IMPORTANT NOTICE

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the offering circular (the "**Offering Circular**") following this page. You are advised to read this disclaimer carefully before accessing, reading or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. ANY SECURITIES TO BE ISSUED HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES (AS DEFINED IN 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 AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

YOU ARE NOT AUTHORIZED TO AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED OFFERING CIRCULAR, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH OFFERING CIRCULAR IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT AND THE ATTACHED OFFERING CIRCULAR IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE OR ANY OTHER APPLICABLE RULES OR REGULATIONS MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

CONFIRMATION OF YOUR REPRESENTATION: In order to be eligible to view this Offering Circular or make an investment decision with respect to the securities, you must: be outside the United States (within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended (the "**Securities Act**")). You have been sent the attached Offering Circular on the basis that you have confirmed to each of the initial purchasers set forth in the attached Offering Circular, which are Credit Suisse (Singapore) Limited, Standard Chartered Bank (Singapore) Limited and UBS AG Singapore Branch (collectively, the "**Initial Purchasers**"), being the sender or senders of the attached, that the electronic mail (or e-mail) address to which it has been delivered is not located in the United States of America, its territories and possessions, any state of the United States and the District of Columbia; "possessions" include Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and that you consent to delivery by electronic transmission.

You are reminded that the Offering Circular has been delivered to you on the basis that you are a person into whose possession the Offering Circular 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 document, electronically or otherwise, to any other person. If you receive this document by e-mail, you should not reply by e-mail to this announcement. Any reply e-mail communications, including those you generate by using the "Reply" function on your e-mail software, will be ignored or rejected. If you receive this document by e-mail, 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.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. No action has been or will be taken in any jurisdiction by the Company or the Initial Purchasers that would, or is intended to, permit a public offering of the securities, or possession or distribution of the Offering Circular (in preliminary, proof or final form) or any other offering or publicity material relating to the securities, in any country or jurisdiction where action for that purpose is required. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Initial Purchasers or any affiliate of the Initial Purchasers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Initial Purchasers or such affiliate on behalf of the Company in such jurisdiction.

This offering circular has been prepared on the basis that any offer of securities in any Member State of the European Economic Area ("**EEA**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities. The expression Prospectus Regulation means Regulation (EU) 2017/1129 (as amended or superseded).

This offering circular has been prepared on the basis that any offer of securities in the United Kingdom ("**UK**") will be made pursuant to an exemption under the FSMA from the requirement to publish a prospectus for offers of securities. The expression FSMA means the Financial Services and Markets Act 2000 (as amended).

Prohibition of sales to EEA retail investors—The securities 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 EEA. 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(11) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2016/97/EU (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. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Prohibition of sales to UK retail investors—The securities 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**"); 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. 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 notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

This offering circular is for distribution only to persons who (i) fall within Article 43(2)(b) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Financial Promotion Order**"), (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Promotion Order, (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Financial Promotion Order, (iv) are outside the United Kingdom, or (v) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This offering circular is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this offering circular relates is available only to relevant persons and will be engaged in only with relevant persons.

The attached Offering Circular has been sent to you in an electronic format. You are reminded that documents transmitted in an electronic format may be altered or changed during the process of transmission and consequently none of the Company, the Initial Purchasers, the Trustee or their respective affiliates, directors, officers, employees, representatives and agents or any other person controlling the Company, the Initial Purchasers or any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the document distributed to you in electronic format and the hard-copy version.

This communication is for informational purposes only. It is not intended as an offer or solicitation for the purchase or sale of any financial instrument or as an official confirmation of any transaction. Any comments or statements made herein do not necessarily reflect those of the Company, the Initial Purchasers, their subsidiaries and affiliates.

BIM LAND JOINT STOCK COMPANY

(Established in Vietnam as a Joint Stock Company with Business License No. 5701558306 pursuant to the Law on Enterprises)

U.S.$200,000,000 7.375% Senior Notes due 2026

Issue price: 98.47%

The U.S.$200,000,000 7.375% Senior Notes due 2026 (the "**Notes**") will be issued by BIM Land Joint Stock Company (the "**Company**"). The Notes will mature on May 7, 2026 (the "**Maturity Date**"). The issue price of the Notes will be 98.47% of the principal amount of the Notes. Interest on the Notes will be payable semi-annually in arrears on May 7 and November 7 of each year (each an "**Interest Payment Date**") commencing on November 7, 2021. The Notes will be unconditionally and irrevocably guaranteed (the "**Subsidiary Guarantees**") by certain of the Company's subsidiaries (the "**Subsidiary Guarantors**").

The Company may at its option redeem the Notes, in whole or in part, at any time on or after May 7, 2024, at the redemption prices set forth in this offering circular (the "**Offering Circular**") plus accrued and unpaid interest, if any, to the redemption date. At any time prior to May 7, 2024, the Company may redeem up to 35% of the Notes, at a redemption price of 107.375% of their principal amount, plus accrued and unpaid interest, if any, in each case, using the proceeds from certain equity offerings. In addition, the Company may redeem the Notes at any time prior to May 7, 2024, in whole or in part, at a price equal to 100% of the principal amount of the Notes plus (i) accrued and unpaid interest (if any) to the redemption date and (ii) the Applicable Premium as set forth in this Offering Circular. Upon the occurrence of a Change of Control Triggering Event (as defined herein), the Company must make an offer to repurchase all Notes outstanding at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. The Company may redeem all but not some of the Notes at the principal amount plus accrued interest upon certain changes in Vietnamese tax law.

The Notes will be (1) senior in right of payment to any existing and future obligations of the Company and the Subsidiary Guarantors expressly subordinated in right of payment to the Notes and the Subsidiary Guarantees, (2) at least *pari passu* in right of payment against the Company and the Subsidiary Guarantors with all other unsecured, unsubordinated Indebtedness (as defined herein) of the Company and the Subsidiary Guarantors (subject to any priority rights pursuant to applicable law), (3) effectively subordinated to secured obligations of the Company and the Subsidiary Guarantors, to the extent of the value of the assets serving as security therefor, and (4) effectively subordinated to all existing and future obligations of the non-guarantor subsidiaries and, with respect to any JV Subsidiary guarantors (as defined herein), to the extent that any obligations under the Notes exceed the JV Subsidiary Guarantee Amount.

Approval in-principle for the listing and quotation of the Notes on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") has been received from 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 Circular. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Company, its subsidiaries, associates or the Notes. The Notes will be traded on the SGX-ST in a minimum board lot size of U.S.$200,000 for so long as the Notes are listed on the SGX-ST.

The amount of Notes to be issued is subject to the size approval from the State Bank of Vietnam (the "**SBV**") and then subject to registration as a foreign loan with the SBV. The Company has applied for and obtained Official Letter No. 1997/NHNN-QLNH dated March 26, 2020 from the SBV, confirming that the total nominal amount of the Notes falls within the national foreign commercial borrowing limit of Vietnam for 2021. The listing of the Notes on the SGX-ST is subject to registration with the State Securities Commission of Vietnam (the "**SSC**"), which has been granted by the SSC to the Company on April 13, 2021.

The Notes are expected to be rated "B2" by Moody's Investor Service, Inc. ("**Moody's**") and "B" by Fitch Ratings Ltd ("**Fitch**"). A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.

Investing in the Notes involves risks. See "*Risk Factors*" on page 24.

The Notes and the Subsidiary Guarantees have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or any state securities laws of the United States or any other jurisdiction. Accordingly, the Notes and the Subsidiary Guarantees are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act ("**Regulation S**"). For a description of certain restrictions on offers, resales and transfers and distribution of this Offering Circular, see "*Plan of Distribution*" and "*Transfer Restrictions*".

It is expected that delivery of the Notes will be made against payment through the facilities of Euroclear Bank SA/NV and Clearstream Banking S.A., on or about, May 7, 2021 (the "**Closing Date**").

Joint Global Coordinators and Joint Bookrunners

CREDIT SUISSE Standard Chartered UBS

Offering Circular dated April 28, 2021

IMPORTANT INFORMATION

The Company accepts full responsibility for the information contained in this Offering Circular and, having made all reasonable enquiries, confirms that (i) this Offering Circular contains all information with respect to the Company and its subsidiaries (together, the "**Group**") and associates, the Subsidiary Guarantors and the Notes; (ii) the statements contained in this Offering Circular relating to the Company and each member of the Group are in every material respect true and accurate and not misleading; (iii) the opinions and intentions expressed in this Offering Circular with regard to the Company, each member of the Group and the Subsidiary Guarantors 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 the Company, each member of the Group, the Subsidiary Guarantors and the Notes the omission of which would, in the context of the issue and offering of the Notes, make this Offering Circular, as a whole, misleading in any material respect; and (v) the Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements.

Where information contained in this Offering Circular 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.

This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Company, Credit Suisse (Singapore) Limited, Standard Chartered Bank (Singapore) Limited and UBS AG Singapore Branch (the "**Initial Purchasers**"), the Trustee or the Agents (each as defined in this Offering Circular) to subscribe for or purchase any of, the Notes 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 Circular and the offering of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular 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 Notes and distribution of this Offering Circular, see "*Transfer Restrictions*".

None of the Initial Purchasers, the Trustee nor any of the Agents has separately verified the information contained in this Offering Circular. Accordingly, no representation or warranty, express or implied, is made by the Initial Purchasers, 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 Notes, and nothing contained in this Offering Circular is, or shall be relied upon as, a promise, representation or warranty by the Initial Purchasers, the Trustee or the Agents, or any of their respective affiliates or advisers. Each person receiving this Offering Circular acknowledges that such person has not relied on the Initial Purchasers, the Trustee, the Agents or on any person affiliated with the Initial Purchasers, the Trustee or the Agents in connection with its investigation of the accuracy of such information or its investment decision. To the fullest extent permitted by law, none of the Initial Purchasers accepts any responsibility for the contents of this Offering Circular or for any other statement, made or purported to be made by the Initial Purchasers or on their behalf in connection with the Company, any Subsidiary Guarantor, or the issue and offering of the Notes. The Initial Purchasers accordingly disclaim any and all liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement.

This Offering Circular is not intended to provide the basis of any credit or other evaluation nor should it be considered as a recommendation by any of the Company, the Subsidiary Guarantors, the Initial Purchasers, the Trustee or the Agents or any of their respective affiliates or advisers that any recipient of this Offering Circular should purchase the Notes. Each potential purchaser of the Notes should determine for himself the relevance of the information contained in this Offering Circular and his purchase of the Notes should be based upon such independent investigations and consultations with his own tax, legal and business advisers as it deems necessary.

No person is authorized to give any information or to make any representation not contained in this Offering Circular 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 Subsidiary Guarantors, the Initial Purchasers, the Trustee or the Agents. The delivery of this Offering Circular at any time does not imply that the information contained in it is correct as at 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 Notes, 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 Notes. The Company, the Subsidiary Guarantors, the Initial Purchasers, the Trustee and the Agents are not making any representation to any purchaser of Notes regarding the legality of any investment in the Notes by such purchaser under any legal investment or similar laws or regulations.

Section 309B(1) Notification—the Company has determined, and hereby notifies all persons (including all relevant persons (as defined in Section 309A(1) of the Securities and Futures Act, Chapter 289 of Singapore as modified or amended from time to time)) that the notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) 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).

Prohibition of sales to EEA retail investors—The securities 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 EEA. 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(11) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2016/97/EU (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. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Prohibition of sales to UK retail investors—The securities 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**"); 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. Consequently no key information document required by the UK PRIIPs Regulation for offering or selling the notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

In this Offering Circular, unless otherwise specified or the context otherwise requires, 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 "**Vietnamese Dong**" and "**VND**" are to the lawful currency of Vietnam and all references to "**U.S. Dollars**" or "**U.S.$**" are to the lawful currency of the United States of America. All references to "**€**", "**EUR**" or "**Euro**" are to the single currency

introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty establishing the European Community, as amended. Solely for the convenience of the reader, certain Vietnamese Dong amounts in this Offering Circular have been translated into U.S. Dollars using the exchange rate of U.S.$1.00 = VND23,098, the exchange rate quoted by Bloomberg L.P. on December 31, 2020, 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.

Market data and certain industry forecasts used throughout this Offering Circular have been obtained from internal surveys, market research, publicly available information and industry publications. Industry publications generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed. Similarly, internal surveys, industry forecasts and market research, while believed to be reliable, have not been independently verified, and neither the Company, the Subsidiary Guarantors, the Initial Purchasers, the Trustee nor the Agents makes any representation as to the accuracy of that information.

In this Offering Circular, 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 Circular due to rounding. 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.

STABILIZATION

In connection with the offering of Notes contemplated in this Offering Circular, Standard Chartered Bank (Singapore) Limited (the "**Stabilizing Manager**") or any person acting on its behalf, may, to the extent permitted by applicable laws, overallot or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period after the Original Issue Date (as defined herein). However, there may be no obligation on the Stabilizing Manager to do this. Such stabilization, if commenced, may be discontinued at any time, and must be brought to an end after a limited period.

FORWARD-LOOKING STATEMENTS

Certain statements in this Offering Circular 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 the actual results, performance or achievements of the Group, 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 the Group's present and future business strategies and the environment in which the Group will operate in the future. Among the important factors that could cause the Group's 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 and hospitality market, the ongoing COVID-19 epidemic, competition in Vietnam's real estate industry, the Group's ability to obtain the necessary approvals and financing to develop its projects and to control and effectively manage the cost of additional projects and the raw materials used in its construction projects. Additional factors that could cause actual results, performance or achievements to differ materially

include, but are not limited to, those discussed under "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Business*". These forward-looking statements speak only as of the date of this Offering Circular. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this Offering Circular to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

CERTAIN DEFINED TERMS AND CONVENTIONS

In this Offering Circular, unless the context otherwise requires, references to the terms the "**Company**" and "**BIM Land**" are to BIM Land Joint Stock Company; references to the terms "**we**", "**us**", "**our**" and the "**Group**" are to the Company and its consolidated subsidiaries; references to the terms "**BIM Group**" refers to BIM Group Limited Company, the Group's parent company, and its consolidated subsidiaries.

All references to the "United States" or "U.S." are to the United States of America. References to "U.S. dollars", "$" or "U.S.$" means United State dollars, the legal currency of the United States of America. References to "VND" are to Vietnamese Dong, the legal currency of Vietnam.

All references to "BIDV" are to Bank for Investment and Development of Vietnam;

All references to "BIM Energy" are to BIM Energy Holding JSC;

All references to "BIM Foods" are to BIM Foods Joint Stock Company;

All references to "BIM Halong" are to Ha Long Investment and Development Co., Ltd.;

All references to "BIM Kien Giang" are to BIM Kien Giang Ltd Co.;

All references to "BIM Building Material" are to BIM Building Materials Manufacturing and Trading Ltd Co.;

All references to "Colliers" are to Colliers International;

All references to "Coral JSC" are to Coral Housing Construction and Development JSC;

All references to "Syrena Vietnam" are to Syrena Vietnam Joint Stock Company;

All references to "Syrena Phu Quoc" and "Syrena Phu Quoc JSC" are to Syrena Phu Quoc Land JSC;

All references to "EIAR" are to environmental impact assessment report;

All references to "EDGE" are to excellent in design for greater efficiency;

All references to "EPP" are to environmental protection plan;

All references to "GDP" are to gross domestic products;

All references to "HMA" are to hotel management agreement;

All references to "IFC" are to International Finance Corporation;

All references to "LURC" are to certificate of land use rights, and ownership of residential houses and other assets-attached to land;

All references to "MONRE" are to the Ministry of Natural Resources and Environment Vietnam;

All references to "New Life JSC" are to New Life Service and Trading Company Limited;

All references to "NLA" are to net lettable area, which is the area within a property that is available for occupation by tenants, excluding all public facilities;

All references to "MOU" are to memorandum of understanding;

All references to "Original Bonds" are to the VND2 billion in aggregate principle amount domestic bonds issued by the Company by way of private placement on December 30, 2020 with an interest rate fixed at 10% per annum for the first year, and subsequently at a 4% margin over the average 12-month deposit rate quoted by three state-owned banks and Techcombank, which will mature in December 30, 2023;

All references to "RevPAR" are to revenue per available room;

All references to "SBV" are to State Bank of Vietnam;

All references to "VAT" are to value added tax;

All reference to "VDB" are to Vietnam Development Bank;

All references to "Vietcombank" are to Joint Stock Commercial Bank for Foreign Trading of Vietnam;

All references to "Vietinbank" are to Vietnam Joint Stock Commercial Bank for Industry and Trade;

All references to "Villa OCC" are to villas which are sold to buyers without offering any rental pool program. These villas are unfurnished at the time of the handover;

All references to "Villa RPA" are to villas which are sold to buyers under a compulsory or optional rental pool program. These villas are fully furnished with furniture, fixtures, and equipment package at the time of the handover;

All references to "VNAT" are to Vietnam National Administration of Tourism;

All references to "VNS" are to Vietnam Stock Exchange;

All references to "contracted sales" refer to the sale of properties under sale and purchase agreements, or relevant to the transaction of properties under construction investment cooperation contracts or service agreements with potential purchasers before they are completed, which has the same meaning as pre-sales. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Factors Affecting the Group's Performance—Pre-sales*".

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 this Offering Circular and should not be unduly relied on.

References to the Company's Board of Management or BOM Members and management team are to the members of the Board of Management and management team of the Company, respectively, as described in "**Management**".

In determining the shareholding of the Company's subsidiaries and associates, unless noted otherwise, charter capital has been used instead of paid-up capital to determine ownership, effective interest and voting rights.

ENFORCEMENT OF CIVIL LIABILITIES

The Company and the Subsidiary Guarantors are incorporated in Vietnam and substantially all of the members of their Inspection Committee, Board of Management and management team and certain of the experts named in this Offering Circular are residents of Vietnam. Substantially all of our assets and the assets of the members of our Inspection Committee, Board of Management and management team and certain of the experts are located in Vietnam. As a result, you may not be able to enforce a judgment made by a court outside of Vietnam upon us or these persons since 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", definition of which is not clearly provided under Vietnamese laws and 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.

In addition, you may have difficulty enforcing a foreign arbitral award in Vietnam. Under the Vietnamese Civil Procedure Code, a Vietnamese court will consider recognizing and enforcing an arbitral award of a foreign arbitral tribunal only in the following circumstances: (i) where such arbitral award has been made by the foreign arbitral tribunal of a country which is a party to a relevant international treaty on enforcement and recognition of foreign arbitral award to which Vietnam is a party, (ii) on a reciprocal basis at the discretion of the Vietnamese courts without the condition that Vietnam and the relevant country are parties of a relevant international treaty. Although Vietnam is a signatory to the 1958 New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards, in practice there have been few instances of successful recognition and enforcement of foreign arbitral awards in Vietnam. In addition, a foreign arbitral award will not be recognized and enforced in Vietnam if, among others, the competent Vietnamese court determines that the recognition and enforcement of such arbitral award in Vietnam is contrary to "the fundamental principles of the laws of Vietnam", definition of which is no clearly provided under Vietnamese laws and is at the discretion of the court to interpret.

NON-IFRS FINANCIAL MEASURES

Adjusted EBITDA as well as the related ratios presented in this Offering Circular are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, IFRS. The Group defines Adjusted EBITDA as profit for the year, plus current and deferred corporate income tax expense, financial expense, depreciation, extraordinary loss from the additional cost of investment properties sold and impairment loss minus deferred corporate income tax income, financial income and impairment recovery and adjusting for gain/loss on revaluation of investment property. Adjusted EBITDA is not a measurement of financial performance or liquidity under IFRS and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with IFRS, or an alternative to cash flows from operating activities as a measure of liquidity.

