality Joint Stock Company, including 2 loans 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. By 31 December 2020, these borrowings had been disbursed fully with an amount of USD250,000,000. These borrowings are secured by a project in District 2, Ho Chi Minh City and a project in Xuyen Moc District, Ba Ria Vung Tau Province.
 - 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 is 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.
- (ii) 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 2020, the Group's outstanding balance was VND1,783,196,000,000. The interest rate applied is 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 subsidiaries and associates, and the property rights arising from compensation for land clearance in District 2, Ho Chi Minh City.
- (iii) These are borrowings in Vietnamese Dong with the amount of VND1,200,000,000,000, with a term of forty-eight (48) months from the first disbursement date in July 2018. Interest rate is 12% per annum and is adjusted every three (3) months. The loan is secured by the shares and capital contributions of the Group's subsidiaries and property rights arising from land clearance compensation in District 2, Ho Chi Minh City.
- (iv) These are borrowings with a credit facility of USD251,000,000 to Nova Hospitality Joint Stock Company, including 2 loans 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. These borrowings are secured by a project in Phan Thiet City, Binh Thuan Province and a project in District 3, Ho Chi Minh City. By 31 December 2020, these borrowings had been disbursed partially for an amount of USD100,000,000 and USD35,000,000 had been repaid. As at 31 December 2020, the Group's outstanding balance was USD65,000,000.
 - 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 is 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.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (v) 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. This loan bears 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 in 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 subsidiaries.
- (vi) These are syndicated loans for which Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 1 is the facility agent and arranger agent. The loan amount is USD35,000,000, which is from following parties: Vietinbank - Branch 1 (USD1 million, equivalent to VND23 billion), Vietnam Joint Stock Commercial Bank for Industry and Trade Filiale Deutschland (USD29 million) and The Shanghai & Savings Bank, Ltd. Offshore Banking Branch (USD5 million), for a term of thirty (30) months. The borrowing in USD an interest rate of 3-month LIBOR plus a margin of 5.5% per annum and the borrowing in Vietnamese Dong bears 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 the parking area of three Sunrise City projects (South, Central, North) and two commercial blocks of the Sunrise City South project.
- (vii) These are borrowings in Vietnamese Dong with a credit limit of VND243,000,000,000 for a term of 12 months since the drawdowns date to finance the working capital. The interest rate is 7.9% per annum. These borrowings are secured by deposit contracts at the lender.
- (viii) These are borrowings in Vietnamese Dong under a credit facility of VND250,000,000,000 for a term of eleven (11) months to finance the working capital of the Group. Interest rates are specified in individual drawdown. As at 31 December 2020, the Group's outstanding balance was VND238,076,994,780 which bears interest at rates from 5.9% per annum to 6.3% per annum. These borrowings are secured by deposit contracts at the lender ensuring the total value of collateral assets exceed the outstanding balance at all time, by 10%.
- (ix) These are borrowings in Vietnamese Dong with the amount of VND450,000,000,000 for a term of 36 months since the drawdown on 3 March 2020 and the grace period is 18 months since the drawdown date. The principals are paid on a three-month basis. Interest rate is 11.5% per annum for the first two (2) months, and at a rate of Vietnam Prosperity Joint Stock Commercial Bank's twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) plus a margin of 4.35% per annum but not lower than 11.5% per annum from the third (3rd) month onwards. These borrowings are secured by the land use rights and assets formed in the future of a Project in Khanh Hoa Province and contributed capital in the Developer.
- (x) 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 on 29 December 2017. The principals are 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).

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(xi) These are borrowings with a credit facility of USD20,000,000 and VND700,000,000 to No Va Land Investment Group Corporation, including 2 loans 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 5.1% 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 principals are 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) in Ho Chi Minh City Development Joint Stock Commercial Bank plus the 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.

- (xii) 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 rate is being specified in each drawdown. As at 31 December 2020, the Group had an outstanding balance of VND44,800,000,000 with an interest rate of 6.5% per annum. The loan is secured by shares of the Company owned by the shareholders.
- (xiii) These are borrowings in Vietnamese Dong with a credit limit of VND300,000,000,000 for a term of 12 years since the drawdown on 19 February 2019 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 OCB 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.
- (xiv) These are borrowings in Vietnamese Dong under credit contracts with a limit of VND1,200,000,000, with a term of twelve (12) months to finance working capital of the Company. Interest rates are being specified in each drawdown. As at 31 December 2020, the Group has outstanding loans of VND888,598,792 with interest rate of 7.2% per annum. The loan is secured by the contract of deposit at the lending bank.
- (xv) 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 highest 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. Until 31 December 2020, these borrowings were early settled.
- (xvi) 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. 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. Until 31 December 2020, these borrowings were early settled.



24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (xvii) These are borrowings in Vietnamese Dong with a credit limit of VND385,000,000,000 for a term of 60 months since the drawdown on 6 February 2018. 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). These borrowings are secured by a real estate in District 1, Ho Chi Minh City. Until 31 December 2020, these borrowings were early settled.
- (xviii) These are borrowings in Vietnamese Dong with the amount of VND1,550,000,000,000 for a term of forty-eight (48) months since the first drawdown date. The loan bears an interest at 11.0% per annum and the loan 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 loan is secured by all of the Group's contributed capital in the subsidiary and the property rights under the project in Tam Phuoc Ward, Bien Hoa City, Dong Nai Province.
- (xix) These are borrowings in Vietnamese Dong with the amount of VND1,511,000,000,000 for a term of forty-eight (48) months since the first drawdown date. The loan bears an interest at 11.0% per annum and the loan 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 loan is secured by all of the Group's contributed capital in the subsidiary and the real estate, property rights under the project in Tam Phuoc Ward, Bien Hoa City, Dong Nai Province. As at 31 December 2020, these borrowings were disbursed of VND1,495,761,841,800.
- (xx) These are borrowings in Vietnam Dong with the amount under the Debt Receipt of VND204,800,000,000 for a term of thirty-six (36) months from the first disbursement date. Loan interest rate is 10% per annum for the first interest period and then is adjusted every six (06) months at the highest interest rate of twelve-month saving deposits from individuals in Vietnamese Dong (paid in arrears) at Vietnam Maritime Commercial Joint Stock Bank plus a margin of 3.5% per annum but not lower than 10% per annum. This loan is secured by land use rights and property rights of the Group and the Group's subsidiaries in Ho Chi Minh City.
- (xxi) 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. The loan bears an interest at 11.3% per annum and the loan 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 loan is 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. Until 31 December 2020, these borrowings were early settled.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(**) Details of issued bonds are:

	31.12.2020 VND	31.12.2019 VND
Short-term		
Bonds issued at par		
Tien Phong Commercial Joint Stock Bank (i)	700,000,000,000	800,000,000,000
MB Securities Joint Stock Company (ii)	480,000,000,000	-
MB Securities Joint Stock Company (iii)	410,000,000,000	-
MB Securities Joint Stock Company (iv)	400,000,000,000	-
MB Securities Joint Stock Company (v)	300,000,000,000	-
Yuanta Securities Vietnam Company Limited (vi)	256,700,000,000	-
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (vii)	214,000,000,000	-
Vietnam Public Joint Stock Commercial Bank		
- Sai Gon Branch (viii)	200,000,000,000	200,000,000,000
Tien Phong Commercial Joint Stock Bank (ix)	140,000,000,000	60,000,000,000
Vietnam Public Joint Stock Commercial Bank		
- Sai Gon Branch (x)	75,000,000,000	-
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xi)	65,700,000,000	-
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xii)	-	570,900,000,000
MB Securities Joint Stock Company	-	400,000,000,000
Bao Viet Group	-	200,000,000,000
Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch	-	146,000,000,000
VietinBank Insurance Joint Stock Company	-	100,000,000,000
VietinBank Gold & Jewellery Company Limited	-	100,000,000,000
	<u>3,241,400,000,000</u>	<u>2,576,900,000,000</u>

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(**) Details of issued bonds are: (continued)