The Group's presentation of Adjusted EBITDA may not be comparable to similarly titled measures presented by other companies or Consolidated EBITDA as defined in the Notes. The Group believes that Adjusted EBITDA facilitates comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), and the age and booked depreciation and amortization of assets (affecting relative depreciation and amortization expense). Adjusted EBITDA has been presented because the Group believes that it is frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-IFRS financial measures when reporting their results. Finally, ratios calculated based on Adjusted EBITDA are presented as a supplemental measure of the Group's ability to service debt. Nevertheless, Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for analysis of, our financial condition or results of operations as reported under IFRS. In addition, Adjusted EBITDA as presented in this Offering Circular is calculated differently from Consolidated EBITDA as defined in the indenture governing the Notes (the "**Indenture**"), which is used in connection with the limitation on incurrence of indebtedness covenant in the Notes, as well as certain of our agreements. Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our businesses.

See "Selected Financial Information" for a reconciliation of the Group's profit for the year under IFRS to the Group's definition of Adjusted EBITDA.

INDUSTRY AND MARKET DATA

This Offering Circular includes information regarding the property development industry and the markets in which we compete, industry data and forecasts that the Group has obtained from industry publications and surveys, including a report dated March 29, 2021 that the Group commissioned Savills Vietnam Co., Ltd ("**Savills**") to prepare for inclusion in this Offering Circular. Certain information is also based on estimates made by the management, based on their industry and market knowledge, which the Group believes to be reasonable. However, this data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. As a result, you should be aware that industry projections, market share, ranking and other similar data set forth herein, and estimates and beliefs based on such data, have not been independently verified and we do not make any representation as to the accuracy or the completeness of such information. The Group does not have any obligation to announce or otherwise make publicly available updates or revisions to these forecasts.

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SUMMARY

Overview

The Company is a leading tourism-led property developer based in Vietnam. The Company is primarily engaged in the development, sale, leasing, management and operation of a wide range of hospitality, residential and commercial properties within townships located in tourist destinations, supported by complementary facilities and infrastructure provided in the townships. The Company has mainly focused on property developments in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang, which are leading tourist destinations in Vietnam. The Company has also developed Fraser Suites, a serviced apartment in Hanoi, Vietnam, and Crowne Plaza Vientiane in Vientiane, Laos. The Company retains some units of its completed projects to grow its investment portfolio, which provides recurring revenue. The Company's total landbank was approximately 722 hectares as of December 31, 2020, of which 487 hectares were available for development in Quang Ninh, Kien Giang, Vinh Phuc, Ninh Thuan and Hanoi, Vietnam.

Since its establishment in 1994 as part of BIM Group, the Company has successfully completed 22 projects with an aggregate site area of approximately 540,817 square meters. The Company's tourism-led township developments are anchored by one or more hospitality projects, including hotels and serviced apartments, operated under renowned international hospitality brands such as InterContinental Hotels & Resorts, Regent Hotels & Resorts and Park Hyatt. These township developments are supported or will be supported by one or more key attraction pillars, including convenience (including markets, schools and hospitals), art, recreation (including beach, marina, waterpark, pools and cinema), exhibition activities and food and beverage (including beach clubs, restaurants, bars and cafes). These township developments also include residential projects, which include high and low-rise apartments, villas and townhouses, and commercial projects, including shopping malls and shophouses. As of December 31, 2020, the Company had under development 21 projects with an aggregate site area of approximately 2,081,118 square meters in Quang Ninh, Kien Giang, Ninh Thuan and Hanoi in Vietnam. Of the 21 projects that are currently under various stages of development, 11 projects with total site area of 647,514 square meters are under construction and 10 projects with total site area of 1,433,604 square meters are currently in planning, approval or developmental stages. In addition, the Company has one project under construction in Vientiane, Laos with a site area of 8,863 square meters. For the years ended December 31, 2018, 2019 and 2020, the Company's contracted sales at Ha Long Marina Township was VND3,327 billion, VND6,597 billion and VND3,316 billion (US$144 million), which represents 34.9%, 64.0% and 87.1% of the total contracted sales, respectively. For the years ended December 31, 2018, 2019 and 2020, the Company's contracted sales at Phu Quoc Marina Township was VND6,213 billion, VND3,717 billion and VND492 billion (US$21 million), which represents 65.1%, 36.0% and 12.9% of the total contracted sales, respectively.

The Company has primarily focused on tourism-led property development projects in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang. Ha Long Marina Township in Quang Ninh is located in the Northwest coastal area of Vietnam, which is about 155 kilometers from Hanoi, and is near Van Don international airport with a capacity of 2.5 million passengers per year. Quang Ninh province had approximately 14 million and 8.8 million tourist arrivals in 2019 and 2020, respectively, with 23 million tourist arrivals expected in 2030, according to Savills. The Company has completed two hospitality projects, one retail project and eleven residential and commercial projects in Ha Long Marina Township, and the Company's total landbank in Quang Ninh province was approximately 248 hectares as of December 31, 2020, of which 146 hectares were available for development. Phu Quoc Marina Township is located in Phu Quoc island in Kien Giang in the Southeast coastal area of Vietnam, which is served by an international airport in Phu Quoc island with a capacity of seven million passengers

per year. Kien Giang province had approximately 8.8 million and 5.4 million tourist arrivals in 2019 and 2020, respectively, with 24 million tourist arrivals expected in 2030, according to Savills. The Company has completed two hospitality projects and four commercial projects in Phu Quoc Marina Township, and the Company's total landbank in Phu Quoc island was approximately 220 hectares in two sites as of December 31, 2020, of which 165 hectares were available for development.

The Company intends to replicate its successful strategy applied in Quang Ninh and Kien Giang to other locations. In addition to its landbank in Quang Ninh and Kien Giang, the Company has approximately 166 hectares in Vinh Phuc, which is about 48 kilometers from Hanoi city center and 20 kilometers from Noi Bai International Airport, 69 hectares in Ninh Thuan, which is near the proposed Bac Van Phong special administrative economic zone, and approximately 7 hectares of land available for development in Hanoi, Vietnam as of December 31, 2020.

The Company collaborates with a wide range of renowned international and local hospitality brands to operate some of its development projects, including hotels, serviced apartments and residences, which cover a broad range of market segments from luxury and upscale to midscale and economy segments. The Company believes these collaborations allow the Company to capture the full spectrum of Vietnamese hospitality segments by offering a balanced portfolio of products with a wide range of price points. The Company also operates some of its development projects, including hotels, residences, shophouses and an office building, and provides various management services, including maintenance, landscaping and security.

The Company has been the recipient of many awards, including the "Best Hotel Architecture" by Asia Pacific Property Awards (2020) for InterContinental Ha Long Bay Residences, "Best Mixed-Use Development" by Asia Pacific Awards (2020) for Grand Bay Ha Long, "Vietnam's Future Project of the Year" by Ashui Awards (2017) for Halong Marina, "Best Mixed-Use Development" by Asia Pacific Property Awards (2017) for Phu Quoc Marina, "New Hotel Construction & Design" by Asia Pacific Property Awards (2017) for Regent Phu Quoc, "Best Mixed-Use Development by Asia Pacific Awards (2018) for Phu Quoc Waterfront, "Best Luxury Resort Developer Vietnam 2019" by Dot Property Vietnam Awards (2019),"Hotel Architecture Award" for Park Hyatt Phu Quoc by International Property Awards (2019), "Vietnam Excellent Brand" by VnEconomy in 2016-2018, "World's Leading New Family Resort", "World's Leading New Luxury Resort" and "World's Leading New MICE Resort 2018" for InterContinental Phu Quoc Long Beach Resort by World Travel Awards 2018, "Best Residential Development" for Citadines Marina Ha Long and "Best Township Landscape Architectural Design" for Halong Marina by The Property Guru Vietnam Property Awards (2019). See "History and Group Structure—History and Group Development."

For the years ended December 31, 2018, 2019 and 2020, the Company had revenue of VND4,432 billion, VND5,025 billion and VND5,696 billion (US$246.6 million), respectively, and profit for the period of VND806 billion, VND1,500 billion and VND1,529 billion (US$66.2 million), respectively. As of December 31, 2020, the Company had total assets of VND40,676 billion (US$1,761 million) and total equity of VND20,157 billion (US$872.7 million).

Recent Developments

Tap issuance of domestic bonds

On December 30, 2020, the Company issued by way of private placement VND2 billion in aggregate principle amount of domestic bonds (the "Original Bonds") with an interest rate fixed at 10% per annum for the first year, and subsequently at a 4% margin over the average 12-month deposit rate quoted by three state-owned banks and Techcombank, which will mature in December 30, 2023. For more details see "Description of Material Indebtedness—Domestic Bonds." On March 15, 2021, the Company issued additional bonds as part of a tap issuance of the Original Bonds in an aggregate principle amount of VND998 billion (US$43.2 million). As of the date of this Offering Circular, the aggregate principal amount of domestic bonds outstanding was VND1,000 billion (US$43.22 million).

Increase in interest in Green Town JSC

On December 24, 2020, the Company signed a Shareholder Agreement with existing shareholders of Green Town JSC for BIM Land to acquire a 70% stake in Green Town JSC by way of buying out certain existing shareholders of Green Town JSC and a further capital contribution. As of December 30, 2020, the Company had paid VND110 billion for a 51% controlling stake in Green Town JSC. On March 15, 2021, the Company contributed VND770 billion to increase the capital of Green Town JSC and through this act diluted the other shareholders and increased its equity interest in Green Town JSC to 66.67%. Pursuant to the Shareholder Agreement, BIM Land is required to contribute capital into Green Town JSC in connection with two additional capital calls in order for it to increase its stake to at least 70% its equity interest in Green Town JSC, one in June 2021 and one within 18 months subsequent to that date.

Acquisition of Thanh Xuan JSC

On March 15, 2021, for a consideration of VND859 billion (including advance for shares of VND100 billion paid in 2020 and additional payment of VND759 billion on March 15, 2021), Green Town JSC acquired a 77% equity interest in Thanh Xuan JSC, which is the development company for the Vinh Phuc project, pursuant to a Sales and Purchase agreement dated October 20, 2020. On or before June 20, 2021, Green Town JSC and nominated shareholders is expected to pay another VND150 billion to acquire the remaining stake to increase its ownership in Thanh Xuan JSC to 100%.

MOU to co-develop a real estate project in Northern Vietnam

On March 31, 2021, the Company signed a memorandum of understanding ("MOU") with another reputable real estate company in Vietnam to form a joint venture to co-develop a real estate project in northern Vietnam. Each of the parties is expected to have 50% interest in the joint venture. As the MOU is not legally binding, there is no assurance that the transaction would proceed as planned or if at all.

Repayment of certain long-term loans

In the three months ended March 31, 2021, the Group made an aggregate of VND230.5 billion (US$9.98 million) of repayments for certain long-term loans. For more details, see "Description of Material Indebtedness—Certain Borrowings and Repayment after December 31, 2020."

Payment of dividends

On March 31, 2021, the Company settled the accumulated dividends payable to various individual minority interest capital contributors within the Group by paying the amount of dividends outstanding as of December 31, 2020 of VND33 billion. As a result, all dividends declared for 2020 and previous years have been paid.

Competitive Strengths

The Company believes its strengths are as follows.

A leading tourism-led real estate development and investment platform well positioned to benefit from some of the most robust and fastest-growing tourism markets in Vietnam

Vietnam is one of the fastest growing economies in Asia, with its Gross Domestic Product (GDP) growing on average by 6.9% per year between 2015 and 2019. Despite the impact of COVID-19, Vietnam's COVID-19 containment strategy and supportive government policies (including initiatives to allow deferment of tax and land fee payments, and support for impacted businesses and workers, among others) have allowed for the resumption of all domestic business without restrictions and a rapid economic recovery. In addition, Vietnam has benefited as global firms have begun to diversify their offshoring requirements out of China. For example, the production of Apple's AirPods was shifted from China to Vietnam in the second quarter of 2020. In 2020, Vietnam's GDP grew by 2.9%.

Vietnam's appeal as a tourism destination is supported by its 3,444 kilometers of coastline, 125 beaches, eight UNESCO World Heritage sites, five major cities and other tourist attractions, according to Savills. Its tourism sector has experienced significant growth in recent years (prior to the beginning of the COVID-19 pandemic) driven primarily by steady growth in domestic disposable income, favorable government policies, including visa exemption and e-visas for foreign tourists, and significant infrastructure expenditure and international flight connectivity. It has been the fastest growing tourism destination in Southeast Asia, with international tourist arrival growing at a CAGR of 23% per year between 2015 to 2019, almost double of that of Philippines at 13% and Indonesia at 12% over the same time period, according to Savills.

The Company is primarily focused on tourism-led destination township developments, primarily in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang. Ha Long—Vietnam's most visited coastal city—and Phu Quoc—Vietnam's largest island—are some of the fastest growing destinations in Vietnam. Quang Ninh, the province where Ha Long is located, and Phu Quoc had tourist arrival compounded annual growth rate of 14% and 54% respectively between 2015 and 2019, according to Savills. This growth has been attributable to both Vietnam's rising popularity as an international tourism destination, but also to rising domestic tourism underpinned by rising disposable incomes, the fastest growing middle and upper middle-class in Southeast Asia according to Savills, and increased spending by the middle and upper class on travel. However, whilst demand in these destinations has grown rapidly, the Company believes they remain undersupplied by modern hotels of international quality, thereby providing potential for growth in both rooms and average daily rates ("ADR").

Each of Ha Long Bay and Phu Quoc island is serviced by an international airport and cruise terminal, with Ha Long Bay also accessible through a highway from Hanoi, approximately 155 kilometers away. The Company's Ha Long Marina Township in Ha Long Bay is planned as a tourism-focused township with hotels, shophouses and high-rise apartments, villas and townhouses, as well as a marina, wave pool and a beach club. The Company's Phu Quoc Marina Township is a vibrant resort township with

hotels, shophouses and low-rise apartments and villas, as well as a sailing club and a planned water park. The Company has close collaborations with renowned international and local hospitality brands such as InterContinental, Regent, Park Hyatt and Holiday Inn to operate its hotel and other hospitality projects.

The Company believes its track record of high quality projects, knowledge of local market conditions and strong bargaining power with contractors are factors that position it well to benefit from the expected growth of tourism in Vietnam. In addition, the Company expects that both domestic and international tourists will continue to be attracted to its hospitality properties which provide a wide range of choices ranging from luxury to upscale to midscale and economy accommodations that are targeted at families as well as business travelers.

Established execution track record in high quality developments

The Company has an established track record of creating destination townships in attractive tourism markets, and developing high quality projects within its townships. Since its establishment as part of BIM Group in 1994, the Company has successfully completed 22 projects with an aggregate site area of approximately 569,530 square meters, including hotels, serviced apartments, condotels, townhouses, villas and branded villas, apartments, shophouses and retail malls. In addition, the Company has 22 near to medium-term projects under development, or for future development with an aggregate site area of approximately 2,089,981 square meters in Quang Ninh, Kien Giang, Ninh Thuan, Hanoi, and Vientiane. Of the 22 projects, 12 projects with total site area of 656,377 square meters are under construction and 10 projects with total site area of 1,433,604 square meters are currently in the planning, approval or developmental stages.

The high quality of the Company's projects have been recognized by various external parties, with the Company having received many awards, including the "Best Luxury Resort Developer Vietnam 2019" by Dot Property Vietnam Awards (2019), "Hotel Architecture Award" for Park Hyatt Phu Quoc by International Property Awards (2019), "Vietnam Excellent Brand" by VnEconomy in 2016-2018, "World's Leading New Family Resort", "World's Leading New Luxury Resort" and "World's Leading New MICE Resort 2018" for InterContinental Phu Quoc Long Beach Resort by World Travel Awards 2018, "Best Residential Development" for Citadines Marina Ha Long and "Best Township Landscape Architectural Design" for Ha Long Marina by The Property Guru Vietnam Property Awards (2019), "Best Hotel Construction & Design" for Ha Long Marina Square by IPA (2019), "Best Hotel Architecture" for Park Hyatt Phu Quoc and Intercontinental Ha Long Bay by IPA (2019 and 2020), "Best Mixed Use Development" for Grand Bay Ha Long by IPA (2020), "Best Resort Restaurant 2020" for Lava Restaurant, Intercontinental Phú Quoc Long Beach resort by World Luxury Restaurant Awards" (2020), "Top 10 Best Resort" for Intercontinental Phu Quoc Long Beach Resort by Real Estate Institute of Vietnam/Real Estate Magazine (2020), "Top 10 most Promising Hospitality Project" for Park Hyatt Phu Quoc by Real Estate Institute of Vietnam/Real Estate Magazine (2021) and "Top 10 Developers Awards—Vietnam" by BCI Asia Awards (2020 and 2021).

The Company actively manages all phases of its project development execution, including project cost and schedules, by standardizing its development model from initial project conceptualization, master planning and design, land acquisition and licensing, project financing, construction, procurement (for which the Company acts as procurement general contractor, implementing a rigorous procurement and project management system), quality control, and project sales and marketing. The Company has successfully completed on or prior to schedule substantially all of its development projects.

As a result of its strong track record, the Company has built up a group of satisfied customers and a significant number of loyal repeat customers, solidifying the Company's reputation through their extended

network. Its track record has also allowed it to successfully pursue branding and operating partnerships with major international hospitality operators, which have in turn further enhanced the popularity and value of its townships as well as allowed the Company to price many of its projects at a premium to its competitors.

The Company believes it also achieves superior construction costs and margins, by focusing on costs starting from the design phase, prioritizing cost effective local materials of similar quality whilst meeting international brand standards, employing internal staff to compete to source the best quotes in its procurement and contractor selection processes, and leveraging its track record, creditworthiness and long-term relationships to reduce contractor costs. It also utilizes an in-house cloud platform to improve its overall business communication and approval processes and increase transparency and efficiency.

The Company believes that its track record of delivering high quality development projects on schedule in popular tourism destinations will position it favorably for future tenders to secure new sites in attractive locations, future sales of its development projects at premium pricing, to repeat customers, and further collaborations with renowned international and local hospitality brands.

Disciplined land banking strategy with proven ability to create value

As of December 31, 2020, the Company has a total of 552 hectares of land bank (inclusive of land for common infrastructure), including 165 hectares in Kien Giang province (Phu Quoc), 146 hectares in Quang Ninh province (Ha Long), 166 hectares in Vinh Phuc province, 69 hectares in Ninh Thuan province, and 7 hectares in Hanoi available for development. The Company believes that it has sufficient land bank for the next 10 years of development.

The Company takes a disciplined and opportunistic approach to land banking, with a strict minimum unlevered internal rate of return target of 25% for its developments. It prioritizes large land parcels in underdeveloped areas with high sales and hospitality potential, which allows it to leverage its key strengths in master planning, township design, and infrastructure development to create value and achieve superior margins. As part of its rigorous due diligence process, the Company also speaks to its wide network of international operators to gauge demand and tourism potential on prior to any land bank acquisitions.

The Company acquired its land bank in Quang Ninh in 2000 and in Kien Giang in 2007. The Company engaged PTW Architects of Australia, Belt Collins, S Design and WATG for the master plan of Ha Long Marina Township and Phu Quoc Marina Township to create vibrant townships with supporting infrastructure, collaborating with a wide range of renowned international and local hospitality brands such as InterContinental, Regent, Crowne Plaza, Park Hyatt and Holiday Inn to operate its hospitality projects.

Prudent financial policies and strong credit profile

The Company strives to maintain healthy financial ratios to support our business and continuously monitors the Company's capital structure to maintain financial flexibility, allowing us to respond competitively and swiftly to any potential development and investment opportunities. The Company also seeks to effectively manage its liquidity and liability profile by targeting to hold cash for up to 6 months of operating expenses and a leverage ratio of three times. As of December 31, 2020, the Group's EBITDA to interest expense ratio was 9.49 and its total debt/EBITDA ratio was 1.53, testament to its prudent credit profile.

The Company also actively manages its working capital requirements by pre-selling its developments and maintaining prudent cash collection and payment policies, which enable the Company to fund its construction costs without significant third party financing. The Company typically finances a significant

portion of construction of its developments through pre-sales. To date, the Company has recorded contracted sales of VND31,672 billion (U.S.$1,371 million) from 28 projects and collected cash of VND24,136 billion (U.S.$1,045 million) from pre-sales. As of December 31, 2020, the Company had contracted sales of VND13,400 billion (U.S.$580,125 million) that has not yet been recorded as revenue.

The Group has built relationships with financial institutions throughout the years, establishing multiple sources of funding and garnering strong support from local and international financial institutions such as Vietnam Development Bank, Vietcombank, BIDV, Viettinbank, VP Bank, Techcombank, Credit Suisse AG and International Finance Corporation. In particular, the Group has two loans with International Finance Corporation, with an aggregate principal amount of approximately U.S.$87.5 million for a term of approximately eight years at an interest rate of LIBOR plus a margin of 2.725% per annum.

Experienced management team with strong corporate governance

The experienced Board of Management and senior management team is comprised of a balanced mix of long-serving and recent hires of highly qualified individuals. They have significant experience and expertise in the real estate, property management, hospitality and finance industries in Vietnam and international markets, with proven track records of successfully managing high quality, large scale real estate development projects across a wide range of products. Mr. Doan Quoc Viet is our founder, a major shareholder and the chairman of the Board of Management of the company. Under their leadership and oversight, the Company has established a strong presence with extensive property developments in Quang Ninh and Kien Giang, Vietnam.

The Company also has in place an effective corporate governance structure modeled after global best practices to encourage optimal growth and performance in achieving the vision and mission as a leading tourism-led real estate development company.

Business Strategy

The Group's principal strategies are set forth below.

Continue to focus on tourism-led real estate and hospitality development with a wide range of high quality products

The Company will continue to focus on tourism-led real estate development projects, including hotels, serviced apartments, townhouses, villas, apartments, shophouses and retail malls, in Quang Ninh and Kien Giang, Vietnam. Vietnam's tourism sector has experienced significant growth in recent years (prior to the beginning of COVID-19 pandemic) driven primarily by a steady growth in domestic disposable income, favorable government policies, including visa exemption and e-visas for foreign tourists, and a significant infrastructure spending in Vietnam. The Company will continue to adapt to the evolving tourism industry by developing new products to address any new and emerging local and international tourism trends. Between 2016 and 2019, Vietnam's Gross Domestic Product grew from US$205 billion to US$260 billion, representing a 8.2% CAGR, and in-bound travel grew from 10 million tourist arrivals to 18 million tourist arrivals, representing a 21.6% CAGR. Quang Ninh and Kien Giang provinces are leading tourism destinations in Vietnam, after Ho Chi Minh City and Hanoi, with 14.5 million and 8.8 million tourist arrivals in 2019 and 17% and 18% average tourist arrival growth rate between 2015 and 2019, respectively. In 2020, Vietnam's GDP grew 2.7% from 2019. Quang Ninh experienced an increase in domestic tourist arrivals of 0.6% and a decrease in international tourist arrivals of 90.6% in 2020. Kien Giang experienced decreases in domestic and international tourist arrivals of 23.7% and 76.0%, respectively.

The Company's Halong Marina Township is planned as a tourism township with hotels, shophouses and high and low-rise apartments, villas and townhouses, as well as marina and a beach club. The Company's Phu Quoc Marina Township is a vibrant resort township with hotels, shophouses and low-rise apartments and villas, as well as a sailing club and water park. The Company has 248 and 155 hectares of landbank, including 146 hectares and 100 hectares available for development, in Quang Ninh province and Kien Giang province, respectively. The Company will continue to focus on its landbank available for development in Quang Ninh province and Kien Giang province to benefit from the expected growth of tourism in Vietnam.

In addition, the Company has approximately 166 hectares in Vinh Phuc, which is about 48 kilometers from Hanoi city center. Vinh Phuc has significant potential for tourism development with four golf courses, natural landscape and historical and spiritual sites such as Tam Dao National Park and Tay Thien Temple as well as over 20 industrial parks with automobile and electronics manufacturing facilities. The Company also has 69 hectares in Ninh Thuan, which is near the proposed Bac Van Phong special administrative economic zone, and approximately 7 hectares of land available for development in Hanoi, Vietnam as of December 31, 2020. The Company is in the process of constructing Tower B of the Frasers Suites Hanoi, which will add 96 rooms to the project and is expected to open in the second quarter of 2021. The Company is also in the process of constructing Holiday Inn & Suites Vientiane in Laos. The project occupies a total site area of 8,863 square meters and is expected to open in the first half of 2022.

Continue to pursue collaborations with renowned international and local hospitality brands to capture the full spectrum of hospitality sector in Vietnam with a balanced portfolio

The Company intends to continue to strengthen its branding efforts by collaborating with a wide range of renowned international and local hospitality brands. The Company's collaborations with hospitality brands involve its hotel, serviced apartment and residence projects and cover a broad range of market segments from luxury and upscale to midscale and economy segments. The Company believes these collaborations allow the Company to capture the full spectrum of Vietnamese hospitality segments by offering a balanced portfolio of products with a wide range of price points. In addition, the Company's master plans for Ha Long Marina Township and Phu Quoc Marina Township include many luxury and upscale international hospitality brands such as InterContinental, Regent and Park Hyatt, which the Company believes provide a sense of prestige, comfort and high quality and uplifts the value of the development projects. The midscale and economy brands allow the Company to attract more cost-conscious families and travelers, while providing consistent and high quality services across the Company's properties. The Company will continue to pursue collaborations with renowned international and local hospitality brands to enhance the value of its development projects.

Grow recurring revenue base

As part of the Company's recurring income strategy to provide steady cash flow as a buffer against real estate development cyclicality, the Company retains prime locations within its land bank for its recurring income portfolio in order to capture long term value from Vietnam's tourism growth. The Company systematically works with international brands to create value for its branded villas, condotels and hotels, allowing it to provide branded product offerings with international partners at premium prices compared to its peers.

The Company currently owns and operates eight properties that generate recurring revenue, including hotels, serviced apartments, offices, shopping malls and a beach club. The Company's recurring income portfolio has grown from 371 keys in 2016 (including hotel, villa, and condotels) to 1,448 in 2020, and is

expected to further grow to 2,422 in 2021, 2,797 in 2022 and 3,301 in 2023 with the addition of Fraser Suites Hanoi Tower B, Regent Phu Quoc, Citadines Marina Ha Long, among others. For the years ended December 31, 2018, 2019 and 2020, recurring revenue from investment properties, including hotel revenue, which consists of revenue from room, food and beverage and spa, and office and retail revenue, which consists of rental revenue, management fee and parking revenue, accounted for 12.9%, 18.5% and 9.2%, respectively, of the Company's total revenue. In particular, the proportion of recurrent revenue decreased significantly in 2020 due to the COVID-19 pandemic.

The Company intends to grow its recurring revenue base to 20-25% of the Company's total revenue in the next five years.In particular, the Company plans to retain some of the prime locations of its landbank with hospitality, residential and retail projects from which it will receive recurring income and capture long-term growth in value. The Company will seek to increase the recurring revenue as a percentage of total revenue in order to access steady cash flow and increase the resilience of its revenue through market cycles.

Focus on operational efficiency and quality standards

The Company will continue to focus on operational efficiency by actively and dynamically managing all phases of its execution of project development, developing its human capital, managing and improving its project quality, cost and schedules. The Company has standardized its development model, which covers project conceptualization, master planning and design, land acquisition and licensing, project financing, construction, procurement and quality control, project sales and marketing and project operation. The Company continues to make further improvements to the model by continuously evaluating and adjusting the model. The Company also acts as procurement general contractor for its projects to manage its development cost and quality in order to achieve superior construction costs and margins, in particular, by prioritizing cost effective local materials of similar quality whilst meeting international brand standards. In addition, the Company continues to gain know-how for best practices in property development and operational expertise by working with reputable architecture and design companies with international experience and collaborating with renowned international hospitality brands. The Company will also continue to implement a rigorous procurement and project management system to reduce development and cost risks and maintain quality control with respect to its development projects.

THE OFFERING

The summary below describes the principal terms of the Notes and is not intended to be complete. Some of the terms and conditions described below are subject to important limitations and exceptions. See "Description of the Notes" for a more detailed description of the terms and conditions of the Notes. Terms used and not otherwise defined in the summary below shall have the meanings given to them in "Description of the Notes".

Issuer	BIM Land Joint Stock Company.
Notes	U.S.$200,000,000 7.375% senior unsecured notes due 2026.
Issue Price	98.47% of the principal amount of the Notes.
Original Issue Date	May 7, 2021.
Closing Date	May 7, 2021.
Maturity Date	May 7, 2026.
Rate of Interest	7.375% per annum.
Interest Payment Dates	Interest will be payable semi-annually in arrears on May 7 and November 7 in each year commencing on November 7, 2021.
Subsidiary Guarantors	The Subsidiary Guarantors will guarantee the due and punctual payment of the principal of, premium (if any) and interest on, and all other amounts payable under, the Notes. **Initial Subsidiary Guarantors** The Subsidiary Guarantors on the Issue Date will be BIM Building Materials Manufacturing and Trading Limited Company, BIM Kien Giang Company Limited, Coral Housing Construction and Development JSC, Ha Long Production Development and Investment Company Limited, Ha Long Plaza Limited Liability Joint Venture Company, Hung Thang Land JSC, New Life Service and Trading Company Limited, Syrena Phu Quoc JSC, Syrena Ha Long JSC, Syrena Hung Thang JSC, Syrena JSC and Syrena Vietnam JSC. On the Issue Date, there are no JV Subsidiary Guarantors. Not all Subsidiaries of the Company will guarantee the Notes.

	Future Subsidiary Guarantors The Company will cause each of its future Restricted Subsidiaries, within 30 days of becoming a Restricted Subsidiary, to provide an unsubordinated Subsidiary Guarantee (subject to conflict or violation of law that cannot be avoided or prevented by measures reasonably available to the Company). If, at any time, the Consolidated Assets of the Non-Guarantor Subsidiaries exceed 10% of Total Assets, the Company shall cause one or more Non-Guarantor Subsidiaries to provide an unsubordinated Subsidiary Guarantee such that the Consolidated Assets of the Non-Guarantor Subsidiaries no longer exceed 10% of Total Assets.
Subsidiary Guarantees	Each of the Subsidiary Guarantors will unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by the Company in respect of its obligations under the Notes and the Indenture, provided that any guarantee of any JV Subsidiary Guarantor will be limited to the aggregate principal amount of the Notes issued on the Original Issue Date outstanding from time to time plus any accrued and unpaid interest payable on such principal amount provided, further, that if additional Notes are issued, the proceeds of which are used for any JV Subsidiary Guarantor, the JV Subsidiary Guarantee Principal Amount will be increased to include the aggregate principal amount of such additional Notes plus any accrued and unpaid interest thereon.
Ranking	The Notes constitute direct, unsubordinated, unconditional and unsecured obligations of the Company. The Subsidiary Guarantees constitute the direct, unsubordinated, unconditional and unsecured obligation of each of the Subsidiary Guarantors. The Notes will rank at least equally in right of payment to all other present and future unsecured and unsubordinated obligations of the Company. The Subsidiary Guarantees will rank at least equally in right at payment to all present and future unsecured and unsubordinated obligations of each of the Subsidiary Guarantors.

Additional Amounts; Redemption for Taxation Reasons	All payments by, or on behalf of, the Company in respect of principal, premium, if any, and interest on the Notes shall be made free and clear of, and without withholding or deduction for, any taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within any relevant taxing jurisdiction, unless such withholding or deduction is required by law. In that event, the Company shall pay such additional amounts as will result in the receipt by the holders of Notes of such amounts as would have been received by them had no such withholding or deduction been required, except in circumstances specified in "*Description of the Notes—Additional Amounts*." Subject to certain exceptions and as more fully described herein, the Company may redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount at maturity thereof, together with accrued and unpaid interest, if any, to the date fixed by the Company for redemption, if, as a result of certain changes in tax laws or treaties, the Company would be required to pay certain additional amounts. See "*Description of the Notes—Redemption for Taxation Reasons*."
Redemption at the Option of the Company	The Company may redeem all or any portion of the Notes at any time on or after May 7, 2024, at the redemption prices, plus accrued and unpaid interest up to (but not including) the redemption date, as described under "*Description of the Notes—Optional Redemption*." At any time prior to May 7, 2024, the Company may at its option redeem all or any portion of the Notes at a redemption price equal to 100% of the principal amount of the Notes plus a "makewhole" premium, plus accrued and unpaid interest, if any, to (but not including) the redemption date, as described under "*Description of the Notes—Optional Redemption*."

	At any time prior to, the Company may redeem up to 35% of the aggregate principal amount of the Notes with proceeds from certain equity offerings at a redemption price of 107.375% of the principal amount of the Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date; *provided that* at least 65% of the aggregate principal amount of the Notes originally issued on the Original Issue Date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering. See "*Description of the Notes*."
Repurchase of the Notes upon a Change of Control Triggering Event	No later than 30 days following certain Change of Control Triggering Event, the Company will make an offer to repurchase all outstanding Notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to (but not including) the date of such repurchase. See "*Description of the Notes—Repurchase of Notes Upon a Change of Control Triggering Event*."
Certain Covenants	The Indenture will limit the ability of the Company and its restricted subsidiaries to, among other things: • incur or guarantee additional indebtedness and issue certain preferred stock; • pay dividends, redeem capital stock and make certain investments and other restricted payments; • create or permit to exist certain liens; • transfer, lease or sell certain assets including subsidiary stock; • merge or consolidate with other entities; • enter into certain transactions with affiliates; and • enter into unrelated businesses. These covenants are subject to a number of important qualifications and exceptions described in "*Description of the Notes—Certain Covenants*."

	In addition, in the event that the Notes are assigned a rating of Investment Grade from two of the Rating Agencies and no Default or Event of Default has occurred and is continuing, certain covenants in the Indenture will be suspended. See "*Description of the Notes—Suspension of Certain Covenants.*"
Events of Default	Certain events will permit acceleration of the principal of the Notes (together with all premium (if any) interest and additional amounts accrued and unpaid thereon). These events include, among other things, default with respect to the payment of principal of, premium, if any, or interest on, the Notes. See "*Description of the Notes—Events of Default*."
Use of Proceeds	The Company intends to use the net proceeds from the issuance of the Notes to fund certain investment projects, including Eligible Green Projects, and supplement capital in the Company's subsidiaries and affiliates, and for the Group's working capital and general corporate purposes. See "*Use of Proceeds.*"
Transfer Restrictions.	The Notes have not been registered under the Securities Act or under any state securities laws of the United States or of any other jurisdiction. Accordingly, the Notes 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 Notes may be offered and sold only in offshore transactions outside the United States in reliance on Regulation S under the Securities Act in accordance with any other applicable law. Each purchaser and transferee of the Notes, in making its purchase, will be subject to certain restrictions and must be able to make and will be deemed to have made certain acknowledgments, representations and agreements, for itself and for each account for which it is purchasing, as set forth under "*Transfer Restrictions*." For a description of important restrictions on resales, see "*Transfer Restrictions*". The Company will not register the Notes for resale under the Securities Act or the securities laws of any other jurisdiction or offer to exchange the Notes for registered Notes under the Securities Act or the securities laws of any other jurisdiction.

Form and Denomination of the Notes	The Notes will be issued in registered form in denominations of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. Upon issue, the Notes will be represented by beneficial interests in a global certificate in registered form, without interest coupons attached, which will be registered in the name of the nominee for, and shall be deposited on the Closing Date with, a common depositary for Euroclear Bank SA/NV and Clearstream Banking S.A.
Listing and Trading of the Notes	Approval-in-principle for the listing and quotation of the Notes on the SGX-ST has been received from the SGX-ST. The listing of the Notes on the SGX-ST is subject to the Company obtaining the approval of the SSC. The Company expects to obtain such approval prior to the Closing Date and the issuance of the Notes is not conditional on such approval being obtained and listing on the SGX-ST occurring on or prior to the Closing Date. The Notes will be traded on the SGX-ST in a minimum board lot size of U.S.$200,000 for so long as the Notes are listed on the SGX-ST. So long as the Notes are listed on the SGX-ST and if the rules of the SGX-ST so require, the Company shall appoint and maintain a paying, exchange and transfer agent in Singapore, where the Notes may be presented or surrendered for exchange, payment or redemption. In the event that a Global Note is exchanged for definitive Notes representing individual Notes, announcement of such exchange shall 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, exchange and transfer agent in Singapore.
Trustee	The Bank of New York Mellon, London Branch.
Principal Paying Agent	The Bank of New York Mellon, London Branch.
Registrar and Transfer Agent.	The Bank of New York Mellon SA/NV Dublin Branch.
Governing Law	The Notes, the Subsidiary Guarantees and the Indenture will be governed by, and will be construed in accordance with, the laws of the State of New York.

Ratings	The Notes are expected to be rated "B2" by Moody's and "B" by Fitch. The credit ratings assigned to the Notes are not a recommendation to purchase, hold or sell the Notes inasmuch as such ratings do not comment as to market price or suitability for a particular investor. There can be no assurance that the ratings will remain in effect for any given period or that the ratings will not be revised by the rating agencies in the future if, in their judgment, circumstances so warrant.
ISIN	XS2331967112
Common Code	233196711
Legal Entity Identifier	549300S0A45OSGK3CX56

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary audited consolidated financial information for the Group as of and for the years ended December 31, 2018, 2019 and 2020. This summary financial information should be read in conjunction with the Group's audited consolidated financial statements for the years ended December 31, 2018, 2019 and 2020, which are included elsewhere in this Offering Circular.

The consolidated financial statements of the Group have been prepared in accordance with 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 U.S.$1.00 = VND23,098, 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.