	31.12.2020 VND	31.12.2019 VND
Long-term		
Bonds issued at par		
Tien Phong Commercial Joint Stock Bank (i)	-	700,000,000,000
MB Securities Joint Stock Company (iii)	-	410,000,000,000
Vietnam Public Joint Stock Commercial Bank		
- Sai Gon Branch (viii)	1,100,000,000,000	1,100,000,000,000
Tien Phong Commercial Joint Stock Bank (ix)	-	140,000,000,000
Vietnam Public Joint Stock Commercial Bank		
- Sai Gon Branch (x)	425,000,000,000	500,000,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xi)	591,300,000,000	-
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xii)	-	1,159,100,000,000
Vietnam Prosperity Joint Stock Commercial Bank (xiii)	7,000,000,000,000	-
The Bank of New York Mellon, London Branch (xiv)	5,413,338,000,000	5,549,580,000,000
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xv)	2,600,000,000,000	-
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xvi)	1,950,000,000,000	-
Techcom Securities Joint Stock Company (xvii)	1,290,000,000,000	-
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xviii)	749,700,000,000	-
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xix)	600,000,000,000	-
Military Commercial Joint Stock Bank		
- North Sai Gon Branch (xx)	350,000,000,000	600,000,000,000
Agribank Securities Joint Stock Company (xxi)	200,000,000,000	200,000,000,000
Viet Dragon Securities Corporation (xxii)	200,000,000,000	-
Bank for Investment & Development of Vietnam		
Securities Company (xxiii)	110,150,000,000	-
	<u>22,579,488,000,000</u>	<u>10,358,680,000,000</u>

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: total par value of VND500,000,000,000 with a term of 18 months, maturing in 2020.
- Bond B: total par value of VND300,000,000,000 with a term of 24 months, maturing in 2020.
- Bond C: total par value of VND700,000,000,000 with a term of 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. Up to 31 December 2020, bond A and bond B were settled.

- (ii) Bonds issued at par value in Vietnamese Dong with MB Securities Joint Stock Company as an agent, with total par value of VND480,000,000,000, maturing in August 2021. The interest rate is fixed at 10.5% per annum. These bonds are secured by shares of the Company owned by shareholders. The total value which was successfully issued as at 31 December 2020 is VND480,000,000,000.

- (iii) 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.

- (iv) Bonds issued at par value of VND400,000,000,000 in Vietnamese Dong maturing in March 2021, bearing interest rate at 10.5% per annum. These bonds are secured by shares of the Company owned by shareholders.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (v) Bonds issued at par value in Vietnamese Dong to MB Securities Joint Stock Company including:
- The package of bonds with a par value of VND100,000,000,000, maturing in April 2021, bearing an interest rate of 10.5% per annum. These bonds are secured by shares of the Company owned by the shareholders.
 - The package of bonds with a par value of VND200,000,000,000, maturing in May 2021, bearing an interest rate of 10.5% per annum. These bonds are secured by shares of the Company owned by the shareholders.
- (vi) Bonds issued at par value in Vietnamese Dong with Yuanta Securities Vietnam Company Limited as an agent, with total par value of VND400,000,000,000. These bonds mature in August 2021 and bear an interest rate at 10.5% per annum. The total value which were successfully issued as at 31 December 2020 is VND256,700,000,000. These bonds are secured by shares of the Company owned by shareholders.
- (vii) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch with a total par value of VND214,000,000,000, maturing in June 2021. The interest rate for the first quarter is 10% per annum, after that the interest rate is floating and adjusted every three (3) months and defined as the twelve-month normal saving deposits from individuals in Vietnamese Dong (paid in arrears) by Military Commercial Joint Stock Bank plus a margin of 2.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province, contributed capital at the project's Developer and a part of contributed capital at the parent company of the project's Developer.
- (viii) 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.
- (ix) 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 twelve 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. Until 31 December 2020, the Group has repurchased VND60,000,000,000 of par value according to the fixed payment schedule, the remaining balance of bonds is VND140,000,000,000.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (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 Military Commercial Joint Stock Bank - North Sai Gon Branch with a total par value of VND657,000,000,000, maturing in June 2025. The interest rate for the first interest period is 10% per annum, after that the interest rate is floating and adjusted every three (3) months and defined at the rate of the twelve-month normal saving deposits from individuals in Vietnamese Dong (paid in arrears) by Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province, and all contributed capital of a Group's subsidiary.
- (xii) 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. Until 31 December 2020, these bonds were early settled.
- (xiii) Bonds issued at par value in Vietnamese Dong, advised by VPS Securities Joint Stock Company, including three (3) bonds with total par value of VND7,000,000,000,000:
- Bond 1: total par value of VND3,000,000,000,000 with a term of 36 months, maturing in 2023.
 - Bond 2: total par value of VND1,500,000,000,000 with a term of 36 months, maturing in 2023.
 - Bond 3: total par value of VND2,500,000,000,000 with a term of 36 months, maturing in 2023.

The interest rate of these bonds is 11% per annum for the first interest period. After that, the interest rate will be adjusted every three (3) months at a reference interest rate plus a margin of 3.9% per annum. The reference interest rate is defined as the highest interest rate of normal saving deposits in Vietnamese Dong from individuals (paid in arrears) for the term of twelve months (or equivalent term) announced at the reference bank at the interest rate determination date. These bonds are non-convertible, not accompanied by warrants, and are secured by property rights related to a project in District 2, Ho Chi Minh City.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(xiv) 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 amounting to 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 2020, total bonds converted into shares was USD6,800,000 of par value, the remaining balance of bonds is USD233,200,000.

(xv) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, including four (4) bonds with total par value of VND2,600,000,000,000. The details are as follows:

- Bond 1: total par value of VND600,000,000,000 with a term of 24 months, maturing in 2022.
- Bond 2: total par value of VND600,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 3: total par value of VND600,000,000,000 with a term of 48 months, maturing in 2024.
- Bond 4: total par value of VND800,000,000,000 with a term of 60 months, maturing in 2025.

The interest rate of these bonds is 10% per annum for the first year. After that, the interest rate will be defined at a rate of the twelve-month saving deposits in Vietnamese Dong from individuals (paid in arrears) of Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province and contributed capital at the project's Developer.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(xvi) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, including five (5) bonds with total par value of VND1,950,000,000,000, including:

- Bond 1: total par value of VND150,000,000,000 with a term of 24 months, maturing in 2022.
- Bond 2: total par value of VND245,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 3: total par value of VND610,000,000,000 with a term of 48 months, maturing in 2024.
- Bond 4: total par value of VND610,000,000,000 with a term of 60 months, maturing in 2025.
- Bond 5: total par value of VND335,000,000,000 with a term of 72 months, maturing in 2026.

The interest rate of these bonds is 10% per annum for the first year. After that, the interest rate then will be defined at a rate of the twelve-month normal saving deposits in Vietnamese Dong from individuals (paid in arrears) of Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province and contributed capital at the project's Developer.

(xvii) These are bonds issued at par value in Vietnam Dong arranged by Techcom Securities Joint Stock Company with a total par value of VND1,290,000,000,000 and the final maturity date in 2022. The interest rate for the first four (4) interest periods is fixed at 10.5% per annum. The interest rate from the 5th interest period will be adjusted every three (3) months at the reference interest rate at the time of adjustment plus a margin of 4.2% per annum. The reference rate is calculated by average of the interest rate offered for twelve-month saving deposits from individuals in Vietnamese Dong 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 Vietnam Technology and Commercial Joint Stock Bank. These bonds are secured by shares of the Company owned by the shareholders and contributed capital of the Company at a subsidiary.

(xviii) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, including four (4) bonds with total par value of VND1,068,000,000,000. The total value which were successfully issued as at 31 December 2020 is VND749,700,000,000, including:

- Bond 1: total par value of VND214,000,000,000 with a term of 24 months, maturing in 2022.
- Bond 2: total par value of VND214,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 3: total par value of VND214,000,000,000 with a term of 48 months, maturing in 2024.
- Bond 4: total par value of VND107,700,000,000 with a term of 60 months, maturing in 2025.