Summary Consolidated Statement of Financial Position for the Group

	As of December 31,			
	2018	2019	2020	2020
	VND (audited)	VND (audited)	VND (audited)	U.S.$ (unaudited)
ASSETS				
NON-CURRENT ASSETS				
Intangible assets	26,036,993,621	26,872,365,179	22,811,756,763	987,607
Property, plant and equipment	4,711,427,909,804	4,096,712,340,155	4,472,578,192,353	193,634,868
Right-of-use assets	–	453,091,209,029	391,974,425,583	16,970,059
Investment property	20,670,842,796,658	19,032,976,963,118	17,520,127,565,807	758,512,753
Investments in associates	113,379,379,848	79,719,954,780	78,540,349,395	3,400,310
Goodwill	–	–	53,900,000,000	2,333,535
Financial assets	90,249,640,661	14,046,500,000	119,711,462,500	5,182,763
Deferred tax assets	146,895,557,617	337,120,792,746	358,378,609,485	15,515,569
Contract cost	470,373,259,268	605,689,368,832	607,221,106,729	26,288,904
Other assets	787,906,310	172,966,631,939	447,194,857,624	19,360,761
Total non-current assets	**26,229,993,443,823**	**24,819,196,125,778**	**24,072,438,326,239**	**1,042,187,130**
CURRENT ASSETS				
Inventories	2,951,729,892,080	7,405,396,679,276	9,921,856,427,266	429,554,785
Financial assets	837,268,158,927	1,459,159,581,888	1,546,442,990,433	66,951,381
Contract costs	72,148,164,139	71,651,321,315	112,296,292,743	4,861,732
Trade and other receivables	2,357,857,264,545	3,429,484,399,484	3,098,597,181,849	134,150,021
Other assets	203,443,738,713	173,514,210,521	224,807,183,035	9,732,755
Cash and bank balances	405,737,621,995	1,597,602,778,507	1,699,674,740,108	73,585,364
Total current assets	**6,828,184,840,399**	**14,136,808,970,991**	**16,603,674,815,434**	**718,836,038**
TOTAL ASSETS	**33,058,178,284,222**	**38,956,005,096,769**	**40,676,113,414,673**	**1,761,023,168**

	As of December 31,			
	2018	2019	2020	2020
	VND (audited)	VND (audited)	VND (audited)	U.S.$ (unaudited)
EQUITY AND LIABILITIES				
EQUITY				
Share capital	3,000,000,000,000	3,000,000,000,000	3,000,000,000,000	129,881,375
Other capital	25,748,325,229	25,748,325,229	25,748,325,229	1,114,743
Translation reserves	(31,349,157,493)	(48,322,948,321)	(103,337,748,621)	(4,473,883)
Other reserves	589,597,613,365	101,523,952,001	193,009,371,348	8,356,108
Retained earnings	15,230,919,890,510	15,854,577,141,935	16,580,840,091,424	717,847,437
Non-controlling interests	390,728,470,069	410,560,054,305	460,387,817,126	19,931,934
Total equity	**19,205,645,141,680**	**19,344,086,525,149**	**20,156,647,856,506**	**872,657,713**
NON-CURRENT LIABILITIES				
Bank borrowings	2,022,442,705,658	2,570,955,964,999	2,538,543,016,906	109,903,153
Trade and other payables	306,610,191,026	1,590,410,814,667	1,584,025,615,485	68,578,475
Deferred tax liabilities	4,082,536,518,275	4,241,550,563,980	4,229,766,802,559	183,122,643
Lease liabilities	–	544,474,970,216	541,251,337,824	23,432,823
Other liabilities	2,681,111,573,639	1,716,355,767,911	1,432,910,531,782	62,036,130
Total non-current liabilities	**9,092,700,988,598**	**10,663,748,081,773**	**10,326,497,304,556**	**447,073,223**
CURRENT LIABILITIES				
Bank borrowings	1,124,137,310,354	975,177,700,608	1,275,510,125,625	55,221,670
Trade and other payables	1,148,045,267,942	2,035,947,611,379	4,932,036,741,039	213,526,571
Current tax liabilities	131,832,091,114	243,796,123,525	292,186,779,858	12,649,874
Lease liabilities	–	40,948,534,910	37,112,571,514	1,606,744
Other liabilities	2,355,817,484,534	5,652,300,519,425	3,656,121,762,575	158,287,374
Total current liabilities	**4,759,832,153,944**	**8,948,170,489,847**	**10,192,967,980,611**	**441,292,232**
Total liabilities	**13,852,533,142,542**	**19,611,918,571,620**	**20,519,465,285,167**	**888,365,455**
TOTAL EQUITY AND LIABILITIES	**33,058,178,284,222**	**38,956,005,096,769**	**40,676,113,141,673**	**1,761,023,168**

Summary Consolidated Statement of Profit or Loss and Other Comprehensive Income for the Group

	For the year ended December 31,			
	2018	**2019**	**2020**	**2020**
	VND (audited)	**VND (audited)**	**VND (audited)**	**U.S.$ (unaudited)**
Revenue	**4,432,311,367,787**	**5,025,480,071,689**	**5,696,181,203,329**	**246,609,282**
Cost of sales	(3,148,889,119,226))	(2,580,132,206,868)	(2,886,197,943,521)	(124,954,452)
Gross profit	**1,283,422,248,561**	**2,445,347,864,821**	**2,809,983,259,808**	**121,654,830**
Gains on remeasurement of investment property	377,194,352,445	1,216,448,660,755	157,266,440,142	6,808,660
Other income	12,350,254,687	45,853,607,457	109,073,825,386	4,722,219
Financial income	290,514,938,779	109,500,174,359	175,207,367,261	7,585,391
Selling expenses	(451,479,212,998)	(418,271,585,167)	(515,720,534,711)	(22,327,497)
General and administrative expenses	(332,278,742,846)	(528.895.622.490)	(387,607,126,478)	(16,780,982)
Other expenses	(27,416,410,692)	(26,547,378,643)	(65,397,158,510)	(2,831,291)
Share of losses of associates and joint ventures	(109,876,252)	(4,948,664,603)	(3,919,927,432)	(169,709)
Impairment recovery/(losses)	–	(604,029,536,069)	70,854,176,473	3,067,546
Finance costs	(161,052,745,528)	(276,811,967,371)	(313,529,944,757)	(13,573,900)
Profit before tax	**991,144,806,156**	**1,957,645,553,049**	**2,036,210,377,182**	**88,155,268**
Current corporate income tax expense	(166,482,569,316)	(400,753,872,662)	(566,742,488,243)	(24,536,431)
Deferred corporate tax expense	(18,368,118,983)	(56,547,396,173)	60,019,901,774	2,598,489
Profit for the year	**806,294,117,857**	**1,500,344,284,214**	**1,529,487,790,713**	**66,217,326**
Other comprehensive income for the year:				
Items that will not be reclassified subsequently to profit or loss:				
Gain/(Losses) on revaluation of lands and hotel buildings in operation or under construction	(253,234,016,165)	(438,792,927,984)	134,891,618,075	5,839,970
Share of other comprehensive income of associates	7,404,158,752	(31,102,810,465)	340,322,047	14,734
Income tax relating to items that will not be reclassified subsequently to profit or loss	50,646,803,233	87,758,585,597	(26,978,323,614)	(1,167,994)
Other comprehensive (loss)/income for the year, net of income tax	**(195,183,054,180)**	**(382,137,152,852)**	**108,253,616,508**	**4,686,710**
Total comprehensive income for the year	**611,111,063,677**(1)	**1,118,207,131,362**	**1,637,741,407,221**	**70,904,035**

Note:

(1) Of the total comprehensive income of VND611,111,063,677 for 2018, VND24,480,039,923 were attributable to the contributions from the Group's shrimp, rice and salt operations, which were spun-off to an affiliate as part of the BIM Group restructuring in May 2018.

Adjusted EBITDA, Certain Financial Ratios and Certain Operating Data of the Group

	For the year ended and as of December 31,			
	2018	2019	2020	2020
	VND (unaudited)	VND (unaudited)	VND (unaudited)	U.S.$ (unaudited)
Adjusted EBITDA[(1)]	797,361,105,088	1,735,595,539,242	2,487,786,251,489	107,705,700
Current Ratio[(2)]	1.43	1.58	1.63	1.63
Interest Expense[(3)]	152,077,063,401	256,709,246,465	262,208,345,922	11,351,993.50
Capital Expenditure[(4)]	1,897,108,934,663	668,801,822,063	1,158,007,681,880	50,134,543.33
Adjusted Tangible Net Worth[(5)]	18,641,984,120,373	18,569,533,312,919	19,315,069,673,132	836,222,603
Financial Ratios				
Adjusted EBITDA Margin	18%	35%	44%	44%
Debt/Adjusted EBITDA	3.95	2.04	1.53	1.53
Net Debt/Adjusted EBITDA	3.44	1.12	0.85	0.85
Adjusted EBITDA/Interest Expense	5.24	6.76	9.49	9.49
Gross Profit Margin	29%	49%	49%	49%
DSCR [(6)]	1.39	1.88	4.30	4.30
Financial Ratios under IFC Term Loan Facility				
Current Ratio	N/A	1.58	1.63	1.63
Adjusted Debt[(7)]/Adjusted EBITDA[(8)]	N/A	2.28	1.72	1.72
Adjusted DSCR[(9)]	N/A	1.55	3.71	3.71
Adjusted Tangible Net Worth[(10)]	N/A	18,569,533,312,919	19,315,069,673,132	836,222,603

Notes:

(1) Adjusted EBITDA means earnings before interest, tax, depreciation and amortization and is calculated as profit for the year, plus current and deferred corporate income tax expense, financial expense, depreciation, extraordinary loss from the additional cost of investment properties sold and impairment loss minus deferred corporate income tax income, financial income and impairment recovery and adjusting for gain/loss on revaluation of investment property. Adjusted EBITDA as presented herein is calculated differently from Consolidated EBITDA as defined and used in the Indenture governing the Notes. See "*Description of the Notes*" for a description of the manner in which Consolidated EBITDA is defined for the purposes of the Indenture governing the Notes.

Adjusted EBITDA is not a uniformly or legally defined financial measure. It generally represents earnings before interest, taxes, depreciation and amortization. The Group presents Adjusted EBITDA because it believes Adjusted EBITDA facilitates operating performance comparisons from period to period and from company to company by eliminating potential difference caused by variations in capital structures (affecting interest expense), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and book depreciation of tangible assets (affecting relative depreciation expense). The Group also believes that Adjusted EBITDA is a supplemental measure of its ability to meet debt service requirements. Finally, the Group presents Adjusted EBITDA because it believes they are frequently used by securities analysts and investors in evaluating similar issuers.

The Group's Adjusted EBITDA figures are not, however, readily comparable to other companies' Adjusted EBITDA figures, as they are calculated differently and must be read in conjunction with the related additional explanations. Adjusted EBITDA has limitations as an analytical tool, and you should not consider them in isolation, or as an alternative to profit after tax, operating profit or any other performance measures derived in accordance with IFRS or as an alternative to cash flow from operations or as a measure of the Group's liquidity. Some of the limitations concerning Adjusted EBITDA are:

- Adjusted EBITDA does not reflect the Group's cash expenditures for, or future requirements for, capital expenditures or contractual commitments;
- Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, the Group's working capital needs;
- Adjusted EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on the Group's debt;
- Other companies in the Group's industry may calculate Adjusted EBITDA differently than it does, limiting their usefulness as comparative measures; and
- You should also note that Adjusted EBITDA as presented herein is calculated differently from Consolidated EBITDA as defined and used in the Indenture governing the Notes. See the section entitled "*Description of the Notes*" for a description of the manner in which Consolidated EBITDA is defined for purposes of the Indenture governing the Notes.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to the Group to invest in the growth of its business.

The following table reconciles Adjusted EBITDA to profit for the year for the periods indicated:

	For the year ended and as of December 31,			
	2018	**2019**	**2020**	**2020**
	VND	**VND**	**VND**	**U.S.$**
Profit for the year	**991,144,806,156**	**1,500,344,284,214**	**1,529,487,790,713**	**66,217,326**
Current corporate income tax expense	166,482,569,316	400,753,872,662	566,742,488,243	24,536,431
Deferred corporate income tax expense/(income)	18,368,118,983	56,547,396,173	(60,019,901,774)	(2,598,489)
Financial income	(290,514,938,779)	(109,500,174,359)	(175,207,367,261)	(7,585,391)
Financial costs	161,052,745,528	276,811,967,371	313,529,944,757	13,573,900
Depreciation	128,022,156,329	223,057,317,867	186,581,857,242	8,077,836
Gain on remeasurement of investment property	(377,194,352,445)	(1,216,448,660,755)	(157,266,440,142)	(6,808,660)
Adjustment to non cash cost of investment properties sold	–	–	354,792,056,184	15,360,293
Impairment (recovery)/losses	–	604,029,536,069	(70,854,176,473)	(3,067,546)
Adjusted EBITDA	**797,361,105,088**	**1,735,595,539,242**	**2,487,786,251,489**	**107,705,700**

Note: All the components of the above calculations (except for US dollar equivalents) are audited figures, the Adjusted EBITDA figure and US dollar equivalents are unaudited.

(2) Current ratio is calculated as current assets divided by current liabilities.

(3) Interest expense is calculated as the sum of borrowing expenses and interest expenses on lease liabilities.

(4) Capital expenditure is calculated as the sum of capital for property, plant and equipment on cash flow statements.

(5) Adjusted tangible net worth is calculated as the sum of the sum of total equity, minus noncontrolling interest, minus intangible assets, minis deferred tax assets.

(6) DSCR is calculated as opening cash plus Adjusted EBITDA, divided by the sum of interest paid and the current portion of long-term debt paid.

(7) Adjusted debt is calculated as sum of financial debt of the Company and its subsidiaries and affiliate debt.

(8) Adjusted EBITDA is calculated as sum of net income (without effect of any extraordinary gains, any non-cash income, and any gains or losses from sale of assets), plus depreciation expense, interest expense and tax expense.

(9) Adjusted DSCR is calculated by the sum of opening cash, net income, non-cash item, amount of all payment of interest and other charges on financial debt, divided by the sum of scheduled payments of principal of long-term debt and interest and other charges on financial debt of the Company and its subsidiaries.

(10) Adjusted Tangible Net Worth is calculated as the sum of total equity, minus non-controlling interest, deferred tax asset and intangible assets.

Operating Data

	For the year ended December 31,										For the quarter ended							
	2016		2017		2018		2019		2020		March 31, 2020		June 30, 2020		September 30, 2020		December 31, 2020	
	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$
									(unaudited) (million)									
Contracted Sales	**1,902,456**	**82**	**5,488,331**	**236**	**9,540,597**	**413**	**10,314,291**	**447**	**3,808,114**	**165**	**1,240,162**	**54**	**283,879**	**12**	**1,032,343**	**45**	**1,251,730**	**54**
Recurring income portfolio																		
Number of properties	**2**	**–**	**4**	**–**	**5**	**–**	**5**	**–**	**5**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Number of rooms	**371**	**–**	**989**	**–**	**1,448**	**–**	**1,448**	**–**	**1,448**		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**

Prospective investors should carefully take into account the risks described below, in addition to the other information contained in this Offering Circular, before investing in the Notes. The occurrence of one or more of the events described below could have a material adverse effect on the Company's or the Group's business, financial condition, results of operations, and prospects. Additional risks, considerations and uncertainties not presently known to the Group, or which the Group currently deems immaterial, may also have a material adverse effect on the Company's or the Group's business, financial condition, results of operations or prospects.

Risks associated with the Group

The Group's businesses have been, and will continue to be, materially and adversely affected by the COVID-19 coronavirus outbreak and other adverse public health developments.

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 millions of confirmed cases and hundreds of thousands 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. As of the date of this Offering Circular, the COVID-19 disease has continued to spread globally, with the number of reported cases and related deaths increasing daily, and in many countries, exponentially.

Governments and health authorities around the world, including Vietnam, have imposed sweeping measures designed to contain the pandemic, including, among others, travel restrictions, border closures, curfews, quarantines, cancelations 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.

As of the date of this Offering Circular, more than 2,600 cases of COVID-19 have been confirmed in Vietnam and more than 130 million cases have been confirmed worldwide. Several cities in Vietnam where we have significant land bank and operations had imposed travel restrictions in an effort to curb the spread of the highly infectious COVID-19. For example, in February 2021, Hai Duong province had become a COVID-19 hotspot and the Government imposed significant lockdown measures until early March. The measures included a prohibition on residents leaving their homes unless for essential purposes and closure of non-essential businesses and passenger transportation. There is no assurance that the COVID-19 outbreak would be contained and that it would not spread to Quang Ninh and Phu Quoc where the Group's principal operations are located or that similar measures would not be imposed in Quang Ninh and Phu Quoc. As a result of the national and global travel restrictions and quarantine measure that have been implemented in an attempt to counter the spread of COVID-19, the Group's hospitality operations have been heavily impacted by reduced occupancy levels, which is expected to continue at least into the first half of 2021. According to VNAT, there were 3.8 million international visitors to Vietnam in 2020, a 78.7% decline from 2019, and the number of domestic visitors also declined 34.0% to 56 million in 2020 compared to 2019. In Quang Ninh, there were 536,000 international visitors in 2020, a 90.6% decline from 2019 while domestic visitors increased 0.6% to 8,349,800 in 2020 compared to 2019, and in Phu Quoc, there were 161,000 international visitors in 2020, a 76% decline from 2019, and domestic visitors

also declined 23.7% to 3.4 million in 2020 compared to 2019. Total tourism revenue in Vietnam was VND300 trillion in 2020, a 60.6% decline from 2019 according to Savills. Accordingly, the Group's hospitality operations are significantly more limited than before the COVID-19 outbreak. For 2020, revenue from the Group's hospitality operations amounted to VND314.4 billion (U.S.$14 million), a 54.8% reduction from VND695 billion in 2019, while the revenue per available room decreased by 43% from VND0.97 million in 2019 to VND0.55 million in 2020. Likewise, the occupancy rate fell by 22% from 49% for 2019 to 27% for 2020.

Due to COVID-19, the Group delayed the launch of three new projects, the Grand Bay Villas, Grand Bay Resort and ICON 40, in 2020, and the construction of these projects. 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. The Group's contracted sales from real estates was VND3,808 billion (U.S.$165 million) for 2020, down by 62.9% as compared to VND10,314 billion for 2019. Revenues from the Group's recurring income portfolio (mainly hospitality businesses) was VND533 billion (U.S.$23 million) for 2020, down by 43% as compared to VND931 billion for 2019.

In addition, the COVID-19 outbreak poses risks to the wellbeing of the Group's employees and the safety of the Group's workplace, which may materially and adversely affect its business operations. 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 the Group may be affected. Should the disruption to our operations continue, it may materially and adversely affect the Group's results of operations and financial condition and may also damage its reputation. Although there were no material delays in the construction of existing projects, and therefore gross revenue from sale of real estate and cash collection from sales in 2020 improved, with increases of 27% and 3% respectively compared to 2019, there is no assurance that such a trend will persist. 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 the Group's business, financial condition, prospects and results of operations. In addition, as the outbreak continues, many countries have introduced restrictions on travel, including restrictions on travel to and from Vietnam. Given the uncertainties as to the development of the outbreak at the moment, it is difficult to predict how long these conditions will persist and to what extent to which we may be affected. The Group cannot assure you that its business, financial condition and results of operations will not be materially and adversely affected.

The outbreak of COVID-19, including the resurgence and/or variants thereof, and other adverse public health developments, such as the outbreak of avian influenza, severe acute respiratory syndrome, or SARS, Zika virus and Ebola virus could materially and adversely affect the Group's business, financial condition and results of operations. These may include, temporary closures of the Company's residential and office buildings, and hospitality properties, or cause the hospitalization or quarantine of the Group's employees, delay or suspension of supplies from the Group's suppliers, disruptions or suspension of the Group's operational activities.

The measures implemented to curb the spread of COVID-19 worldwide have negatively impacted the Group's businesses across the different business segments, in particular, the real estate and hospitality industries. Although the Group has taken certain measures to try and minimize the negative effect of COVID-19 on the Group's operations, there is no certainty that such measures will be sufficient or that the Group will not be required to incur additional expense to address the effect of COVID-19 on its operations.

The escalation of COVID-19 could also potentially disrupt the Group's operations if the Group's employees or the employees of the Group's tenants are infected or are suspected to have been infected and identified as a possible source of spreading the related infection. Such employees as well as other employees that have come into contact with them may be required to be quarantined. The Group may also be required to disinfect affected areas of operation or even temporarily shut down the facilities and therefore suffer a temporary suspension of such operations, resulting in delays or additional costs.

The continued spread of COVID-19 has led to disruption and volatility in the global capital markets. Global capital markets have experienced and may continue to experience negative investor sentiment, significant volatility and liquidity disruptions. This may adversely affect the Group's ability to access capital markets for funding, which may in turn have a negative effect on its liquidity. It is also possible that the spread of COVID-19 could cause a global economic slowdown or recession. The deterioration of the regional economy and financial markets in general will have a material adverse effect on the Group's business, financial condition and results of operations. While the Group has taken preventative and other measures to mitigate the impact of COVID-19, even when restrictions are lifted, there might be a period of significantly reduced economic activity, increased unemployment and reduced consumer spending. Should this be the case, this will continue to affect the Group's business operations, financial condition, results of operations and prospects. Furthermore, there is significant uncertainty relating to future developments of the outbreak of the COVID-19 and what actions the Government will take. The impacts of the outbreak of the COVID-19 on the Group's results of operations are highly uncertain. To the extent the COVID-19 pandemic and the outbreak of other health epidemics adversely affect the Group's business and financial results, they may also have the effect of heightening many of the other risks described in this "*Risk Factors*" section.

The Group operates in a capital intensive industry and its ability to develop its business and to meet its current liabilities and obligations depends on its operating cashflows and the availability of funding from external sources

The Group's ability to develop its existing and future projects requires substantial capital and is dependent on its ability to obtain additional funding from external sources such as equity or debt financing, pre-sales of its properties, sales of its existing properties or properties under development and cash flows from its existing investments and properties, as well as recurring revenue from its hospitality services, offices and shopping malls rental. As of December 31, 2020, the Group's outstanding current and non-current bank borrowings amounted to VND3,814 billion (U.S.$165 million). In addition, as of December 31, 2020, the Group's current assets and current liabilities were VND16,604 billion (U.S.$719 million) and VND10,193 billion (U.S.$441 million), respectively. As of December 31, 2020, the Group had total current and non-current contractual obligations and commitments in the amount of VND8,917 billion (U.S.$386 million) and VND7,788 billion (U.S.$337 million), respectively. The Group intends to partially meet such obligations and commitments with its expected cash flows from operating activities in 2021 (including cash flow arising from the pre-sale, sale and leasing of its properties), however, the Group's ability to meet those contractual obligations and commitments depends also, in part, on the availability of additional external funding. As of December 31, 2020, the Group had a working capital line from various onshore banks in the amount of VND505 billion (U.S.$22 million). As of December 31, 2020, the Group's outstanding bank borrowings amounted to VND3,814 billion (U.S.$165 million).

Cash flows generated by the operation of the Group's existing business and available funding sources may not be sufficient to fund the development of the Group and its existing and future projects, in which case it will need to find alternative sources of funding in order to complete these projects. Furthermore, property investments are generally illiquid, limiting the ability of an owner of property investment or a developer to convert assets into cash at short notice or requiring a substantial reduction in the price that might otherwise be sought for such assets to secure a quick sale. The Group's ability to pre-sale its

properties to purchasers allows it to obtain cash to finance the development of its properties. Future changes in laws, regulations or government policies that may restrict or limit the Group's ability to sell its projects on a pre-sale basis and finance its projects through cash flows from those pre-sales, may require it to finance substantial portions of its projects through other sources, such as bank loans, which could adversely affect Group's business, financial condition and results of operations and prospects.

Additionally, the Group is currently undertaking capital intensive expansion projects intended to further expand its market share and maintain its market-leading position. The Group has significant projects under development, including: 12 projects under construction with scheduled dates of completion between 2021 and 2023 and 9 projects for future development with target dates of completion between 2022 and 2023, subject to market demand and the availability of suitable sites. The bulk of the Group's initial cash requirements for property development arises out of in-project infrastructure development as well as land use and land rental fees. The Group has in the past funded, and intends to continue funding, its development projects primarily through a combination of cash flows from pre-sales in accordance with applicable laws and regulations, recurring cashflows from existing projects and its internal resources and project loans from both onshore and offshore lenders; however there is no assurance that the Group will be able to adequately cover its project costs in the future.

The availability of funding from external sources and the cost of such funding are subject to a number of factors that are beyond the Group's control, including general economic and capital market conditions, the cyclical nature of the property market, interest rates, credit availability from banks and other lenders, the need to comply with various restrictive covenants in existing indebtedness (including the need to obtain consents from certain existing lenders for the incurrence of additional indebtedness if the incurrence test under the relevant loan facilities would be breached as a result of the incurrence of the additional indebtedness), investor confidence in the Group, provisions of tax and securities laws which may be applicable to the Group's efforts to raise capital and political and economic conditions in Vietnam and internationally.

There can be no assurance that financing from external sources will be available at the time, in the amounts or at a cost sufficient to meet the Group's requirements. If the Group is unable to secure sufficient external funds to finance the property development projects, including other future projects, on favorable terms or at all, its ability to undertake or complete those projects may be significantly affected, which may have a material adverse effect on the Group's business, financial condition and results of operations and prospects.

The Group's indebtedness will likely require further financing to continue development of its projects and imposes restrictive covenants

The Group has historically partially financed the development of its projects and its other capital expenditures with loans provided by Vietnamese and international banks as well as bonds issued in the domestic capital markets. As of December 31, 2020, the Group had a total of VND3,814 billion (U.S.$165 million) in borrowings, comprising of VND2,538.5 billion (U.S.$109.9 million) in long-term borrowings (of which VND2,536.5 billion (U.S.$109.8 million) are bank borrowings and VND2 billion (U.S.$0.1 million) are domestic bonds) and VND1,275.5 billion (U.S.$55 million) in short-term loans and borrowings. While the Group expects to use a portion of its cash and cash equivalents as well as expected cash flows from operating activities to meet a portion of its debt service obligations under such borrowings, existing cash and cash equivalents and expected cash flows from operations will not be sufficient to finance the continued development of the Group's projects and meet its debt service obligations under its existing borrowings. As of December 31, 2020, the Group had cash and bank balances of VND1,699.7 billion (U.S.$73.6 million). Subject to certain limitations as described in the "*Description of the Notes*", the Group may also raise additional funds through further loans and debt offerings in the domestic or international capital markets to finance part of its future developments.

The Group's significant indebtedness could have adverse consequences. For example, it could:

- limit the Group's ability to satisfy its obligations under the Notes and other debt;
- increase its vulnerability to adverse general economic and industry conditions;
- require it to dedicate a substantial portion of its cash flow from operations to servicing and repaying its indebtedness, thereby reducing the availability of its cash flow to fund working capital, capital expenditures and for other general corporate purposes;
- limit its flexibility in planning for or reacting to changes in its businesses and the industry in which it operates;
- place it at a competitive disadvantage compared to its competitors that have less debt;
- limit, along with the financial and other restrictive covenants of its indebtedness, among other things, its ability to borrow additional funds;
- increase the cost of additional financing; and
- have an adverse impact on the Group's earnings.

The Group's indebtedness could increase its debt service obligations and subject the Group to additional operating and finance covenants that restrict the Group's conduct of its business, such as a change in control, and events of default (including cross-defaults) that may be triggered by a breach of an agreement, and the Group may be subject to mandatory prepayment. If the Group is not able to comply with such obligations and/or covenants, this could have a material adverse effect on the Group's business, financial conditions and results of operations. The Group expects that its future indebtedness will contain similar restrictive covenants (and events of default) and, subject to the covenants in its debt instruments, may provide similar liens on its assets. See "*Description of Material Indebtedness*".

Fluctuations in currency rates and interest rates may adversely affect our operating results

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. dollars 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.

The Group primarily generates revenues and incurs expenses and liabilities in Vietnamese Dong. However, the Group is also exposed to fluctuations in the VND/U.S. dollar exchange rate with respect to its U.S. dollars borrowings. As of December 31, 2020, VND1,733.7 billion (U.S.$75.6 million) of the Group's borrowings is denominated in U.S. dollars. The Group has not, in general, entered into any formal hedging arrangements with respect to its U.S. dollar borrowings. As a result, the Company's financial results will be subject to the effects of exchange rate fluctuations between these currencies. From time to time, the government of Vietnam may take action to stimulate the Vietnamese economy that will have the effect of reducing the value of the Vietnamese Dong. In addition, international currency markets may cause significant adjustments to occur in the value of the Vietnamese Dong. Any such events that result in a devaluation of the Vietnamese Dong versus the U.S. Dollar will have an adverse effect on our reported results. The Group has not entered into agreements or purchased instruments to hedge our exchange rate risks.

Some of the Group's existing and future borrowings may carry floating interest rates, and consequently, the interest cost to the Group for such loans will be subject to fluctuations in interest rates.

The Group's business model relies in part upon its ability to finance its property developments through pre-sale arrangements with purchasers and potential purchasers of its properties

Proceeds from the Group's pre-sales with purchasers and potential purchasers by way of sale and purchase agreements are important sources of financing for the Group's property developments. For each of the years ended December 31, 2018, 2019 and 2020, contracted sales amounted to VND9,541 billion (U.S.$409 million), VND10,314 billion (U.S.$443 million) and VND3,808 billion (U.S.$165 million), respectively. If potential purchasers choose not to enter into sale and purchase contracts, which they may do if prices fall or they find more attractive alternatives, and the Group cannot find a new buyer for the property at a comparable price or at all, it may adversely affect the Group's cash flow and ability to finance its developments. Up to December 31, 2020, out of 5,975 apartments, landed houses, hotel rooms, units and villas launched covering 27 projects, 5,591 were sold under sale and purchase contracts. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Key factors Affecting the Group's Performance—Pre-sales*".

The amount of financing available to the Group through pre-sales is dependent on the timing of the launch of its projects and the timing and amount of payments from the Group's customers. The Group launched pre-sales for four projects in 2019 and two projects in 2020 and there have not been any pre-sale launches since then. For the year ended December 31, 2020, the Group's contracted sales was VND3,808 billion (U.S.$165 million), and VND6,948 billion (U.S.$301 million) of cash was collected from pre-sales. Furthermore, to the extent purchasers of pre-sold properties do not make progress payments, in accordance with their sale and purchase agreements, in full and on time, the Group's cash flow from pre-sales would be adversely affected. In the event that purchasers default on their payment obligations, even though there are penalties to the purchasers for defaulting, there can be no assurance that the Group will find new buyers for the relevant properties at comparable prices or at all, which may adversely affect the Group's cash flow and ability to finance its developments. Any of the foregoing could have an adverse effect on the Group's business, results of operations and financial condition.

In circumstances where the financing received from pre-sales of the Group's existing projects has been utilized and the launch of new projects is not imminent, the Group may need to rely more heavily on other sources of financing to continue to develop its projects and continue its business operations.

The Group may be unsuccessful in executing its business strategies or managing its growth successfully.

The Group's business strategies include continuing to focus on tourism-led real estate and hospitality development with a wide range of high quality products, continuing to pursue collaborations with renowned international and local hospitality brands to capture the full spectrum of hospitality sector in Vietnam with a balanced portfolio, grow its recurring revenue base and focusing on operational efficiency and quality standards. The Group's success in executing its business strategies and implementing its growth strategies is determined by, among other factors:

- the general condition of the global, regional and local economies in which it operates;
- the availability, terms and costs of any financing required to make an acquisition or complete expansion plans;
- its ability to maintain profit margins;
- its ability to integrate new acquisitions into its existing businesses;
- its ability to identify, invest in and integrate suitable expansion targets;
- its ability to optimize its asset portfolio;
- its ability to improve its operating, financial and internal control systems; and
- its ability to recruit, train and retain experienced and skilled management staff.

These business and growth strategies may not be implemented successfully, and such failure or inadequacy could give rise to adverse impact on the growth and development of the Group's asset portfolio and business performance. In the event that the Group is unable to successfully implement its growth strategies, there may be a material adverse effect on its business, financial condition, results of operations and prospects.

The Group faces risks associated with land bank and project acquisitions.

The Group intends to pursue project and land bank acquisitions in the future as part of its growth strategy. Although the Group plans to pursue projects and land bank acquisitions in areas where it has experience and utilize experienced project consultants and contractors, its ability to fulfill its obligations with respect to future land bank and project acquisitions and the success of such transactions in general are subject to a number of uncertainties and general investment risks associated with any real estate investment, including, but not limited to the following:

- it may not be able to obtain financing for acquisitions on favorable terms or at all;
- it may not be able to complete the acquisition of suitable sites on favorable terms or at all;
- acquired projects may fail to perform as expected;
- the actual costs of developing acquired projects or land bank may be higher than its estimates due to factors beyond its control;

- its pre-acquisition evaluation of the physical condition or legal status of a prospective investment may not detect various physical or legal risks, defects, liabilities (including warranty claims that it may be required to assume), quality control issues or other issues;

- projects or land banks that it acquires may subject it to unknown liabilities, including liabilities related to changes in laws or in governmental regulations (such as those governing usage, zoning and real property taxes) incurred in the ordinary course of business;

- statutory or regulatory deadlines for conversion of land titles and land clearance, and the ability of relevant authorities to complete land clearance within its preferred timetables;

- it may not be able to comply with the terms of the land allocation or land lease documents, including those relating to the payment of land use fee, land rental, demolishment and resettlement costs and other fees, specified usage of the land and the time for commencement and completion of the property development, and the Government may, among others, issue a warning and/or order the Group to forfeit the land; and

- restrictive covenants in future acquisition agreements.

Such risks and uncertainties may also vary by the type of project or land bank that the Group seeks to acquire. The Group's failure to manage these risks may adversely affect its business, financial condition, results of operations and prospects.

The Group has unpaid land use fees and in relation to certain of its projects

Real estate developers would only be issued land use right certificates to commence development of projects after full payment of land use fees. Such policy may constrain the Group's cash otherwise available for additional land acquisition and construction. Currently, the 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.

A significant portion of the land use fees associated with the Group's existing landbank has been fully paid, however, we estimate our unpaid land use fees as of December 31, 2020 to be VND1,622 billion, covering projects of the Group in Phu Quoc and in Ha Long.

Furthermore, the estimated amount of land rental or land allocation charge of the Group's planned projects (e.g. Vinh Hy), which the Group may be required to pay, would be calculated by the relevant local people's committees. The Group may apply for additional project land allocation or conversion of land use form or land use purpose of the existing project land, which might result in an increase in the land rental or land allocation charge. This may have a material and adverse effect on the Group's business, financial condition and results of operations. However, this increase in the land rental and allocation charge can be predetermined before the issuance of land allocation decision by the respective authorities and the Group still has a chance then to decline the increase allocation. See "*Regulations*" for further information.

The Group's purchasers may cancel or fail to complete their purchases.

While the Group's customers are required to pay first installment payments of approximately 15% to 30% of the total purchase price, many purchasers of units in its property development projects have made payments ahead of the payment schedules set out in their sale and purchase agreements, in most cases totaling 70% to 85% of their unit's purchase price. Vietnamese regulations prevent the Group from

pre-selling apartments until the completion of foundation construction and 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. For more details, 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. Following such changes in Vietnamese law, it became common practice in Vietnam for property developers to collect pre-sales in the form of booking deposits or loans directly from customers. In addition, if a purchaser decides, prior to handover, not to complete its purchase, the Group is entitled to collect certain penalties and/or damages unless the purchaser is able to find a substitute buyer. In certain limited situations where the Group is at fault, the Group would be required to refund the purchaser's payments. The value of contracted sales that were canceled in each of 2019 and 2020 for properties that have not yet been resold as of December 31, 2020, as a percentage of total contracted sales up to December 31, 2020, was 1% and 2%, respectively. While the Group has not encountered significant issues with purchase cancelations in the past as the cancelation rate has generally been low and the Group was able to resell the affected properties, the Group may be adversely affected if it experiences significant purchase cancelations in the future and is unable to resell the affected properties, including as a result of unforeseen or remote factors that may be beyond its control.

The Group's cash flows, revenue and results of operations are dependent on construction progress and the timing of completion of projects

The Group's cash flows from the sale of projects and its results of operations depend on construction progress and successful completion of such projects and can fluctuate quite significantly from financial period to financial period. Construction delays may result in the loss of revenues and increased costs. The Group does not recognize revenue from its projects until such projects have been completed and handed over the potential purchaser, which cannot occur until the relevant land use fees have been paid. See "*Risk Factors—Risk associated with the Group—The Group has unpaid land use fees in relation to certain of its projects*". Typically, the Group's failure to hand-over an apartment within 90 – 180 days (varies among different projects) of the specified hand-over date will lead to a penalty equal to the accrued interest on the amount of the payment made by a purchaser for the period of late delivery with an interest rate equal to 1.5 times of the 12-month lending rate of Vietcombank. A delay of more than 180 – 270 days (varies among different projects) from the specified hand-over date will give a purchaser the right to terminate the sale and purchase agreement and recover the amount paid by the purchaser along with a penalty equal to 8% of the purchase price and an amount for late delivery (as mentioned above), with a cap on the total indemnification amount (including penalty and penalty for late delivery) of no more than 25% of the purchase price. Therefore, if there are delays in the construction or completion of the Group's projects, the Group's cash flows from the sale of projects, revenue and its results of operations could fluctuate significantly and hamper its ability to fund other projects, which may have a material adverse effect on the Group's business, financial condition and results of operations. As of the date of this Offering Circular, the Group does not anticipate any delays in deliveries at any of the seven projects currently under construction.

The Group's investment properties are stated at their fair value in the Group's financial statements and are therefore subject to adjustment which may result in gains or losses on revaluation which, in turn, may have a substantial effect on the Group's business, results of operations and financial condition

The Group's investment properties include hotels and resorts/hospitality assets, retail spaces, office spaces and parking spaces held for rental income and/or for capital appreciation. The Group's investment properties are stated at their fair value on its consolidated balance sheets as non-current assets as of each

balance sheet date on the basis of valuations by an independent property valuer. Gains or losses arising from changes in the fair value of the Group's investment properties are accounted for as gains or losses upon revaluation in its consolidated income statements, which may have a substantial effect on its profits. For each of the years ended December 31, 2018, 2019 and 2020, the Group recorded valuation gains or losses from its completed investment properties (include Fraiser Suite, Marina Plaza, Royal Square, Undeveloped freehold land, Shophouse for lease and Greenbay – Apartment for lease) of a gain of VND377.2 billion (U.S.$16.2 million), a gain of VND965.8 billion (U.S.$41.8 million) and a gain of VND139 billion (U.S.$6 million), respectively, and recorded valuation gains from its investment properties under construction of VND0 billion, VND250.6 billion (U.S.$10.8 million) and VND18 billion (U.S.$0.8 million), respectively, arising from changes in the value of the Group's investment properties. There can be no assurance that the Group will record gains in the future. Property valuation by the independent property valuer involves the exercise of professional judgment and requires the use of certain bases and assumptions. The fair value of the Group's investment properties may have been higher or lower if the independent property valuer used a different set of bases or assumptions or if the valuation was conducted by other qualified independent valuers using a different set of bases and assumptions. Moreover, upward revaluation adjustments reflect unrealized capital gains on the Group's investment properties as of the relevant balance sheet dates and do not generate any cash flow available for its operations. Unanticipated changes in relation to particular investment properties, or changes in general or local economic or regulatory conditions or other relevant factors could affect such valuations by the independent property valuer and the returns that the Group can realize from these investment properties. The actual values that the Group derives from these investment properties may materially differ from the values attributed to them in the valuation report prepared by the independent property valuer, Colliers. The Group cannot assure you that its investment property interests will be realized at the valuations or property values the Group has recorded or reflected in its financial statements or in this Offering Circular. If the value of the Group's investment properties falls, the Group may need to record impairment charges in accordance with IFRS, which would negatively affect the Group's earnings and could have an adverse effect on the Group's business, financial condition and results of operations. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies.*"

The Group faces a number of acquisition, development and construction risks associated with the development of its projects

The Group derives a substantial portion of its revenue from sales and delivery of properties developed by it. This revenue stream is dependent on the completion of, and its ability to sell, its property developments. Projects of the type typically undertaken by the Group require capital expenditure both before and during the construction phase and typically take a period of approximately 18 to 24 months for bare-shell landed projects, 24 to 30 months for high-rise projects, or 30 to 36 months for fully-furnished projects to complete, with certain projects taking longer to complete. As a result, the Group experiences cash outflows due to land acquisition, construction costs, capital expenditure and payment of land use rights and obtaining permits from time to time, which may not be fully funded by pre-sale payments. The implementation of a development project, as well as the time and costs required to complete a development project may be adversely affected by a number of factors, including, but not limited to:

- for any future landbank, difficulties in identifying and obtaining parcels of land of suitable size in locations at prices acceptable to the Group, the Group's pre-acquisition evaluation of the condition of a prospective investment not detecting various risks or liabilities, and unexpected increases in acquisition costs;

- delays or inability to obtain all necessary zoning, land use, land clearance, building, development or other required governmental and regulatory licenses, permits approvals and authorizations;

- relocation of existing residents and/or demolition of existing structures;
- natural catastrophes or adverse weather conditions;
- changes in city zoning, planning and plot ratios;
- shortages of materials, equipment, contractors and skilled labor;
- construction risks, such as, difficulties in relocating incumbent residents, shortages of materials, equipment and labor, adverse weather conditions, natural disasters, labor disputes, accidents, unforeseen engineering, environmental or geological problems, defective materials or building methods, changes in governmental priorities, the availability of construction and/or long-term financing, and other unforeseen circumstances, which could result in delays in construction and cost overruns;
- disputes with consultants or contractors over the quality of work and general performance and the need to take any remedial actions so as to ensure the Group's projects are delivered to specification as well as and consultants or contractors experiencing financial or other difficulties causing delay in performance of their work in relation to its projects;
- ability to find skilled contractors available at reasonable rates;
- the level of infrastructure in the immediate vicinity of the Group's development projects and Vietnam generally, particularly in relation to transportation and communications;
- the need to make significant capital expenditures without receiving revenue from the development project until future periods or other minority shareholders in the Group's projects failing to make capital contributions as agreed;
- availability of cash to fund construction and the related possibility that financing may not be available on acceptable terms or at all; 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.