The interest rate of these bonds is 10% per annum for the first year. After that, the interest rate is floating and adjusted every three (3) months. The interest rate then will be defined at a rate of the twelve-month normal saving deposits in Vietnamese Dong from individuals (paid in arrears) of Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project at Bien Hoa City, Dong Nai Province, contributed capital at the project's Developer and a part of contributed capital at the parent company of the project's Developer.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(xix) Bonds issued at par value in Vietnamese Dong to Military Commercial Joint Stock Bank - North Sai Gon Branch, including three (3) bonds with total par value of VND600,000,000,000. The total value which was successfully issued as at 31 December 2020 is VND600,000,000,000, including:

- Bond 1: total par value of VND200,000,000,000 with a term of 36 months, maturing in 2023.
- Bond 2: total par value of VND200,000,000,000 with a term of 48 months, maturing in 2024.
- Bond 3: total par value of VND200,000,000,000 with a term of 60 months, maturing in 2025.

The interest rate of these bonds is 10% per annum for the first year. After that, the interest rate is floating and adjusted every three (3) months. The interest rate then will be defined at a rate of the twelve-month normal saving deposits in Vietnamese Dong from individuals (paid in arrears) of Military Commercial Joint Stock Bank plus a margin of 3.5% per annum. These bonds are secured by the land use rights and the property rights related to the project in Phuoc Thuan commune, Xuyen Moc district, Ba Ria Vung Tau province; capital contribution in the project's Developer and all capital contribution in the parent company of the project's Developer.

(xx) 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. Until 31 December 2020, the Group has repurchased VND250,000,000,000 of par value according to the fixed payment schedule, the remaining balance of bonds is VND350,000,000,000.

(xxi) 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.

(xxii) Bonds issued at par value of VND200,000,000,000 in Vietnamese Dong to Viet Dragon Securities Corporation, maturing in June 2022, bearing an interest rate of 10% per annum. These bonds are secured by shares of the Company owned by shareholders.

(xxiii) Bonds issued at par value with the maximum total par value of VND500,000,000,000 in Vietnamese Dong, maturing in December 2022, bearing an interest rate of 10.5% per annum. These bonds are secured by shares of the Company owned by shareholders. The total value which was successfully issued as at 31 December 2020 is VND110,150,000,000.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(***) Details for the balances of third parties were as follows:

	31.12.2020 VND	31.12.2019 VND
Short-term borrowings		
Credit Suisse AG, Singapore Branch (i)	1,392,900,000,000	-
Credit Suisse AG, Singapore Branch (ii)	954,085,000,000	667,859,500,000
Crane Investment Ltd (ii)	482,790,000,000	337,953,000,000
GW Supernova Pte.Ltd. (iii)	464,300,000,000	-
Nova Homes Trading Joint Stock Company (iv)	454,464,870,920	1,046,300,000,000
Credit Suisse AG, Singapore Branch (v)	348,225,000,000	-
GPI3 Co., Ltd	-	1,392,000,000,000
Others (iv)	1,633,941,148,994	287,120,000,000
	<u>5,730,706,019,914</u>	<u>3,731,232,500,000</u>
Long-term borrowings		
Credit Suisse AG, Singapore Branch (v)	1,044,675,000,000	1,393,200,000,000
Credit Suisse AG, Singapore Branch (ii)	-	954,085,000,000
Crane Investment Ltd (ii)	-	482,790,000,000
GW Supernova Pte. Ltd. (iii)	-	464,400,000,000
	<u>1,044,675,000,000</u>	<u>3,294,475,000,000</u>

- (i) These are borrowings according to the loan agreement with a credit facility of USD200,000,000, which are arranged by Credit Suisse AG, Singapore Branch. Interest rate is defined as LIBOR rate plus a margin of 4.0% per annum and repayable every three (3) months. If the principal is due or early repaid within six (6) months from the first drawdown date, the Company would pay an additional amount to ensure that lender receives a target IRR of 7.5% per annum. If the principal is due or early repaid after six (6) months, the Company would pay an additional amount to ensure that lender receives a target IRR of 9.5% per annum. These borrowings are secured by shares and contributed capital of the Company at subsidiaries and shares of the Company owned by shareholders. Until 31 December 2020, an amount of USD60,000,000 was disbursed partially.
- (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 2020, these borrowings were repaid with an amount of USD62,500,000.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (iii) This borrowing is 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. This borrowing is unsecured. The maturity date of the borrowing of USD20,000,000 was adjusted to 31 March 2021. This borrowing bears 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 at any time from 21 December 2019, the Company has to pay a fee to ensure the target IRR of: 15% per annum 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. As at 31 December 2020, the borrowing of USD30,000,000 was settled.
- (iv) These are borrowings in Vietnamese Dong, having terms ranging from 3 to 12 months, bearing interest at the rate from 4.0% per annum to 15.0% per annum and are unsecured.
- (v) These are borrowings according to the loan agreement with a credit facility of USD100,000,000, which are 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 2020, an amount of USD60,000,000 was disbursed.

25 PROVISION FOR LIABILITIES

This balance represents the provision for warranty of properties that have been completed and handed over at the reporting date.

26 OWNERS' CAPITAL**(a) Number of shares**

	31.12.2020		31.12.2019	
	Ordinary shares	Preference shares	Ordinary shares	Preference shares
Number of shares registered	986,285,297	-	969,540,797	-
Number of shares issued	986,285,297	-	969,540,797	-
Number of existing shares in circulation	986,285,297	-	969,540,797	-

26 OWNERS' CAPITAL (continued)**(b) Movement of share capital**

	Ordinary shares	Preference shares	Total
As at 1 January 2019	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
New shares issued for ESOP 2020	14,543,110	-	14,543,110
New shares issued for converting preference shares	2,201,390	-	2,201,390
As at 31 December 2020	986,285,297	-	986,285,297

Par value per share: VND10,000.

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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 interest VND	Total VND
As at 1 January 2019 (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	186,041,230,000	-	-	-	-	186,041,230,000
Issuance of ordinary shares for converting preference shares	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)
Acquisition of new subsidiaries	-	-	-	-	1,348,719,100,196	1,348,719,100,196
Change in ownership of subsidiaries	-	-	-	(306,123,803,463)	(83,837,805,607)	(389,961,609,070)
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
Issuance of ordinary shares for ESOP 2020 (i)	145,431,100,000	-	-	-	-	145,431,100,000
Transfer from convertible bonds (ii)	22,013,900,000	-	110,069,500,000	-	-	132,083,400,000
Net profit for the year	-	-	-	3,919,071,634,099	(12,570,054,423)	3,906,501,579,676
Dividend paid	-	-	-	-	(284,665,140)	(284,665,140)
Acquisition of new subsidiaries	-	-	-	-	4,215,892,723,454	4,215,892,723,454
Change in ownership of subsidiaries	-	-	-	(590,478,317,629)	(338,072,466,501)	(928,550,784,130)
As at 31 December 2020	9,862,852,970,000	-	3,970,259,281,026	12,051,422,037,059	6,047,612,897,622	31,932,147,185,707

27 MOVEMENTS IN OWNERS' EQUITY (continued)

- (i) According to the Resolution No. 13/2020-NQ.DHDCD-NVLG dated 5 June 2020 of the General Meeting of Shareholders and the Resolution No. 70/2020-NQ.HDQT-NVLG dated 24 July 2020, the Board of Directors approved the issuance of Shares under the Employee Stock Ownership Plan ("ESOP") with the maximum number of 14,543,110 shares. The Company completed the issuance of 14,543,110 ordinary shares to employees on 22 September 2020 at an issuing price of VND10,000 per share. As the issuing price is equal to the par value of VND10,000 per share, the total value of issued share was recorded as the owner's capital.
- (ii) According to the Convertible Bond Issuance Contract dated 19 April 2018, notices to convert bonds from bond holders, Resolution No. 14/2020-NQ.DHDCD-NVLG dated 5 June 2020, Resolution No. 103/2020-NQ.HDQT-NVLG dated 7 August 2020, Resolution No. 110/2020-NQ.HDQT-NVLG dated 14 August 2020, Resolution No. 114/2020-NQ. HDQT-NVLG dated 21 August 2020, Resolution No. 123/2020-NQ.HDQT-NVLG dated 14 September 2020, Resolution No. 157/2020-NQ.HDQT-NVLG dated 4 November 2020, Resolution No. 162/2020-NQ.HDQT-NVLG dated 6 November 2020, and Resolutions No. 175/2020-NQ.HDQT-NVLG dated 7 December 2020, the Board of Directors approved the conversion of bonds into ordinary shares for a total value of US\$5,800,000 ("USD") corresponding to the USD/VND exchange rate used for the initial bond conversion of VND22,773. Therefore, the number of shares was issued is 2,201,390 shares at a conversion price per share of VND60,000. Accordingly, the value of the issued shares recorded in the Owner's capital and Share premium was VND22,013,900,000 and VND110,069,500,000, respectively.