Except for the Group's completed real estate and resort properties, all of the Group's projects described in this Offering Circular are subject to some or all of these risks. The Group cannot assure you that any or all of the current or future developments will be completed within the anticipated timeframe or budget, if at all, whether as a result of the factors specified above or for any other reason. If a pre-sold project is not completed on time, the purchasers of pre-sold units may be entitled to compensation for late delivery. If the delay extends beyond the contractually specified period, these purchasers may be entitled to terminate the pre-sale agreements and claim damages. In addition, significant pre-operating costs may be incurred and the Group cannot assure you that these costs can be recovered within a brief period or at all, and there may be a substantial length of time before a development generates revenues and positive cash flows. The failure to adequately provide for pre-operating costs could adversely affect the Group's businesses, financial condition, results of operations and prospects.

Furthermore, the Government could increase the deposit rate or introduce other initiatives that may further limit its access to capital, and/or consequently reduce it flexibility and ability to use bank loans or other forms of financing to finance its 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. It cannot be assured that the Group will be able to secure adequate financing to fund its land acquisitions (including any unpaid land use fee for past acquisitions), to finance its project construction or to renew its existing credit facilities prior to their expiration. If the Group is unable to secure adequate financing, or if the Government adopts further restrictive credit policies in the future, this may materially and adversely affect the Group's business, financial condition and results of operations.

The Group's operations require it to interact with regulatory bodies, regarding matters such as land clearance, project approvals and construction matters. The Group may need to allocate additional resources and management time to its interactions with regulatory bodies. If a disagreement with a regulatory body arises in the future, the development of its projects could be delayed while the issue is resolved. Any project delays arising from the above will affect the Group's business, financial condition, results of operations and prospects. Under Vietnamese land and housing laws and regulations, the Government is responsible for clearing the Group's project sites and relocating and compensating existing owners and tenants before allocating and leasing the land for the Group to develop its projects. Land clearance and resettlement timing and completion is ultimately beyond the Group's control.

Although there have not been any delays in land clearance in the Group's past projects, any delay in clearing land for its projects and compensating and relocating existing or dissenting owners and tenants could delay the timetables for its projects. Land clearance delays may prevent the Group from meeting project development milestones and increase the costs of its projects, which may in turn adversely affect its business, financial condition, results of operations and prospects. In addition, negative publicity related to land clearance and resettlement disputes may also adversely affect the Group's brand and reputation.

The Group's developments are subject to conditions requiring that the development is completed according to the plans submitted and approved within a certain timeframe. See "*Business—Projects in planning, approval and developmental stages*" for further details of these projects and "*Business—An Overview of the Property Development Process in Vietnam*" for further information about the property development process in Vietnam. In the event that the Group encounters delays in construction, there is a risk that it may fail to complete the development on time or fully in accordance with the plans approved. There is no assurance that an extension (or a new permit) will be granted or, in the event of such a delay or non-compliance, the investment certificates or construction permits in relation to these properties will not be revoked, which could have a material adverse effect on the Group's financial condition and results of operations. The failure to complete construction according to specifications may result in liabilities, reduced efficiency and lower financial returns which, in turn, may have a material adverse effect on the Group's business, financial condition, results of operations and prospects. Further, if such delays in construction are caused by third parties such as consultants or contractors and such delay results in a legal action against the Group by any of its customers, there can be no assurance that the Group will be able to recover all or any of the losses incurred by the Group from such third party consultants and contractors. The inability to recover all or any part of any losses incurred by the Group through claims on the warranties provided by its consultants or subcontractors may have an adverse effect on its business, financial condition and results of operations.

The Group's business operations are subject to extensive Government laws and regulations and susceptible to changes to such laws and regulations, in particular, in the Vietnamese and Laotian property sectors

Substantially all of the Group's properties and operations are conducted in Vietnam and substantially all of its revenues are generated in Vietnam. The Group also has certain properties and operations in Laos. As such, the Group is subject to, and affected by, the political, legal and regulatory environment in Vietnam and Laos. The Group's business activities are regulated by policies and other laws and regulations enacted by the central and local governments and other regulatory bodies. Further, while key approvals for projects in the immediate pipeline are already in place, the projects under development that are described in this Offering Circular may not have received all the necessary approvals, permits and/or licenses and remain subject to the receipt of various approvals, permits and licenses. There is no assurance that the Group would be able to obtain such approvals, permits and licenses on time or at all. In particular, the 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 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. The Group is also subject to a variety of laws and regulations in Vietnam and Laos including those concerning the protection of health and the environment. There is no assurance that the relevant government will not adopt stringent industry policies, regulations or measures in the future. If the Group fails to adapt its operations to such new policies, regulations and measures or it fails to comply with existing or future laws and regulations, its reputation may be damaged and it may be subject to penalties, fines, be required to take remedial actions, or have its relevant permits suspended, which could have a material adverse effect on its business, financial condition, results of operations and prospects. For further details, see "*Regulations*."

New developments and the development and operation of commercial, residential, hospitality and other mixed-use properties require approvals, licenses or permits from the relevant central and local government authorities. The Group's hospitality properties are also subject to various national and local government regulations, including those relating to the environment, the operation of hospitality properties, preparation and sale of food and beverages, general building and zoning requirements, occupational health and safety requirements and foreign exchange regulations. If the Group fails to comply with such laws and regulations, it could be exposed to claims for damages, financial penalties, reputational harm, restrictions on its operations and other liabilities, which could negatively affect its business, financial condition, results of operations and prospects.

Delays in the process of obtaining, a failure to obtain, or onerous conditions being attached to the requisite approvals, licenses, permits and consents from government or municipal agencies or authorities are possible. The continuation of the Group's approvals, licenses and permits are in certain cases subject to annual examinations and/or random inspections by the relevant authorities. Changes or concessions required by regulatory authorities could also involve significant unanticipated costs and delays or prevent the completion of the Group's projects as proposed or, in some circumstances, could result in the loss of an existing license, permit or authorization, any of which may have an adverse effect on the Group's business, financial condition and results of operations. Additionally, there can be no assurance that, upon the expiration of any of the Group's approvals, licenses and permits, the Group will be able to renew them in a timely manner or at all or be able to secure new approvals, licenses and permits having terms and conditions as favorable as those of the previous ones.

The laws of Vietnam and Laos may allow the relevant government to compulsorily acquire 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 the Group's lands or properties is compulsorily acquired, the compensation paid in respect of the acquired property could be less than the price the Group has paid for acquiring the property which could adversely affect its business, financial condition and results of operations.

Investors should note that emerging economies such as Vietnam and Laos are subject to rapid change and that the information set out in this Offering Circular 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. The political, legal and regulatory situation in Vietnam and Laos and the general state of the Vietnamese and Laotian economy will have a significant influence on the Group's operations and those of most of the Group's customers and clients. In addition, the Group also cannot predict the effect of future developments in the Laotian and Vietnamese legal systems, including the promulgation of new laws, changes to existing laws or the interpretation or enforcement thereof, or the preemption of local regulations by national laws. These uncertainties could limit the legal protections available to the Group, in particular as a foreign investor in Laos.

The Group's business will be adversely affected if it fails 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 Government. Property developers must comply with various laws and regulations of the 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. There is no assurance that the Group will not encounter serious delays or other difficulties in fulfilling such conditions, or that the Group 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 the Group has been subjected to delays in obtaining land use right certificates due to the Government taking longer than expected to handle paperwork. There may also be delays on the part of the relevant regulatory bodies in reviewing the Group's applications and granting approvals, both of which have led to delays in us recognizing revenue. In the event that the Group fails to obtain, or encounter significant delays in obtaining, the necessary governmental approvals for any of its property projects, it may not be able to continue with its development plans on schedule or at all, and its business, financial condition and results of operations will be adversely affected.

The Group's business may be adversely affected if its current arrangement for pre-sales of properties is legally challenged by relevant authorities

As a result of changes in Vietnamese law since 2015, developers of certain real estate projects are restricted from pre-selling until the completion of infrastructure or foundation construction (for apartment buildings and residential mix-used 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").

After the imposition of the Pre-sale Restrictions, as commonly used in the market, certain of the Group's project development companies commenced using a pre-sale structure that it believes is legally compliant while, at the same time, permits the pre-sale of properties as described in the "*Business—Pre-sales*".

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 of certain properties as 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 the service agreement with the service provider and made deposits pursuant to such service agreement may seek to invalidate their obligations under the service agreement. While the Group's 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 the above-mentioned pre-sale structure is not acceptable to Vietnamese authorities, the relevant company may be subject to monetary fines, unwinding the transaction, returning the collected amounts to the potential buyers. The Group also may have some difficulties and the relevant developer may delay the sale of products, which could deprive it from the revenue timing and working capital advantages that the model offers it.

The Group's failure to meet all requirements for the issue of property ownership certificates may lead to compensatory liability to its customers and/or its 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 sales contracts for the customers to apply for property ownership certificates, including passing various governmental clearances, formalities and procedures. The Group usually stipulates the delivery dates in its sales contracts so as to leave sufficient time for it to complete the formalities and obtain the relevant approvals. However, it cannot be assured that there will not be delays in the Group's property development. There may also be factors beyond our control that may delay the delivery of property ownership certificates, including a shortage in human resources at various governmental offices and time-consuming inspections and approval processes at various government agencies. The Group was unable to make timely delivery of property ownership certificates relating to certain residential apartments due to administrative delays experienced at various governmental offices. As a result, certain purchasers of these residential apartments may refuse to complete their final payment obligations and the Group may have to make provisions for doubtful debts relating to such amounts. It cannot be assured that the Group will be able to timely deliver all property ownership certificates in the future or that it will not be subject to any liabilities as a result of any delays in delivery of property ownership certificates. In the case of serious delays on one or more property projects, our business and reputation may be harmed.

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. The Group is required to provide these warranties to its customers. It also receive quality warranties from its third-party contractors with respect to its development projects. If a significant number of claims are brought against the Group under its warranties and if it is unable to obtain reimbursement for such claims from third-party contractors in a timely manner or at all, the Group could incur significant expenses to resolve such claims or face delays in correcting the related defects, which could in turn harm its reputation and have a material and adverse effect on its business, financial condition and results of operations.

The Company's principal shareholders, Mr. Doan Quoc Viet and his spouse Mrs. Khong Thị Hien, exercises significant influence over the Group

As of December 31, 2020, the Company's principal shareholders, Mr. Doan Quoc Viet and his spouse Mrs. Khong Thị Hien, directly and indirectly held approximately 99.92% of the Company's outstanding shares. Mr. Doan and Mrs. Khong has 100% ownership interests in BIM Group Limited as of December 31, 2020, which is the parent of the Company. See "*Principal Shareholders*". Accordingly, Mr. Doan and Mrs. Khong are likely to continue to exercise significant influence over the Company's business, policies and affairs, including the composition of its Board of Management and its management team.

In the event that Mr. Doan and Mrs. Khong's indirect ownership interest in the shares is reduced significantly, Mr. Doan and Mrs. Khong's influence and economic interest in the Company would correspondingly be reduced, and this may affect the implementation of the Company's existing strategy and prospects. A significant reduction in Mr. Doan and Mrs. Khong's ownership interest in the Company may also lead to a change of control in the Company's financing agreements and trigger an event of default and may trigger or accelerate its payment obligations under those agreements. See "*Description of Material Indebtedness*". Accordingly, if Mr. Doan and Mrs. Khong's ownership interest in the Company were to be reduced, the Company's and/or the Group's business, financial condition and results of operations may be materially and adversely affected.

The Group's business will be adversely affected if mortgage financing becomes more costly or otherwise less attractive or available

An increasing proportion of the purchasers of the Group's properties use mortgages to fund their purchases. An increase in interest rates may significantly increase the cost of mortgage financing and affect the affordability of properties. In addition, the 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.

The SBV's Circular 22/2019/TT-NHNN dated November 15, 2019 on prudential requirements reduced the ratio of short-term funding sources used for long-term funding activities by a commercial bank at (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) 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.

There cannot be any assurance that the Government will not further 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 it be assured that such regulatory changes would not adversely affect the Group's business, financial condition and results of operations.

The Group relies on third party contractors and suppliers for the development of its projects

The Group engages independent third party contractors to provide a substantial amount of the services it requires for its property development, including construction, piling and foundation, building and property fitting-out work and interior decoration. There can be no assurance that the construction work performed by such contractors or sub-contractors will be of satisfactory quality, completed in a timely manner, or at all. If the construction work is not timely completed and/or is not of acceptable quality, the Group may incur substantial additional costs to complete the projects and remedy any defects and its reputation could be significantly harmed. Moreover, there can be no assurance that skilled contractors will continue to be available at reasonable rates and in the areas in which the Group undertakes its projects, or at all. Furthermore, there is a risk that major contractors may experience financial or other difficulties, which may affect their ability to carry out construction work, thus delaying the completion of the Group's projects or resulting in additional costs to the Group. Any problems with the Group's contractors, individually or in the aggregate, may materially and adversely affect its brand equity, its business, financial condition, results of operations and prospects.

The Group is subject to risks arising from the price, supply and quality of its raw materials

The Group's business, financial condition and results of operations are significantly influenced by the market prices for raw materials, such as steel and cement, which are subject to domestic and international supply and demand, import/export tariffs and duties, domestic duties and various other factors beyond the Group's control. Most of the Group's construction contracts with its contractors typically utilize fixed unit prices for the raw materials used by such contractors. If the prices of the underlying raw materials fluctuate beyond a particular threshold, such unit prices are renegotiated. No assurance can be given as to the future movements of the prices of the raw materials required by the Group. Any increases in price in the future could have an adverse effect upon the Group's financial condition and results of operations.

In addition, the Group relies on third parties for the timely supply of raw materials, equipment and maintenance services. The complete or partial failure of delivery of such supplies or in such supplies not being delivered on time or according to specifications could result in an increase in overall operating expenses and, adversely affecting the Group's its business, results of operations and financial condition.

The Group may be subject to higher compliance costs if Vietnamese environmental protection laws become more onerous or if the Group breaches any such laws, which may materially and adversely affect its operations and financial performance

The real estate industry is subject to Vietnamese environmental protection laws and regulations. These laws and regulations are in place to limit adverse impact on the environment, control environmental degradation and pollution, control environmental hazards and exploitation, encourage the proper use of natural resources and protect biological diversity. Penalties will be imposed in the event of a breach of such laws and regulations. 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 the Group to incur substantial compliance costs and can prohibit or severely restrict project development activity in environmentally sensitive regions or areas. The Group cannot predict the impact of unforeseeable environmental contingencies on new or changed laws or regulations on its existing projects or properties that it may develop in the future.

Vietnamese laws and regulations require each real estate development project to undergo environmental assessments and the Group is 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. 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).

While, to date, the Group has not incurred significant costs complying with environmental, health and safety laws and regulations, new laws and regulations and/or stricter enforcement of, or changes to, existing laws and regulations could lead to the Group incurring higher costs in the future. Any of the foregoing factors could adversely affect the Group's business, financial condition and results of operations. In addition, the Group cannot ensure that its operations will not result in environmental liabilities or that, although the Group works mostly with reputable contractors in each respective fields, its contractors will not violate any environmental laws and regulations in their operations that may be attributed to the Group.

The Group is highly dependent on the performance of the property market in Vietnam. The Group's business is and will continue to be affected by economic and market conditions in Vietnam, which may in turn be affected by global macroeconomic conditions.

The Group's business is based in Vietnam, and will continue to be significantly affected by financial and economic developments in or affecting the Vietnamese real estate market, in particular the Ha Long and Phu Quoc markets, where a significant portion of its projects and land bank are located. Although Vietnam's gross domestic product ("GDP") is forecast to increase, weak economic fundamentals in Vietnam have in the past adversely affected the Vietnamese real estate market. The Vietnamese property market has experienced cyclicality, and property values in Vietnam have been affected by, among other factors, the supply for and demand for comparable properties, the rate of economic growth in Vietnam and political and social developments and stability. A downturn in domestic economic conditions may, among other things, cause urbanization to slow and consumer disposable income to cease growing or decline, resulting in reduced demand for new property developments, weaker consumer purchasing power and an adverse shift in consumer spending patterns away from real estate.

Global macroeconomic conditions may also have an impact on the domestic property market in Vietnam. Vietnam's economy has been subject to significant fluctuations in the past. Similarly, volatility in global economic conditions may, in the future, have a material adverse effect on the Group. If adverse changes in the Vietnamese or global economies or real estate markets occur, such changes may lower demand for, and the value of, real estate in Vietnam, result in excess inventory, make it more difficult for purchasers and tenants of the Group's projects to meet their financial and lease obligations, increase the rate of defaults on purchases and leases of its projects or make it more difficult for customers to obtain financing to purchase its projects. Any adverse developments in the Vietnamese property market, such as a reduction in demand or downward movements in rental yields or property prices as in the past, could materially and adversely affect the business, financial condition and results of operations of the Group. This may be further hampered if there is a lack of accommodative credit or financing policies in Vietnam to facilitate private mortgage lending among potential purchasers of private property. A lack of government support for mortgage lending, together with limited availability of other sources of funding, may make it more difficult for customers to purchase the Group's projects. Such conditions or developments related to general economic conditions or the Vietnamese real estate market may cause the results of its operations to fluctuate from period to period.

Vietnam is subject to fluctuations in inflation and tightened monetary conditions. From time to time, the Government also 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. An increase in interest rates could impact the Group as a result of its interest rate support arrangements with units in a number of projects for which the Group must underwrite certain amounts above a specified threshold to certain eligible purchasers. In a number of projects, the Group has entered into interest rate support arrangements in connection with various banks relating to mortgage loans extended by these banks to certain eligible purchasers of apartment units in these projects. Under such arrangement, we typically agree to cover interest payments for one to one and a half years under the mortgage loans on behalf of purchasers. As a result, if interest rates increase, the Group would be required to pay additional interest over the covered period. Furthermore, in connection with future projects, the Group expects to enter into arrangements with a bank that have provided it with a construction loan, whereby the Group would assume the credit risk of purchasers who have obtained mortgage loans from the bank for a period of two years from the construction date of the project until 50 days after the delivery date. Under such arrangements, the loan-to-value ratio would be typically 65% to 70%, with the purchaser paying 30% to 35% upfront as equity. If the purchaser were to default on the mortgage loan during the covered period, the Group would be liable for the loan. Therefore, the Group's maximum exposure under such arrangements could reach the maximum size of the mortgage pool offered by such bank.

The Group's business requires it to commit financial and other resources to a project, including for planning and design, before the project begins to generate cash flows, whether through pre-sales of units or otherwise. There can be no assurance that the Group will be able to successfully manage the early-stage capital requirements for its projects or that a project will generate revenue in the manner and to the extent that the Group expects or at all. For example, a project may reach the pre-sale or sales phase at a time when the property market is depressed or demand has shifted due to domestic or global economic conditions or conditions in the real estate market in Vietnam, each of which is beyond the Group's control.

For the foregoing reasons, adverse conditions in the real estate market in Vietnam may materially and adversely affect the Group's business, financial condition, results of operations and prospects.

Increasing competition in the sectors that the Group operates in or competition with the Group's sub-developers and wholesalers for its projects under development may adversely affect its business, financial condition or results of operations

A large number of property developers have undertaken property development projects in Hanoi, Ha Long, Phu Quoc and other areas in Vietnam where the Group currently has or plans to commence operations. These include overseas property developers and local developers, some of whom may have property development resources and/or brand recognition comparable to the Group. Intensified competition between property developers in Vietnam may result in an oversupply of properties, price competition, increased prices for raw materials and labor, a slowdown in the approval process for new property developments by the relevant government authorities, increased cost of land and a shortage of suitable land sites. Furthermore, the Group's property development operations face competition from both international and local operators with respect to factors such as location, facilities and supporting infrastructure, service and price.

The Group's hospitality properties also compete with international and local resort and hotel companies, some of whom may have stronger brand recognition and greater financial resources. The Group's hospitality properties are often located in areas where competition is intense. Competitive factors at hospitality properties include room rates, quality of accommodation, brand recognition, service levels,

convenience of location, and to a lesser extent, the quality and scope of other amenities. Competition also exists between destinations and is affected by factors such as the political stability, social conditions, market perception, local culture, accessibility, infrastructure and other macro-level factors. There can be no assurance that new or existing competitors will not offer significantly lower rates than those offered by the Group or offer greater convenience, services or amenities to potential customers in the locations in which the Group's hospitality properties are located, thereby adversely affecting the Group's results of operations and financial condition. There can be no assurance that demographic, geographic or other changes will not adversely affect the accessibility or attractiveness of the Group's hospitality properties.

The Group is dependent on the strength of the brand and reputation as well as the quality of the management operations of its international hospitality partners for its hospitality operations

Over the years, the Group cooperates with well-known international hospitality partners as part of its hospitality division, including InterContinental Hotels Group, Hyatt Hotels Corporation and Ascott Limited. The Group relies on the integrity and reputation of the brands of its international hospitality partners, as well as the quality of their management operations, as a selling point to attract purchasers, customers and tenants. Brand value is largely based on subjective consumer perceptions, and the Group's continued success and growth depends to a large degree on its and its international partners' ability to protect and promote the brands in Vietnam. Adverse developments that negatively affect the Group's or its international hospitality partners' business, results of operations, financial condition or prospects, or the perception or expectation of such developments, whether founded or unfounded, may adversely affect the brand and reputation of the Group's international hospitality partners. While efforts have been made to protect the relevant intellectual property rights, it may be subject to the risk of third parties infringing the trademarks, copyrights and domain names that the Group uses. The Group may not be successful in securing protection for, or stopping infringements of, such trademarks, copyrights and domain names and it may need to resort to litigation in the future to enforce its rights in this regard. In addition, the Group's business is subject to claims by other parties asserting interests in such trademarks, copyrights and domain names and/or owners of interests in other trademarks, copyrights or domain names similar to the Group's and its international hospital partners', in each case regarding their past use of the Group's and its international hospital partners' trademarks, copyrights and domain names and its rights to continue to use such trademarks and copyrights and domain names. Any of the foregoing could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Furthermore, the Group relies on its international hospitality partners in the management of certain of its hospitality projects, and there can be no assurance that the internationality partners will manage these properties successfully or that these partners will not be subject to conflicts harmful to the Group's interests. 3 of the Group's 7 hospitality projects are managed by its international hospitality partners. Absent payment by the Group of significant termination fees, until the expiration of the management agreements, the Group is not able to self-manage these properties.

Failure by the international hospitality partners to fully perform the duties agreed to in the management agreements or the failure of the partners to adequately manage the risks associated with hospitality operations could materially and adversely affect the Group. The Group may have differences with the partners and other third-party service providers over their performance and compliance with the terms of the management agreements and other service agreements. In these cases, if the Group is unable to reach satisfactory results through discussions and negotiations, the Group may choose to litigate the dispute or submit the matter to third-party dispute resolution. In addition, the international hospitality partners currently own and/or manage and may in the future own and/or manage other hospitality projects in the Group's markets that may compete with the Group's hospitality projects.

The international hospitality partners and its affiliates may have interests that conflict with the Group's interests, such as they could partner with other developers in Vietnam and Laos who could compete with us or they could provide incentives to favor other hospitality projects over the Group's hospitality projects as a result of more favorable compensation arrangements or buy ownership interests in other hospitality projects in Vietnam and Laos.

The Group relies on certain key personnel, as well as qualified and experienced workers and managers, in order to run its business and execute its projects, and its ability to fulfill its expansion plans is dependent on the ability to continue to attract such personnel and expand its general workforce in the future

The Group's success and growth depends largely upon its ability to identify, hire, train and retain appropriate skilled and qualified employees including its senior management and key management personnel. The retention of the Group's senior management team and its ability to attract and retain experienced key employees is crucial to its success. The Group anticipates that it will be necessary to employ additional key employees as it pursues its growth strategy. The Group may not succeed in recruiting such additional employees or retaining current key employees as the market for such employees is competitive. Efforts to retain or attract senior management and key employees may also result in significant additional expenses, which could adversely affect its profitability. If the Group is unable to attract or retain senior management, or if one or more of its senior management team are unable or unwilling to continue in their present positions, or if they join a competitor or form a competing company, the Group may not be able to replace them readily or at all. For further details about the Group's senior management, see "Management".

In the event of a shortage of appropriately qualified and experienced workers and managers in the construction, property development and tourism sectors in Vietnam, the Group may be unable to recruit and retain sufficient skilled workers and managers to execute its property development projects and face difficulty in recruiting and retaining more personnel to manage its operations as its business grows. In addition, labor unrest or increases in operating costs due to labor costs, workers' compensation and health-care related costs, and other factors relating to labor could adversely affect the business, financial condition and results of operations of the Group.

The Company's loss of members of its senior management or an inability to recruit or retain skilled and qualified personnel could adversely affect the business, financial condition and results of operations of the Group.

The Group is 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 the Group's 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 the Group's reputation and the value of and/or the Group's ability to sell or lease a property and the costs of remedying any such defects may be material to the Group. Furthermore, the Group 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 the Group that are not covered by warranties given by contractors, which may in turn have an adverse effect on its business, financial condition and results of operations.

Renovation, asset enhancement works or physical damage to the Group's investment properties may disrupt the operations of the Group's investment properties or otherwise result in a material and adverse effect on the Group's business, financial condition and results of operation

The Group's investment properties may need to undergo renovation or asset enhancement works from time to time to retain their attractiveness to tenants and may also require unforeseen ad hoc maintenance or repairs in respect of faults or problems that may develop or because of new planning laws or regulations. On average, the Group's investment properties require minor asset enhancement works after approximately 1 to 3 years in operations and major renovations after approximately 8 to 10 years in operations.

The quality and design of the Group's operating properties, which include office properties, hospitality and amusement park properties and retail malls, affect the daily operations of, demand for space in, and the rental rates of, such properties, as well as their ability to attract customers. These operating properties will need to undergo renovation or asset-enhancement works from time to time to retain their attractiveness to tenants and customers. They may also require unforeseen ad hoc maintenance or repairs in respect of faults or problems that may develop or because of new planning laws or regulations.

The costs of maintaining a commercial or hospitality property and the risk of unforeseen maintenance or repair requirements tend to increase over time as such property ages. The business and operations of the properties may suffer some disruption and it may not be possible to collect the full rate of, or, as the case may be, any rental income on space affected by such renovation works. Such works are also subject to certain construction risks, such as delay, cost overruns and failure of works to meet specifications. The occurrence of any of these risks may lead to additional capital expenditure and to a reduction of the attractiveness of the Group's properties to tenants, which, in turn, could lead to a reduction in the valuation of the properties in question and thereby have an adverse impact on the Group's business, financial condition and results of operations. The Group does not currently maintain a sinking fund or similar provision to provide specifically for future capital expenditures on its properties and instead funds those expenditures through a combination of available cash and cash equivalents, cash flows from operating activities and external debt and equity financing at the time such capital expenditures are required. There can be no assurance that the required capital will be available as and when required to fund asset enhancement initiatives which, in turn, may lead to the rescheduling or reassessment of the scope of the Group's asset enhancement plans.

In addition, physical damage to the Group's investment properties and/or in properties in which the Group has an interest may lead to additional capital expenditure, special repair or maintenance expenditure, and result in the payment of damages to third parties, and may have an adverse impact on the Group's business, financial condition and results of operations.

The Group is subject to risks related to being uninsured or underinsured

The Group maintains insurance coverage on its completed and operational investment and hospitality properties, its investment and hospitality properties under construction in addition to third party liability insurance and employer's liability insurance to the extent that the Group believes is consistent with industry practice in Vietnam. These insurance policies generally cover the period from the commencement of construction of the properties by the Group up to the transfer of the completed properties to its customers. In the case of its completed and operational properties, these policies include "all-risks" property insurance, including damage to the Group's properties caused by natural disasters, such as floods, fires, typhoons, business interruption insurance and third party or public liability insurance. In line with what the Group believes to be industry practice, the Group does not have insurance covering certain types

of losses such as war, civil disorder and acts of terrorism. Therefore, there is no assurance that the occurrence of such events will not materially disrupt the Group's operations, or that losses from such events will be covered by its insurance policies completely or at all. In addition, the Group has undertaken to assign insurance payments under some insurance policies to lenders under some of the Group's loan arrangements. Should an uninsured loss or a loss in excess of insured limits occur, or should the Group's insurers fail to fulfill their obligations for the sum insured, the Group could be required to pay compensation and/or lose capital invested in the property, as well as anticipated future revenue from that project. The Group would also remain liable for any debt or mortgage, indebtedness or other financial obligations related to the relevant project. Accordingly, there may be circumstances in which the Group will not be insured or adequately compensated for certain losses, damages and liabilities, or it may be difficult and may take time to recover losses from insurers, which may in turn adversely affect the business, financial condition and results of operations of the Group.

The Group's hospitality business is subject to domestic and international economic conditions and seasonality factors.

The Group's hospitality business is dependent on business and commercial travel, leisure travel and tourism, all of which may fluctuate and are dependent on domestic or international economic conditions. In addition, any adverse developments on travel and tourism in the regions in which the Group operates its hospitality business, could materially and adversely affect the Group's hospitality business, financial condition and results of operations.

The travel and hospitality industries are inherently seasonal. Sales and pricing of entertainment packages and services, hotel room revenues, occupancy levels and room rates will normally be higher for holiday seasons and lower for off-peak seasons. Higher revenues are normally generated during festive holidays, including without limitation, New Year, Lunar New Year, Labor Day, Independence Day, Christmas and other national and international holidays, when more travelers tend to go on holidays. The Group's operating results may therefore be subject to fluctuations due to seasonality factors from time to time.

It is uncertain whether foreign buyers may be issued ownership certificates for the properties sold to them

Under the Law on Residential Housing and guiding regulations, foreigners may only own apartments or houses 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 apartments and houses. Although the Group currently sells a small number of its properties to foreigners, the Group's business may be adversely affected if any of its future 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 its properties, and may adversely affect its business, financial condition and results of operations.

The Group may bear demolishment and resettlement costs associated with future property developments

The Group may be required to compensate owners and residents of demolished buildings on its future property developments for their relocation and resettlement in accordance with the Vietnamese land regulations. The compensation the Group may be required to 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. There is no assurance 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 the Group's cash flow, prospects, financial condition and results of operations. In addition, despite these government-sanctioned formulas, if the Group fails to reach an agreement over the amount of compensation with any existing owner or resident, either it 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 the Group's future development projects, and an unfavorable final ruling may result in it paying more than the amount calculated under the formulas. Such delays in the Group's future 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 the Group's business, financial condition, prospects and results of operations.

Natural disasters and other calamities, such as earthquakes or floods, or pandemics and epidemics, such as the recent outbreak of COVID-19, another outbreak of Severe Acute Respiratory Syndrome ("SARS") or avian flu, or terrorist attacks and other acts of violence or war may adversely affect the Group's business, financial condition and results of operations

The Group's business is subject to general and social conditions. Natural disasters, epidemics, terrorist attacks and other acts of violence that are beyond the Group's control may materially and adversely affect the economy, infrastructure and livelihoods of people in Vietnam and travelers to Vietnam which, in turn, may adversely affect the Group's business, financial condition and results of operations. Natural disasters and other calamities are unpredictable and may cause significant damage to the Group's projects, resulting in substantial repair costs (which may not be fully covered by the Group's insurance) and periods of time in which the relevant project would not be operating at full capacity or being developed in accordance with its development schedule. Pandemics and epidemics such as COVID-19, SARS or avian flu, have caused varying degrees of harm to various economies including Vietnam and the business sectors in which the Group operates. During the period in which an epidemic is prevalent, it may have an adverse effect on the economies of those countries which are affected and on the hospitality and leisure industry in general. As a consequence of an epidemic outbreak, countries may implement immigration policies to restrict travelers coming from, and airlines may reduce flights to and from, epidemic-affected countries or regions. For more details on the impact of COVID-19 and the associated risks on the Group's business, financial condition and results of operations, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Factors Affecting the Group's Performance—Impact of the COVID-19 pandemic." Further, the consequences of any terrorist attacks, armed conflicts or other acts of violence are unpredictable and may include the issuance of travel advisories warning people to defer and/or avoid travel to certain locations in which the Group may operate, as well as a general reluctance of people to travel. The Group may not be able to foresee any of the above events and the occurrence of any of them could have a material adverse effect on its business, financial condition and results of operations.

Risks relating to Vietnam

There are risks associated with investments in Vietnam, including in relation to political, economic and legal (including tax laws and regulations) conditions

The Group is incorporated in Vietnam and substantially all of its assets and operations are located in Vietnam, with 97% of its total assets, as of December 31, 2020 in Vietnam and the remaining in Laos. Investors in Vietnam should be aware that an investment in securities offered by Vietnamese companies may be subject to different or greater risks than an investment in securities offered by companies in more developed markets. Emerging economies such as Vietnam are subject to rapid change and the information set out in this Offering Circular, including this "Risk Factors" section, may become outdated relatively quickly. Prospective investors should exercise particular care in evaluating the risks involved in investing in the Notes and must decide for themselves whether, in light of those risks, their investment is appropriate. When compared to many developed markets, the legal system in Vietnam may not be as developed or provide as sufficient protections to private businesses. As a result, future political, economic, legal and social conditions in Vietnam, unforeseen events such as pandemics, epidemics, terrorist attacks, acts of violence or war, fires, typhoons, or other calamities, as well as certain actions and policies that the Government may or may not take or adopt, could materially and adversely affect the Group's business, financial condition, results of operations and prospects.

The performance and growth of the Group's business is dependent on the health of the overall economy of Vietnam, in particular consumer demand and the real estate market. Vietnam's economy has been subject to significant fluctuations in the past. Although there are estimates of strong GDP growth in Vietnam for the next several years, this growth is subject to potential risks and may slow down. Failure by the Government to adopt a clear macroeconomic policy that gives sufficient attention to economic stability could force it to adopt drastic measures that would disrupt this growth. Although many economies around the world, including Vietnam, have adopted various policies and measures to prevent economic recession and to stimulate domestic or regional economies, the Group cannot assure holders of the Notes that the global and regional economies will remain in their current states or meet expectations for growth. In addition, past quantitative easing measures adopted by many developed economies have resulted in surplus liquidity which indirectly causes inflation in many emerging markets and weakens the buying power of local currencies. The Vietnamese economy may also be adversely affected by external factors including but not limited to the United States Federal Reserve's interest rate decisions or any decision to taper quantitative easing going forward, which may indirectly and adversely affect the Vietnamese economy. The Group cannot predict whether the current economic policies and measures will lead to more fluctuations or another downturn in the future, each of which could have a material adverse effect on its business, financial condition, results of operations and prospects.

The laws and regulatory apparatus affecting the Vietnamese economy are evolving with continuing improvements and increasing transparency but are still not as well established as the laws and regulatory apparatus of regions such as Western Europe and the United States. Policy changes and interpretations of applicable laws may 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, uncertainties and limitations still exist in relation to the interpretation and enforcement of laws like the Civil Code, the Commercial Law, the Law on Investment and the Law on Enterprises, which impact related regulations and accordingly business activities, corporate government and shareholders' rights. As Vietnam's legal system develops, inconsistencies and uncertainties in its laws and regulations are likely to be addressed as new laws are interpreted and refined and older laws are repealed or updated. It is difficult to predict when Vietnam's legal system will obtain the level of certainty and predictability of other jurisdictions with more developed legal systems. In particular, anti-bribery and corruption laws and regulations in Vietnam may not be as

stringent as in other jurisdictions with more developed legal systems, and instances of bribery, fraud, accounting irregularities and other improper, illegal or corrupt practices can be difficult to detect. Potential corruption by third parties and a lack of transparency in judicial processes may interfere with the Group's ability to protect its legal rights in Vietnam.

Downgrades of credit ratings of Vietnam and of Vietnamese companies could materially and adversely affect the Group and the market price of the Notes

According to the General Statistics Office of Vietnam, Vietnam's consumer price index growth for 2018, 2019 and 2020 was 3.54%, 2.79% and 3.23%, respectively. Due to increases in the consumer price index, depreciation of Vietnamese Dong or other factors, Standard & Poor's Ratings Services, Moody's Investors Service and other rating agencies may downgrade the credit ratings of Vietnam or Vietnamese companies. Any such downgrade could have an adverse impact on liquidity in the Vietnamese financial markets, the ability of the Government and Vietnamese companies, including the Group, 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 the Group.

The Group may face challenges of title to the land on which its 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. The Group generally conducts extensive title searches before it acquires any parcel of land and have not, to date, had to defend itself against third parties claiming to be the rightful users of land that was either registered in the name of the persons transferring the land-use right to those companies or which has already been registered in those companies' names. 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 right and/or ownership of construction buildings in Vietnam involves a series of registrations and filings, which may take a substantial amount of time to complete. As a result, the Group may in some instances occupy, operate or develop projects for which all formalities in respect of perfecting title have not yet been completed. While the Group believes any such third-party challenges of title are unlikely to occur, it cannot assure you that they will not arise in the future, which could have an adverse effect on its business and results of operations.

There may be difficulties in enforcing foreign judgments against the Company and its management

The Company and the Subsidiary Guarantors are incorporated in Vietnam. Substantially all of the members of the Company's Board of Management and certain experts named in this Offering Circular are residents of Vietnam and substantially all of the Group's assets and the assets of such persons are located 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 at the discretion of Vietnamese courts 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", the definition of which is not clearly provided under Vietnamese laws and 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. As a result, it may be difficult for investors to enforce against the Company, the Subsidiary Guarantors or such persons in such jurisdiction, judgments obtained in courts within the United States, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States. See "*Notice to Investors—Enforcement of Civil Liabilities*."

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

Vietnam's Bankruptcy Law no. 51/2014/QH13 took effect on January 1, 2015 ("Bankruptcy Law"). 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 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, personal income tax and royalty fees) have undergone significant 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 the Group principally operates. Any change in the Group's tax status or the taxation legislation or different interpretations of tax laws and policies in these countries generally could adversely affect it performance and results of operations and increase the tax obligations imposed on the Group.

The Government may take over the Group's business in the event of war, insurrection, public calamity or national emergency

The Vietnamese Constitution and the Law on Requisition provide that the Government may purchase or expropriate assets where there is extreme necessity to use the assets (in the absence of other forms of mobilization) in the event of war or national defense emergency; where national security is threatened; where there is a threatened breach of a national security matter of great import or where national security needs to be strengthened and protected in accordance with the laws on national defense and security; when dealing with risk of or overcoming natural disasters or large-scale epidemic diseases; or where there is serious threat to the life, health and assets of the people of Vietnam if such a risk is not prevented in time. Although the Government has not taken over the Group's business or assets in the past nor does the Group expect it to do so in the foreseeable future, the Group cannot assure you that its operations may not be disrupted or other assets or property may not be temporarily taken over in the future or that it would be adequately compensated for the use of its assets in the event of the Government's takeover upon the occurrence of any of the events mentioned above.