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 funds by the weighted average number of ordinary shares outstanding during the year, excluding ordinary shares repurchased by the Group and held as treasury shares. Details are as follows:

	2020	2019
Net profit attributable to shareholders (VND)	3,919,071,634,099	3,431,331,162,442
Dividend on preference shares (VND)	-	(21,076,808,219)
Profit calculation of basic earnings per share (VND)	<u>3,919,071,634,099</u>	<u>3,410,254,354,223</u>
Weighted average number of ordinary shares in issue (shares)	974,649,690	952,771,601
Mandatorily convertible shares (shares)	-	-
Weighted average number of ordinary share including mandatorily convertible shares (shares)	<u>974,649,690</u>	<u>952,771,601</u>
Basic earnings per share (VND)	<u>4,021</u>	<u>3,579</u>

28 EARNINGS PER SHARE (continued)**(b) Diluted earnings per share**

Diluted earnings per share is calculated by dividing the net profit attributable to shareholders, from which the bonus and welfare fund has been subtracted, by the weighted average number of ordinary shares outstanding during the year and the ordinary shares expected to be issued via conversion of other financial instruments into ordinary shares. Details are as follows:

	2020	2019
Net profit attributable to shareholders (VND)	3,919,071,634,099	3,431,331,162,442
Dividend on preference shares (VND)	-	(21,076,808,219)
Adjustment (VND) (*)	275,981,966,149	276,046,535,969
Profit calculation of diluted earnings per share (VND)	<u>4,195,053,600,248</u>	<u>3,686,300,890,192</u>
Weighted average number of ordinary shares in issue (shares)	974,649,690	952,771,601
Mandatorily convertible shares (shares)	-	-
Potential shares (shares) (*)	88,511,060	90,712,450
Weighted average number of ordinary shares including potential shares (shares)	<u>1,063,160,750</u>	<u>1,043,484,051</u>
Diluted earnings per share (VND)	<u>3,946</u>	<u>3,533</u>

(*) 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.

29 OFF CONSOLIDATED BALANCE SHEET ITEMS**(a) Foreign currencies**

	31.12.2020	31.12.2019
Foreign currencies (USD)	<u>446,766</u>	<u>15,465,950</u>

(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 SERVICES

	2020	2019
	VND	VND
Revenue from sales of goods and rendering of services		
Revenue from sales of real estates	3,714,492,303,586	10,131,286,857,382
Rendering of services for corporate management, project development and sales consultancy	1,253,685,974,543	686,543,413,433
Revenue from leasing properties	127,985,102,205	145,750,926,845
Others	145,568,664,930	62,651,799,893
	<u>5,241,732,045,264</u>	<u>11,026,232,997,553</u>
Sales deductions		
Trade discounts	(5,877,461,557)	(64,977,626,473)
Sales rebates	-	(1,378,181,818)
Sales returns	(209,496,174,269)	(28,894,077,342)
	<u>(215,373,635,826)</u>	<u>(95,249,885,633)</u>
Net revenue from sales of goods and rendering of services		
Net revenue from sales of real estates	3,499,118,667,760	10,036,036,971,749
Net revenue from rendering of services for corporate management, project development and sales consultancy	1,253,685,974,543	686,543,413,433
Net revenue from leasing properties	127,985,102,205	145,750,926,845
Others	145,568,664,930	62,651,799,893
	<u>5,026,358,409,438</u>	<u>10,930,983,111,920</u>

31 COST OF GOODS SOLD AND SERVICES RENDERED

	2020	2019
	VND	VND
Cost of real estates sold	1,906,029,247,384	7,056,259,636,988
Cost of rendering of services for corporate management, project development and sales consultancy	1,006,862,272,399	555,260,697,725
Cost of leasing properties	100,631,542,567	84,844,148,120
Others	179,956,376,933	82,960,695,243
	<u>3,193,479,439,283</u>	<u>7,779,325,178,076</u>

32 FINANCIAL INCOME

	2020 VND	2019 VND
Gain from divestment of subsidiaries (*)	3,357,918,020,316	214,601,984,325
Revaluation of investments at each business combination stage (**)	2,384,403,694,232	460,281,890,852
Interest income from lending	204,742,445,083	46,470,491,854
Interest income from deposits at banks	146,516,978,747	265,587,601,766
Foreign exchange gains	61,322,805,960	36,015,567,528
Interest income from co-operation contracts	52,639,643,840	372,602,740
Interest income from late payment	-	694,003,345
Others	2,794,191,703	3,184,278,964
	<u>6,210,337,779,881</u>	<u>1,027,208,421,374</u>

(*) This is the gain from disposal of Phong Dien Real Estate Investment Joint Stock Company, Phu Dinh Port Joint Stock Company, Phu Tri Real Estate Investment Commercial Joint Stock Company, Nova Nippon Joint Stock Company and Sun City Real Estate Investment and Development Company Limited (Note 3.2).

(**) This income was earned from the revaluation of the initial investment of the Group in Thanh My Loi Joint Stock Company (Note 3.1(f)).

33 FINANCIAL EXPENSES

	2020 VND	2019 VND
Interest expenses	566,129,859,176	1,145,609,766,192
Interest expenses on investment co-operation contracts	524,717,051,145	123,121,422,247
Expenses on cross currency swap contracts	279,858,684,468	166,652,685,235
Borrowing related costs (*)	113,511,748,205	558,194,907,075
Foreign exchange losses	33,453,991,395	40,209,102,733
Cost of issuing bonds	12,170,807,584	41,082,232,900
Others	7,426,408,638	9,944,363,842
	<u>1,537,268,550,611</u>	<u>2,084,814,480,224</u>

(*) Borrowing related costs included mostly the cost related to borrowing arrangement fee.

34 SHARE OF PROFIT/(LOSS) FROM ASSOCIATES

During the year, share of profit/(loss) from associates represents the profit or loss from the associates corresponding to the interest rate of the Group.

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35 SELLING EXPENSES

	2020	2019
	VND	VND
Outside services expenses	129,545,726,267	201,651,983,874
Staff costs	9,844,105,793	22,724,795,329
Depreciation and amortisation	2,841,557,992	4,275,111,791
Material and package costs	30,617,070	10,650,000
Tools and supplies	11,364,591	45,335,080
Others	21,733,732,359	66,161,206,425
	<u>164,007,104,072</u>	<u>294,869,082,499</u>

36 GENERAL AND ADMINISTRATION EXPENSES

	2020	2019
	VND	VND
Goodwill allocation (Note 17)	849,398,206,508	819,723,509,670
Outside services expenses	289,228,194,422	173,979,970,633
Staff costs	21,289,628,305	63,919,829,149
Depreciation and amortisation	16,897,803,689	13,425,693,396
Tax and other fees	3,685,448,722	6,603,231,960
Stationary expenses	3,048,208,572	3,616,299,216
Tools and supplies	1,039,096,855	1,428,465,492
Provisions	215,424,183	2,229,746,091
Other expenses	105,395,225,941	112,292,425,998
	<u>1,290,197,237,197</u>	<u>1,197,219,171,605</u>

37 OTHER INCOME AND OTHER EXPENSES

	2020	2019
	VND	VND
Other income		
Gain on bargain purchase (*)	262,086,553,440	3,684,174,254,384
Fines received on contract violation	51,324,745,175	155,721,996,209
Income from sales of tools and scrap	4,232,149,846	184,718,636
Net gains on disposal of fixed assets	1,382,891,541	-
Others	6,491,334,146	7,053,775,969
	<u>325,517,674,148</u>	<u>3,847,134,745,198</u>

37 OTHER INCOME AND OTHER EXPENSES (continued)

	2020 VND	2019 VND
Other expenses		
Fines paid on contract violation	526,098,260,764	156,129,392,640
Net losses on disposal of fixed assets	491,898,069	3,189,421,674
Others	199,096,494,059	7,965,091,434
	<u>725,686,652,892</u>	<u>167,283,905,748</u>

(*) For the year ended 31 December 2020, 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 Phuc Hoa Real Estate Company Limited, group of companies An Huy Investment and Development Real Estate Company Limited and Ngan Hiep Real Estate Joint Stock Company (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:

	2020 VND	2019 VND
Deferred BIT assets	76,536,421,869	69,958,310,238
Deferred BIT liabilities	(6,255,537,958,898)	(2,298,846,949,689)
Beginning of year	(6,179,001,537,029)	(2,228,888,639,451)
Income statement charged (Note 38(b))	(462,094,272,894)	(192,385,441,843)
Disposal of subsidiaries	793,374,549,759	-
Impact of business combination during the year (*)	(3,254,078,646,828)	(3,757,727,455,735)
End of year	<u>(9,101,799,906,992)</u>	<u>(6,179,001,537,029)</u>
In which:		
Deferred BIT assets	98,904,564,199	76,536,421,869
Deferred BIT liabilities	<u>(9,200,704,471,191)</u>	<u>(6,255,537,958,898)</u>

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 2020 for determining deferred tax assets and deferred tax liabilities (2019: 20%).

38 BIT (continued)**(a) Deferred BIT (continued)**

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.

(*) This is deferred tax liabilities incurred from business combination during the year.

(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:

	2020 VND	2019 VND
Net accounting profit before tax	4,649,022,346,311	4,272,235,676,472
Tax calculated at a rate of 20%	929,804,469,262	854,447,135,294
Effect of:		
Goodwill allocation	169,879,641,302	163,944,701,934
Expenses not deductible for tax purposes	45,239,942,905	9,055,649,681
Income not subject to tax	-	-
Tax losses utilisation	(408,038,460,853)	(16,607,252,646)
Tax loss for which deferred tax asset is not recognised	658,880,268,735	606,214,484,847
Difference on gain from share transfers of subsidiaries	110,746,006,986	89,168,478,764
Gain from revaluation of previous investments at the date of control over subsidiaries	(476,880,738,846)	(89,098,889,973)
Share of loss from associates	510,506,620	1,867,585,071
Gain on bargain purchase from subsidiaries acquisitions	(52,417,310,688)	(736,834,850,877)
Adjustments for BIT of previous years	707,865,085	2,756,532,466
Tax exemption or reduction	(19,687,338,390)	-
Impact from the mergers	(216,224,085,483)	-
BIT charge (*)	<u>742,520,766,635</u>	<u>884,913,574,561</u>
Charged to consolidated income statement:		
BIT - current	280,426,493,741	692,528,132,718
BIT - deferred (Note 38(a))	462,094,272,894	192,385,441,843
	<u>742,520,766,635</u>	<u>884,913,574,561</u>

(*) The BIT charge for the year is based on estimated taxable income and is subject to adjustments depending on the examination 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:

	2020 VND	2019 VND
Real estate development costs	31,950,280,553,360	33,622,732,922,002
Depreciation, amortisation and goodwill allocation	998,263,984,847	933,751,735,629
Labour costs	814,505,002,862	820,865,284,212
Outside services expenses	570,235,423,531	525,055,503,514
Others	134,943,694,110	190,157,614,171
	<u>34,468,228,658,710</u>	<u>36,092,563,059,528</u>

40 ADDITIONAL INFORMATION ON CERTAIN ITEMS OF THE CONSOLIDATED CASH FLOW STATEMENT**(a) Significant non-cash transactions effect of cash flow statement**

	2020 VND	2019 VND
Convertible bonds issued from ordinary shares	<u>132,083,400,000</u>	<u>-</u>

(b) Amount of borrowings actually drawn down during the year

	2020 VND	2019 VND
Issuing bonds	16,558,531,213,397	3,881,023,998,097
Proceeds from borrowings following normal borrowing contracts	<u>13,704,255,898,343</u>	<u>16,579,388,731,867</u>
	<u>30,262,787,111,740</u>	<u>20,460,412,729,964</u>

(c) Amount of borrowings actually repaid during the year

	2020 VND	2019 VND
Repayments of borrowings under normal borrowing contracts	(13,604,109,779,888)	(10,708,355,525,803)
Repayments of bonds	<u>(3,786,300,000,000)</u>	<u>(5,441,840,000,000)</u>
	<u>(17,390,409,779,888)</u>	<u>(16,150,195,525,803)</u>

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	Thanh My Loi Joint Stock Company (*)
Associate	Phu Dinh Port Joint Stock Company (**)
Associate	Saigon Golf Company Limited
Associate	Phu Tri Real Estate Investment Commercial Joint Stock Company (**)
Associate	Hung Ngu Security Joint Stock Company
Associate	Nova SQN Investment Joint Stock Company
Company owned by shareholders	NSQ Investment Development Joint Stock Company
Chairman	Mr. Bui Thanh Nhon
Related party of Chairman	Mr. Bui Cao Nhat Quan

(a) Related party transactions

During the year, the following transactions were carried out with related parties:

	2020 VND	2019 VND
i) Purchase of services		
Ben Thanh Housing Service and Development Joint Stock Company	-	40,563,316,278
ii) Interest on lending		
Saigon Golf Company Limited	6,090,017,808	1,142,493,151
Thanh My Loi Joint Stock Company (*)	4,545,200,879	6,054,738,414
Sai Gon Electronics and Industrial Service Joint Stock Company	-	805,628,445
	<u>10,635,218,687</u>	<u>8,002,860,010</u>
iii) Interest expense		
Phu Dinh Port Joint Stock Company (**)	14,432,695,152	-
Saigon Golf Company Limited	12,591,589,587	1,968,520,822
	<u>27,024,284,739</u>	<u>1,968,520,822</u>
iv) Other expense		
Saigon Golf Company Limited	-	2,398,134,247
v) Compensation of key management		
Gross salaries and other benefits	<u>18,279,566,819</u>	<u>21,405,636,681</u>

41 RELATED PARTY DISCLOSURES (continued)

(b) Year end balances with related parties

	31.12.2020 VND	31.12.2019 VND
i) Short-term trade account receivables (Note 6)		
NSQ Investment Development Joint Stock Company	30,410,645,644	30,410,645,644
Ben Thanh Housing Service and Development Joint Stock Company	487,873,327	4,988,815,626
	<u>30,898,518,971</u>	<u>35,399,461,270</u>
ii) Short-term lendings (Note 8(a))		
Saigon Golf Company Limited	-	223,000,000,000
Thanh My Loi Joint Stock Company (*)	-	49,629,003,300
	<u>-</u>	<u>272,629,003,300</u>
iii) Other short-term receivables (Note 9(a))		
Saigon Golf Company Limited	388,560,000,000	389,702,493,151
Mr. Bui Thanh Nhon	196,003,000,000	-
Ben Thanh Housing Service and Development Joint Stock Company	35,318,879,302	36,821,810,338
Sai Gon Electronics and Industrial Service Joint Stock Company	15,000,000,000	15,000,000,000
Thanh My Loi Joint Stock Company (*)	-	12,517,152,804
	<u>634,881,879,302</u>	<u>454,041,456,293</u>
iv) Other long-term receivables (Note 9(b))		
Nova SQN Investment Joint Stock Company	207,330,000,000	-
Mr. Bui Cao Nhat Quan	76,000,000,000	-
Sai Gon Electronics and Industrial Service Joint Stock Company	75,400,000,000	-
Phu Tri Real Estate Investment Commercial Joint Stock Company (**)	70,000,000,000	-
Phu Dinh Port Joint Stock Company (**)	1,000,000,000	-
Ben Thanh Housing Service and Development Joint Stock Company	-	5,682,317,455
	<u>429,730,000,000</u>	<u>5,682,317,455</u>

41 RELATED PARTY DISCLOSURES (continued)

(b) Year end balances with related parties (continued)

	31.12.2020 VND	31.12.2019 VND
v) Short-term trade accounts payable (Note 18)		
Ben Thanh Housing Service and Development Joint Stock Company	-	316,457,900
vi) Short-term accrued expenses (Note 22)		
Phu Dinh Port Joint Stock Company (**)	25,606,378,999	-
Hung Ngu Security Joint Stock Company	113,400,000	-
Saigon Golf Company Limited	-	1,968,520,822
	<u>25,719,778,999</u>	<u>1,968,520,822</u>
vii) Borrowings (Note 24)		
Phu Dinh Port Joint Stock Company (**)	448,220,346,330	-
Saigon Golf Company Limited	-	384,230,000,000
	<u>448,220,346,330</u>	<u>384,230,000,000</u>

(*) During the year ended and as at 31 December 2020, this company became the Group's subsidiary and was consolidated in the consolidated financial statement of the Group.

(**) During the year ended and as at 31 December 2020, these companies were no longer a subsidiary of the Group and became the Group's associate.

42 COMMITMENTS**(a) Commitments under operating leases****(i) The Group as a lessee**

The future minimum lease payments under non-cancellable operating leases were as follows:

	Office rental	
	31.12.2020	31.12.2019
	VND	VND
Within one year	98,783,791,598	70,712,545,970
From one to five years	18,433,630,871	127,176,250,710
Over five years	-	295,203,538,968
Total minimum payments	<u>117,217,422,469</u>	<u>493,092,335,648</u>

(ii) The Group as a lessor

The Group signed operating lease contracts. Accordingly, the future minimum lease receipts under non-cancellable operating leases are as follows:

	31.12.2020	31.12.2019
	VND	VND
Within one year	80,897,325,556	76,998,378,018
Between one and five years	124,607,912,461	204,842,912,727
Over five years	90,773,130,010	155,420,891,532
Total minimum receipts	<u>296,278,368,027</u>	<u>437,262,182,277</u>

(b) Capital commitments

Capital expenditure contracted for at the balance sheet date but not recognised in the consolidated financial statements was as follows:

	31.12.2020	31.12.2019
	VND	VND
Construction cost of projects	<u>11,390,096,945,795</u>	<u>3,521,454,232,828</u>

43 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.

44 OTHER MATTER

The wide spread of the Covid-19 is a fluid and challenging situation facing all industries. The Group had performed a preliminary assessment of the overall impact of the situation on the Group's operations, including the recoverability of the carrying amount of assets, measurements of its assets and liabilities, as well as implication to its borrowing covenants. At this juncture, the Board of Management is unable to reliably estimate the financial impact on the Group's results for the next financial year. The Group will continue to monitor the situation, take appropriate and timely actions to minimise the impact.

The consolidated financial statements were approved by the Board of Management on 5 March 2021.



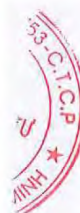
Nguyen Ngoc Bang
Preparer



Huynh Minh Lam
Chief Accountant



Bui Xuan Huy
General Director



NO VA LAND INVESTMENT GROUP CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019

11-2019

NO VA LAND INVESTMENT GROUP CORPORATION

**CDNSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

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NO VA LAND INVESTMENT GROUP CORPORATION

CORPORATE INFORMATION

**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)
Mr. David Frederick Proctor	Independent Member (to 20 March 2019)

Audit Committee

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

NO VA LAND INVESTMENT GROUP CORPORATION

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:

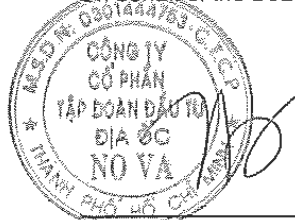
- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent; and
- prepare the consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.


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

Hồ Chí Minh City, SR Vietnam
24 February 2020



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF NO VA LAND 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.



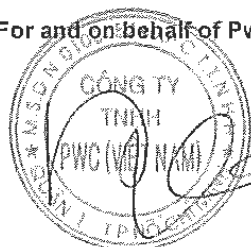
Auditor's Opinion

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.

Other Matters

This report is prepared in Vietnamese and English. Should there be any conflict between the Vietnamese and English versions, the Vietnamese version shall take precedence.

For and on behalf of PwC (Vietnam) Limited



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

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

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

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 01 – DN/HN

CONSOLIDATED BALANCE SHEET

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 11 to 91 are an integral part of these consolidated financial statements.

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 01 – DN/HN

CONSOLIDATED BALANCE SHEET
(continued)

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 11 to 91 are an integral part of these consolidated financial statements.

NO VA LAND INVESTMENT GROUP CORPORATION

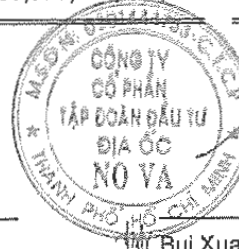
Form B 01 – DN/HN


CONSOLIDATED BALANCE SHEET
(continued)

Code	RESOURCES	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


 Tran Thi Thanh Van
 Chief Accountant




 Bui Xuan Huy
 General Director
 24 February 2020

The notes on pages 11 to 91 are an integral part of these consolidated financial statements.

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 02 – DN/HN

CONSOLIDATED INCOME STATEMENT

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	10,930,983,111,920	15,290,276,732,393
11	Cost of goods sold and services rendered	(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	1,027,208,421,374	1,296,606,693,933
22	Financial expenses	(2,084,814,480,224)	(1,932,436,059,562)
23	- Including: Interest expense	(1,145,609,766,192)	(1,383,337,897,930)
24	Share of (loss)/profit from associates	(9,578,783,868)	1,318,760,717,206
25	Selling expenses	(294,869,082,499)	(424,217,309,126)
26	General and administration expenses	(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)	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	(692,528,132,718)	(986,171,527,219)
52	BIT - deferred	(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)	3,546
71	Diluted earnings per share	28(b)	3,401



Nguyen Ngoc Bang
Preparer



Tran Thi Thanh Van
Chief Accountant



Bui Xuan Huy
General Director
24 February 2020

The notes on pages 11 to 91 are an integral part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT
 (Indirect method)

		Year ended 31 December	
		2019	2018
Code	Note	VND	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 11 to 91 are an integral part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT
(Indirect method)
(continued)

		Year ended 31 December	
		2019	2018
Code	Note	VND	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 11 to 91 are an integral part of these consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

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 VA LAND INVESTMENT GROUP CORPORATION

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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								
	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	Novaland 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	Khair 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

NO VA LAND INVESTMENT GROUP CORPORATION

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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
1 – 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 Trn 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	-	-

NO VA LAND INVESTMENT GROUP CORPORATION

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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)								
	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	-	-
	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	Binh Thuan Province	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

NO VA LAND INVESTMENT GROUP CORPORATION

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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
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) 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).
- (v) 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.
- (vi) 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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.5 Basis of consolidation*****Subsidiaries (continued)***

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.

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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.5 Basis of consolidation (continued)*****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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 initially 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 separated 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.

2.15 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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.

2.23 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**2.26 Revenue recognition (continued)****(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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

2.32 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**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
<i>First consideration which was measured at equity method at the control date</i>	2,025,100,993,856
<i>Revaluation of the investments in associate at the acquisition date</i>	14,787,440,987
<i>Second consideration at the acquisition date</i>	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

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.

3 BUSINESS COMBINATION (continued)**3.1 Acquisition during the year (continued)****(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

3 BUSINESS COMBINATION (continued)**3.1 Acquisition during the year (continued)****(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)**3.1 Acquisition during the year (continued)**

- (d) 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
	<hr/> 2,927,674,913,891
Liabilities	
Liabilities	396,787,439,348
Deferred tax liabilities	243,591,720,138
	<hr/> 640,379,159,486
Total identifiable net assets	<hr/> 2,287,295,754,405 <hr/>
Gain on bargain purchase	(589,413,656,409)
Non-controlling interests	(72,882,097,996)
	<hr/>
Purchase consideration transferred	1,625,000,000,000
Cash acquired	(727,022,761)
	<hr/>
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.

3 BUSINESS COMBINATION (continued)**3.1 Acquisition during the year (continued)****(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 99.96% 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)
	727,900,000,000
Purchase consideration transferred	(13,402,143,534)
Cash acquired	714,497,856,466
 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
<i>First consideration which measured at equity method at the control date</i>	263,997,262,083
<i>Revaluation of investment in associate at the acquisition date</i>	301,149,644,286
<i>Second consideration at the acquisition date</i>	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.

3 BUSINESS COMBINATION (continued)**3.1 Acquisition during the year (continued)**

- (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
	<hr/> 11,322,040,941,199
Liabilities	
Liabilities	3,638,031,786,325
Deferred tax liabilities	1,771,414,604,634
	<hr/> 5,409,446,390,959
Total identifiable net assets	<hr/> 5,912,594,550,240 <hr/>
Gain on bargain purchase	(1,949,390,072,859)
Non-controlling interests	(13,636,095,381)
	<hr/>
Purchase consideration transferred	3,949,568,382,000
Cash acquired	(21,870,770,156)
	<hr/>
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
<i>First consideration which measured at equity method at the control date</i>	<i>294,000,000,000</i>
<i>Revaluation of investment in associate at the acquisition date</i>	<i>144,344,805,579</i>
<i>Second consideration at the acquisition date</i>	<i>350,000,000,000</i>
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.

3 BUSINESS COMBINATION (continued)**3.1 Acquisition during the year (continued)**

- (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 BUSINESS COMBINATION (continued)**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
	<u>6,466,219,516,377</u>	<u>12,315,170,763,611</u>

(*) 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.

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5 INVESTMENTS

(a) Investments held-to-maturity

(i) Short-term

31.12.2019		31.12.2018	
	Cost VND	Book value VND	Cost VND
Term deposits	466,222,941,609	466,222,941,609	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
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.

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5 INVESTMENTS (continued)

(b) Investments in associates

	31.12.2019			31.12.2018		
	Cost VND	Fair value VND	Provision VND	Cost VND (Restated)	Fair value VND (Restated)	Provision VND (Restated)
Investments in associates	5,694,610,841,185	(*)	-	7,694,964,022,477	(*)	-

Detail of investments in associates is as follows:

Name	Principal activity	31.12.2019			31.12.2018		
		Book value 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 Joint 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	-	-

5 INVESTMENTS (continued)**(b) Investments in associates (continued)**

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	<u>5,694,610,841,185</u>	<u>7,694,964,022,477</u>

- (*) 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.
- (i) 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.
- (ii) 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)).

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5 INVESTMENTS (continued)

(c) Investments in other entities

	31.12.2019			31.12.2018		
	Cost VND	Fair value VND	Provision VND	Cost VND	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	Cost VND	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.

5 INVESTMENTS (continued)**(c) Investments in other entities (continued)**

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	<u>7,939,750,000</u>	<u>7,939,750,000</u>

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
Trade receivables from rendering of services		
Third parties (*)	77,181,365,589	96,154,631,258
	<u>1,076,689,087,366</u>	<u>759,035,366,510</u>

(*) 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 (Restated)
Third parties		
<i>Silver Field International Trading Company Limited</i>	-	197,883,347,000
<i>Sai Gon General Services Joint Stock Company</i>	323,024,476,227	323,024,476,227
<i>Sai Gon Coop Investment and Development</i>		
<i>Joint Stock</i>	102,500,000,000	102,500,000,000
<i>Others</i>	408,380,616,420	800,038,875,291
	<u>833,905,092,647</u>	<u>1,423,446,698,518</u>

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 (*)	496,091,950,464	373,504,867,050
Related parties (Note 41(b))	272,629,003,300	57,149,003,300
	<u>768,720,953,764</u>	<u>430,653,870,350</u>

(*) 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.

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9 OTHER RECEIVABLES

(a) Short-term

	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 (*)	475,200,461,650	-	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	-

9 OTHER RECEIVABLES (continued)**(a) Short-term (continued)**

In which, the balances with related parties and third parties were as follows:

	31.12.2019		31.12.2018	
	Cost	Provision	Cost	Provision
	VND	VND	VND	VND
			(Restated)	(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	-
	<u>3,225,001,397,445</u>	<u>-</u>	<u>3,018,657,346,551</u>	<u>-</u>

(*) 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	Provision	Cost	Provision
	VND	VND	VND	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	-
	<u>370,739,066,748</u>	<u>-</u>	<u>255,403,896,052</u>	<u>-</u>

(*) This balance represents long-term deposit at the Department of Planning and Investment as an amount guaranteed for performing projects.

9 OTHER RECEIVABLES (continued)**(b) Long-term (continued)**

In which, the balances with related parties and third parties were as follows:

	31.12.2019		31.12.2018	
	Cost	Provision	Cost	Provision
	VND	VND	VND	VND
Third parties	365,056,749,293	-	203,721,578,597	-
Related parties (Note 41(b))	5,682,317,455	-	51,682,317,455	-
	<u>370,739,066,748</u>	<u>-</u>	<u>255,403,896,052</u>	<u>-</u>

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.

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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	-
	<u>57,209,437,130,190</u>	<u>(3,643,929,970)</u>	<u>31,130,466,196,468</u>	<u>(7,579,047,926)</u>
Provision for decline in value of inventories	(3,643,929,970)		(7,579,047,926)	
	<u>57,205,793,200,220</u>		<u>31,122,887,148,542</u>	

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	<u>(3,643,929,970)</u>	<u>(7,579,047,926)</u>

(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
	<u>75,480,339,169</u>	<u>133,900,783,619</u>

(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
	<u>262,799,866,843</u>	<u>414,115,027,558</u>

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	<u>262,799,866,843</u>	<u>414,115,027,558</u>

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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)	68,582,465,587	-	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).

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

16 CONSTRUCTION IN PROGRESS (continued)

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	<u>668,092,545,428</u>	<u>248,217,392,159</u>

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	<u>6,841,457,940,364</u>	<u>6,355,909,039,839</u>

(*) 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
	<u>1,305,272,410,195</u>	

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				
<i>Henry Enterprise Group</i>				
<i>Company Limited</i>	619,680,395,588	619,680,395,588	619,680,395,588	619,680,395,588
<i>Nova Homes Trading</i>				
<i>Joint Stock Company</i>	2,554,839	2,554,839	322,726,367,725	322,726,367,725
<i>Others</i>	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
	<u>2,544,601,659,105</u>	<u>2,544,601,659,105</u>	<u>2,518,136,677,507</u>	<u>2,518,136,677,507</u>

As at 31 December 2019 and 31 December 2018, the Company had no short-term trade accounts payable overdue.

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.

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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	Payment 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

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21 PAYABLES TO EMPLOYEES

	31.12.2019 VND	31.12.2018 VND
Salary	499,876,797	242,838,365
13 th month salary, bonus	30,796,453,126	32,925,319,384
	<u>31,296,329,923</u>	<u>33,168,157,749</u>

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
	<u>2,697,796,706,234</u>	<u>2,709,797,403,785</u>

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	-
	<u>2,697,796,706,234</u>	<u>2,709,797,403,785</u>

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	492,000,000,000	-
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
	<u>3,624,338,062,834</u>	<u>2,743,454,064,729</u>

- (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.

23 OTHER PAYABLES (continued)**(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
	<u>14,133,031,990,444</u>	<u>2,568,591,870,100</u>

(*) 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)
	<u>11,645,389,730,077</u>	<u>6,470,955,535,098</u>	<u>(15,480,297,030,601)</u>	<u>5,808,589,775,752</u>	<u>8,444,638,010,326</u>
(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 (**)	8,601,555,000,000	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)
	<u>16,262,686,196,964</u>	<u>16,247,641,680,312</u>	<u>(556,093,653,031)</u>	<u>(5,808,589,775,752)</u>	<u>26,145,644,448,493</u>

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)**(*) 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	-
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
	<u>1,761,119,694,971</u>	<u>1,788,874,788,035</u>

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)**(*) Details of bank loans (continued)**

	31.12.2019 VND	31.12.2018 VND
Long 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- und Entwicklungsgesellschaft 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
	<u>12,764,603,252,307</u>	<u>3,942,190,026,837</u>

(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%.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (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.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (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.
- (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.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

- (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.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)

(**) 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
	<u>2,576,900,000,000</u>	<u>5,041,840,000,000</u>
	31.12.2019 VND	31.12.2018 VND
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
	<u>10,358,680,000,000</u>	<u>8,801,555,000,000</u>

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)**(**) Details of issued bonds are: (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 Trade and Vietnam Bank for Agriculture and Rural Development. These bonds are secured by shares of the Company owned by shareholders.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)**(**) Details of issued bonds are: (continued)**

- (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, VND58,062.5 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.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)**(**) Details of issued bonds are: (continued)**

- (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.
- (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.

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)**(**) Details of issued bonds are: (continued)**

- (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
Short-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
	<u>3,731,232,500,000</u>	<u>4,833,216,940,896</u>
Long-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
	<u>3,294,475,000,000</u>	<u>3,834,687,500,000</u>

24 BORROWINGS AND FINANCE LEASE LIABILITIES (continued)**(***) Details for the balances of third parties were as follows: (continued)**

- (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.

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09 – DN/HN

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

NO VA LAND INVESTMENT GROUP CORPORATION

Form B 09 – DN/HN

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	-	-	3,316,725,115,626
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

27 MOVEMENTS IN OWNERS' EQUITY (continued)

- (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)	<u>3,410,254,354,223</u>	<u>3,218,388,304,013</u>
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)	<u>952,771,601</u>	<u>907,602,850</u>
Basic earnings per share (VND)	<u>3,579</u>	<u>3,546</u>

28 EARNINGS PER SHARE (continued)**(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)	<u>3,686,300,890,192</u>	<u>3,347,533,735,243</u>
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)	<u>1,043,484,051</u>	<u>984,261,258</u>
Diluted earnings per share (VND)	<u>3,533</u>	<u>3,401</u>

(*) 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**

	2019	2018
Foreign currencies (USD)	<u>15,465,950</u>	<u>132,996,989</u>

(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 SERVICES

	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
	<u>11,026,232,997,553</u>	<u>15,635,304,112,693</u>
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)
	<u>(95,249,885,633)</u>	<u>(345,027,380,300)</u>
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
	<u>10,930,983,111,920</u>	<u>15,290,276,732,393</u>

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
	<u>7,779,325,178,076</u>	<u>10,132,300,385,714</u>

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
	<u>1,027,208,421,374</u>	<u>1,296,606,693,933</u>

(*) 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	7,618,495,526
	<u>2,084,814,480,224</u>	<u>1,932,436,059,562</u>

(*) 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
	<u>294,869,082,499</u>	<u>424,217,309,126</u>

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	112,292,426,998	126,033,029,767
Goodwill allocation (Note 17)	819,723,509,670	411,105,322,179
	<u>1,197,219,171,605</u>	<u>727,814,339,948</u>

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
	<u>3,847,134,745,198</u>	<u>71,219,801,005</u>
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
	<u>167,283,905,748</u>	<u>74,481,539,950</u>

(*) 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
Deferred BIT assets	69,958,310,238	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	<u>(6,179,001,537,029)</u>	<u>(2,228,888,639,451)</u>
In which:		
Deferred BIT assets	76,536,421,869	69,958,310,238
Deferred BIT liabilities	<u>(6,255,537,958,898)</u>	<u>(2,298,846,949,689)</u>

38 BIT (continued)**(a) Deferred BIT (continued)**

(*) 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 BIT (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
	<u>36,092,563,059,528</u>	<u>17,683,730,236,831</u>

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
	<u>-</u>	<u>22,773,000,000</u>

(b) Amount of borrowings actually drawn down during the year

	2019 VND	2018 VND (Restated)
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
	<u>20,460,412,729,964</u>	<u>22,153,049,489,009</u>

(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)
	<u>(16,150,195,525,803)</u>	<u>(14,771,863,168,477)</u>

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>i) Purchase of services</i>		
Ben Thanh Housing Service and Development Joint Stock Company	40,563,316,278	55,056,246,652
<i>ii) Interest on lending</i>		
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
<i>iii) Interest expense</i>		
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
<i>iv) Other expense</i>		
Saigon Golf Company Limited	2,398,134,247	-
<i>v) Compensation of key management</i>		
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>i) Short-term trade account receivables (Note 6)</i>		
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
	<u>35,399,461,270</u>	<u>40,173,876,488</u>
<i>ii) Short-term lendings (Note 8)</i>		
Thanh My Loi Joint Stock Company	49,629,003,300	49,629,003,300
Saigon Golf Company Limited	223,000,000,000	-
Sai Gon Electronics and Industrial Service Joint Stock Company	-	7,520,000,000
	<u>272,629,003,300</u>	<u>57,149,003,300</u>
<i>iii) Other short-term receivables (Note 9(a))</i>		
Saigon Golf Company Limited	389,702,493,151	388,560,000,000
Ben Thanh Housing Service and Development Joint Stock Company	36,821,810,338	38,324,741,374
Sai Gon Electronics and Industrial Service Joint Stock Company	15,000,000,000	26,740,105,439
Thanh My Loi Joint Stock Company	12,517,152,804	6,462,414,402
	<u>454,041,456,293</u>	<u>460,087,261,215</u>
<i>iv) Other long-term receivables (Note 9(b))</i>		
Ben Thanh Housing Service and Development Joint Stock Company	5,682,317,455	5,682,317,455
Dat Viet Development Joint Stock Company (*)	-	46,000,000,000
	<u>5,682,317,455</u>	<u>51,682,317,455</u>

41 RELATED PARTY DISCLOSURES (continued)**(b) Year end balances with related parties (continued)**

	31.12.2019 VND	31.12.2018 VND (Restated)
<i>vi) Short-term trade accounts payable (Note 18)</i>		
Ben Thanh Housing Service and Development Joint Stock Company	316,457,900	489,425,295
<i>vi) Short-term accrued expenses (Note 22)</i>		
Saigon Golf Company Limited	1,968,520,822	-
<i>vii) Borrowings (Note 24)</i>		
Saigon Golf Company Limited	384,230,000,000	-

(*) During the year ended and as at 31 December 2019, these 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.

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.

45 COMPARATIVE FIGURES (continued)

Details of the restatement are as follows:

CONSOLIDATED BALANCE SHEET

Code	ASSETS	As at 31 December 2018		
		As previously reported VND	Restatements VND	As 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
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

45 COMPARATIVE FIGURES (continued)

CONSOLIDATED BALANCE SHEET
(continued)

Code	RESOURCES	As at 31 December 2018		
		As previously reported VND	Restatements VND	As 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	20,460,126,486,778	(490,326,795,571)	19,969,799,690,207
410	Capital and reserves	20,460,126,486,778	(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

45 COMPARATIVE FIGURES (continued)

CONSOLIDATED INCOME STATEMENT

		For the year ended 31 December 2018		
Code		As previously reported VND	Restatements VND	As 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)

CONSOLIDATED CASH FLOW STATEMENT
(Indirect method)

		For the year ended 31 December 2018		
Code		As previously reported VND	Restatements VND	As restated VND
CASH FLOWS FROM OPERATING ACTIVITIES				
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)
CASH FLOWS FROM FINANCING ACTIVITIES				
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.

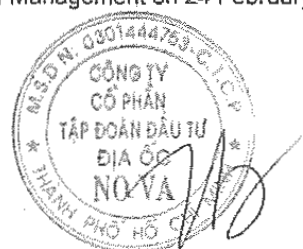
The consolidated financial statements were approved by the Board of Management on 24 February 2020



Nguyen Ngoc Bang
Preparer



Tran Thi Thanh Van
Chief Accountant



Bui Xuan Huy
General Director