Risks Associated with the Notes and the Subsidiary Guarantees

The Notes may not be a suitable investment for all investors.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience (if necessary, in consultation with the investor's own legal, tax, accountancy, regulatory, investment or other professional advisers) to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained in this Offering Circular;

- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such investment will have on its overall investment portfolio;

- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;

- understand thoroughly (if necessary, in consultation with the investor's own legal, tax, accountancy, regulatory, investment or other professional advisers) the terms and the nature of the Notes and be familiar with the behavior of any relevant indices and financial markets;

- be aware that the Company is privately owned and its stock is not listed on any stock exchange. Accordingly, the publicly available information about the Company and its financial position and results of operations is very limited compared to other companies, and investors should not expect information beyond that required under the reporting covenant under the Notes and, for so long as the Notes are so listed, the applicable rules of the SGX-ST; and

- be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Notes are complex financial instruments and a potential investor should not invest in the Notes, unless it has the expertise (either alone or with the assistance of a financial advisor) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio. No assurance or guarantee is given as to the performance or suitability of the Notes.

Certain of the Group's indebtedness, including indebtedness of the Group's affiliates that are not Restricted Subsidiaries, are secured by the Group's properties and assets and Noteholders are effectively subordinated to such secured obligations

Under certain of the Group's indebtedness, the Group has mortgaged some of its properties, pledged some of the shares of the Company's subsidiaries and insurance proceeds, and an insignificant portion of its accounts receivables as security for its existing debt financings as well as existing debt financing of its affiliates that are not Restricted Subsidiaries. Noteholders are effectively subordinated to such secured obligations to the extent of the value of the collateral serving as security therefor. As of December 31, 2020, all of the Group's VND3,814 billion (U.S.$165 million) in borrowings are secured. The affiliates that are not Restricted Subsidiaries had VND490.5 billion (U.S.$21.2 million) in borrowings, which are

secured by the assets of the Group. For more details, see "Related Party Transactions." Upon an event of default under the Group's financing agreements or the Group's associates' financing arrangements, the Group may be subject to mandatory prepayment and cross-defaults and any security pledged and mortgaged may be foreclosed and this could have a material adverse effect on the Group's business, financial conditions and results of operations.

An active trading market for the Notes may not develop, and the trading price of and the ability to transfer the Notes could be materially and adversely affected

The Notes are new securities for which there is currently no existing trading market. Although the Initial Purchasers may make a market in the Notes, they are not obligated to do so and may discontinue such market making activity at any time without notice. We cannot predict whether an active trading market for the Notes will develop or be sustained. If an active trading market were to develop, the Notes could trade at prices that may be lower than their initial offering price. The liquidity of any market for the Notes depends on many factors, including:

- the number of holders of Notes; the interest of securities dealers in making a market in the Notes;
- prevailing interest rates and the markets for similar securities;
- general economic conditions; and
- our financial condition, historical financial performance and future prospects.

If an active market for the Notes fails to develop or be sustained, the trading price of the Notes could be materially and adversely affected. Approval in-principle has been obtained for the listing of the Notes on the SGX-ST. However, no assurance can be given that we will be able to obtain or maintain such listing or that, if listed, a trading market will develop. We do not intend to apply for listing of the Notes on any securities exchange other than the SGX-ST. Lack of a liquid, active trading market for the Notes may adversely affect the price of the Notes or may otherwise impede a holder's ability to dispose of the Notes.

The Company may not be able to convert Vietnamese dong into U.S. dollars and to remit funds offshore in a timely manner

The Notes are denominated and payable in U.S. dollars. The Company generates a significant portion of its revenue in Vietnamese dong, which is generally not a freely convertible currency. The exchange of Vietnamese dong into foreign currency(ies) and the remittance of funds outside of Vietnam must be conducted at licensed credit institutions in Vietnam and subject to applicable regulations on foreign exchange control.

Due to currently applicable Vietnamese currency (including conversion and remittance of currency), tax and export restrictions, there is no assurance that the Company will be able to timely and fully convert Vietnamese dong from its cash flows in order to service its obligations under the Notes.

Any delay in conversion may increase the Company's exposure to depreciation of the Vietnamese dong against the U.S. dollar. In the event that the Company is 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, the Company may be unable to meet its foreign currency payment obligations under the Notes.

The Company may not be able to generate sufficient cash flows to meet its debt service obligations.

The Company's ability to make scheduled payments on, or to refinance our obligations with respect to, its current and future indebtedness and the Notes, will depend on our financial and operating performance, which in turn will be affected by general economic conditions and by financial, competitive, regulatory and other factors beyond the Company's control. The Group may not generate sufficient cash flow from operations, and future sources of capital may not be available to us in an amount sufficient to enable the Company to service its indebtedness, including the Notes, or to fund our other liquidity needs. If the Company is unable to generate sufficient cash flow and capital resources to satisfy our debt obligations or other liquidity needs, it may have to undertake alternative financing plans, such as refinancing or restructuring its indebtedness, selling assets, reducing or delaying capital investments or seeking to raise additional capital. In particular, the Company is not required to maintain a sinking fund or otherwise accumulate cash for the purpose of repaying the Notes and the Company may be required to incur additional indebtedness to repay the Notes due at maturity. There is no assurance that any refinancing of the Notes or any other indebtedness would be possible, that any assets could be sold or, if sold, of the timing of the sales and the amount of proceeds that may be realized from those sales, or that additional financing could be obtained on acceptable terms, if at all. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Other credit facilities restrict, and the Indenture that will govern the Notes will restrict, our ability to dispose of assets and use the proceeds from the disposition. The Company may not be able to consummate those dispositions and these proceeds may not be adequate to meet any debt service obligations then due. Any inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance indebtedness on commercially reasonable terms and in a timely manner, would materially and adversely affect the Company's financial condition and results of operations and the Company's ability to satisfy its obligations under the Notes. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources" and "Description of the Notes."

The Company may not have the ability to raise the funds necessary to finance an offer to repurchase the Notes upon the occurrence of certain events constituting a Change of Control Triggering Event as required by the Indenture

Upon the occurrence of certain events constituting a Change of Control Triggering Event as defined in the Indenture, the Company is required to offer to repurchase all outstanding Notes at a purchase price in cash equal to 101% of the principal amount of the Notes in the case of a Change of Control Triggering Event. If a Change of Control Triggering Event were to occur, no assurance can be given that the Company would have sufficient funds available at such time to pay the purchase price of the outstanding Notes. A Change of Control Triggering Event may result in an event of default under, or acceleration of, other indebtedness. The repurchase of the Notes pursuant to such an offer could cause a default under such indebtedness, even if the Change of Control Triggering Event itself does not.

The change of control and mandatory redemption provisions contained in the Indenture may not necessarily afford you protection in the event of certain important corporate events, including a reorganization, restructuring, merger or other similar transaction that may adversely affect you, because such corporate events may not constitute a "Change of Control Triggering Event" as defined in the Indenture.

The definition of "Change of Control Triggering Event" contained in the Indenture includes a disposition of all or substantially all of the Group's assets and the restricted subsidiaries taken as a whole to any person. Although there is a limited body of case law interpreting the phrase "all or substantially

all", there is no precise established definition of the phrase under applicable law. As a result, it may be unclear as to whether a change of control has occurred and whether the Company is required to make an offer to repurchase the Notes.

The Group's operations are restricted by the terms of the Notes

The Indenture includes a number of significant restrictive covenants. These covenants restrict, among other things, the ability of the Company and any restricted subsidiary to:

- incur or guarantee additional indebtedness and issue disqualified or preferred stock;
- create or incur certain liens;
- make certain payments, including dividends or other distributions, with respect to the shares of the Company or its restricted subsidiaries;
- make certain investments or other specified restricted payments;
- sell, lease or transfer certain assets, including stock of restricted subsidiaries;
- engage in any business other than permitted business;
- enter into certain transactions with shareholders or affiliates; and
- effect a consolidation or merger.

All of these covenants are subject to the limitations, exceptions and qualifications described in "Description of the Notes—Certain Covenants." These covenants could limit our ability to pursue our growth plan, restrict our flexibility in planning for, or reacting to, changes in our business and industry, and increase our vulnerability to general adverse economic and industry conditions.

Any defaults of covenants contained in the Notes may lead to an event of default under the Notes and the Indenture and may lead to cross-defaults under our other indebtedness. The Notes and such other indebtedness may then become immediately due and payable. No assurance can be given that the Company or the Subsidiary Guarantors will be able to pay any amounts due to the lenders under such indebtedness or to holders of the Notes in the event of such acceleration, and any such acceleration may significantly impair the Company's ability to pay, when due, the interest of and principal on the Notes, significantly impair the Subsidiary Guarantors' ability to satisfy their respective obligations under the Subsidiary Guarantees and we could be forced into bankruptcy or liquidation.

The ratings assigned to the Notes may be lowered or withdrawn.

The ratings assigned to the Notes may be lowered or withdrawn entirely in the future. The Notes are expected to be rated "B2" by Moody's and "B" by Fitch. The ratings represent the opinions of the ratings agencies and their assessment of the ability of the Company to perform its obligations under the terms of the Notes and the Subsidiary Guarantees and credit risks in determining the likelihood that payments will be made when due under the Notes. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time. No assurances can be given that a rating will remain for any given period of time or that a rating will not be lowered or withdrawn entirely by the relevant rating agency if in its judgment circumstances in the future so warrant. The Company has no obligation to inform holders of the Notes of any such revision, downgrade or withdrawal. In addition, the Company cannot assure potential investors that rating agencies other than Moody's and Fitch would not

rate the Notes differently. A suspension, reduction or withdrawal at any time of the rating assigned to the Notes or the assignment by a rating agency other than Moody's and Fitch of a rating of the Notes lower than those provided may adversely affect the market price of the Notes.

Risks Relating to the Subsidiary Guarantees in connection with insolvency laws

The Subsidiary Guarantees, and any JV Subsidiary Guarantee, may be challenged under the Bankruptcy Law, which could impair the enforceability of the Subsidiary Guarantees. Under the Bankruptcy Law, a Subsidiary Guarantor is considered insolvent if it is unable to pay its debts within three months after they fall due. Under Vietnamese law, a transaction between a company and its related parties within 18 months from the court's decision to commence the bankruptcy procedure could be voided if it is considered as one of the following:

- a transaction related to a transfer of asset not at market price;
- a conversion of an unsecured debt into a debt secured or partly secured by the assets of the Subsidiary Guarantor;
- a payment or set-off which benefits a creditor in respect of a debt that has not yet become due or with a sum that is larger than a debt which has become due;
- a gifting of assets;
- a transaction outside the purpose of the business operations of the Subsidiary Guarantor; or
- a transaction for the purpose of hiding of the assets of the Subsidiary Guarantor.

In addition, a Subsidiary Guarantee may be subject to review under the Bankruptcy Law or subject to a lawsuit by or on behalf of creditors of the Subsidiary Guarantor. In such case, the analysis set forth above would generally apply, except that the Subsidiary Guarantee could also be subject to the claim that, since the Subsidiary Guarantee was not incurred for the benefit of the Subsidiary Guarantor, the obligations of the Subsidiary Guarantor thereunder were incurred for less than market price. If a transaction under a Subsidiary Guarantee of the notes is voided under the Bankruptcy Law, holders of the Notes may have to return any payment received, would cease to have a claim against that Subsidiary Guarantor based on such Subsidiary Guarantee, and would solely be creditors of the Company and any Subsidiary Guarantors whose Subsidiary Guarantees have not been voided. The Company cannot assure you that, in such an event, after providing for all prior claims, there would be sufficient assets to satisfy the claims of the holders of the Notes. Furthermore, asset values may significantly decrease in the event of enforcement given the potential negative impact of news that the Company or any of its subsidiaries is in financial distress.

Noteholders are exposed to risks relating to Singapore taxation.

The Notes to be issued are intended to be "qualifying debt securities" for the purposes of the Income Tax Act Chapter 134 of Singapore (the "**ITA**"), subject to the fulfillment of certain conditions described in the section "Taxation—Singapore Taxation." That said, we cannot assure you that the tax treatment that applies to "qualifying debt securities" on the date of this Offering Circular will apply throughout the tenure of the Notes, as the relevant tax laws may be amended or revoked at any time.

Risk Related to the Notes as Green Bonds

There is no current market consensus on what constitutes a "green" or "sustainable" project.

There is no current market consensus on what precise attributes are required for a particular project to be defined as "green" or "sustainable" and therefore the Eligible Green Projects may not meet the criteria and expectations of investors regarding environmental impact and sustainability performance. We may not meet or continue to meet, the investment requirements of certain environmentally focused investors with respect to the Notes, which may also have consequences for certain investors with portfolio mandates to invest in green assets. Each potential purchaser of the Notes should determine for itself the relevance of the information contained in this Offering Circular regarding the use of proceeds of the Notes.

In the event that any such Notes are listed or admitted to trading on any dedicated "green", "environmental", "sustainable" or other equivalently-labeled segment of any stock exchange or securities market (whether or not regulated), no representation or assurance is given by the Company or any other person that such listing or admission satisfied, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any green projects. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. Nor is any representation or assurance given or made by the Company or any other person that any such listing or admission to trading will be obtained in respect of any such Notes or, if obtained, that any such listing or admission to trading will be maintained during the life of the Notes.

While it is the intention of the Company to apply the proceeds of any Notes so specified for green projects in, or substantially in, the manner described in the Offering Circular, there can be no assurance that the relevant project(s) or use(s) the subject of, or related to, any green projects will be capable of being implemented in or substantially in such manner and/or accordance with any timing schedule and that accordingly such proceeds will be totally or partially disbursed for such green projects. In addition, in respect of any instruments issued with a specific use of proceeds, such as a "green bond", there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor. Accordingly, no assurance is or can be given to investors that any projects or uses the subject of, or related to, any green projects will meet any or all investor expectations regarding such "green", "sustainable" or other equivalently-labeled performance objectives or that any adverse environmental, social and/or other impacts will not occur during the implementation of any projects or uses the subject of, or related to, any green projects. Nor can there be any assurance that such green projects will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Company. Any such event or failure by the Company will not constitute an Event of Default under the Notes.

Any such event or failure to apply the proceeds of any issue of Notes for any green projects as aforesaid and/or withdrawal of any such opinion or certification or any such opinion or certification attesting that the Company is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying on and/or any such Notes no longer being listed or admitted to trading on any stock exchange or securities market as aforesaid may have a material adverse effect on the value of such Notes and also potentially the value of any other Notes which are intended to finance green projects and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

USE OF PROCEEDS

The net proceeds from the issue of the Notes (after the deduction of estimated fees, commissions and expenses related to the Offering), are expected to be approximately U.S.$191.16 million.

The Company intends to use the net proceeds to fund certain investment projects, including Eligible Green Projects, and supplement capital in the Company's subsidiaries and affiliates, and for the Group's 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 Notes 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 Notes. The exact amount of net proceeds from the offering of the Notes 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.

GREEN BOND FRAMEWORK OVERVIEW

In connection with the issuance of the Notes, the Group has adopted the following framework ("**Green Bond Framework**") covering the following: (1) Use of proceeds, (2) Project evaluation and selection, (3) Management of proceeds and (4) Reporting.

1. Use of Proceeds

The net proceeds of the Notes issued under this Framework will be used to finance and/or re-finance, in whole or in part, green projects which meet the eligibility criteria of the following Eligible Green Project categories ("**Eligible Green Projects**"), as defined below.

a. Green Buildings: (i) Investment in new or existing commercial or residential buildings that have received, or expect to receive based on its design, construction and operational plans, any one of the following certifications according to third-party verified green building standards, such as EDGE Certification, LEED (Gold and above), BREEAM (Very good and above) and other equivalent certification schemes, such as Energy Star (85 or higher), and (ii) Capital improvements to residential or commercial property leading to improved efficiency of at least 20% compared to the baseline such as the following: (x) energy efficient systems/technologies, such as heating, ventilation, air conditioning, cooling, lighting and electrical equipment, (y) systems to reduce water use or promote water reuse, and (z) advanced building management systems to reduce energy and water use or maintenance cost.

b. Pollution Prevention and Control: Investment in waste reduction, reuse or recycling projects.

c. Renewable Energy: Investments into use of energy from renewable energy sources to power the Group's operations including solar and wind power.

A maximum 3 year look-back period would apply for projects refinanced using the proceeds of the Notes.

2. Project Evaluation and Selection

The Eligible Green Projects are selected and evaluated by the Group's Green Finance Working Group ("**GFWG**") which will be composed of certain Company management personnel including but not limited to representatives from the Finance and Treasury Team, Sustainability and Corporate Social Responsibility (CSR) team, Development Team, Engineering Team, Operating & Management team, Legal team and Project Financing team.

The GFWG will:

- Ratify Eligible Green Projects, which are initially proposed by the constituent team members;
- Undertake regular monitoring of the Eligible Green Projects to ensure their eligibility with the criteria set out above under "Use of Proceeds", whilst replacing any ineligible Green Projects with eligible new Green Projects;
- Facilitate regular reporting on any issuances pursuant to the Green Bond Framework in alignment with the Group's Reporting commitments under the Green Bond Framework;
- Manage any future updates to the Green Bond Framework; and
- Ensure that the approval of Eligible Green Projects will follow the Group's existing investment approval processes.

3. Management of Proceeds

The Group's finance team will track the net proceeds using an internal register to record the following information:

a. type of funding transaction, including details such as pricing date, maturity date, principal amount of proceeds, coupon, ISIN number, etc.

b. allocation of use of proceeds, including a list of the Eligible Green Projects, including for each Eligible Green Project, the Eligible Green Project category, project description, project location, the Group's ownership percentage, total project cost, amount allocated, settled currency, etc. and the balance of unallocated proceeds.

Any proceeds temporarily unallocated will be invested according to the Group's standard liquidity policy.

4. Reporting

The Group will publish an annual report on the allocation of proceeds and an impact report, until the full allocation of the proceeds from the Notes or until the Notes are no longer outstanding. The allocation report will include (a) the list of Eligible Green Projects, (b) the amount of proceeds allocated to each Eligible Green Project category, (c) when possible, descriptions of the Eligible Green Projects financed, such as project locations, amount allocated, etc., (d) selected examples of projects financed and (e) amount of unallocated proceeds.

Where possible and subject to data availability, the Group will provide reporting on the potential environmental benefits of the Eligible Green Projects with certain impact indicators. In addition, calculation methodologies and key assumptions will be disclosed.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth our indebtedness and capitalization as of December 31, 2020 (i) on an actual basis and (ii) on an as adjusted basis to give effect to the offering of the Notes.

The information in the table should be read in conjunction with the "*Use of Proceeds*", "*Selected Consolidated Financial Information*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", and our consolidated historical financial statements and the notes thereto included in this Offering Circular.

	As of December 31, 2020			
	Actual		Adjusted	
	VND (audited)	U.S.$ (unaudited)	VND (unaudited)	U.S.$ (unaudited)
Cash and bank balances	1,699,674,740,108	73,585,364	6,115,088,420,108	264,745,364
Current bank borrowings	1,275,510,125,625	55,221,670	1,275,510,125,625	55,221,670
Total current borrowings	**1,275,510,125,625**	**55,221,670**	**1,275,510,125,625**	**55,221,670**
Non current bank borrowings	2,538,543,016,906	109,903,153	2,538,543,016,906	109,903,153
Notes offered herein	–	–	4,619,600,000,000	200,000,000
Total non-current borrowings	**2,538,543,016,906**	**109,903,153**	**7,158,143,016,906**	**309,903,153**
Total borrowings	**3,814,053,142,531**	**165,124,823**	**8,433,653,142,531**	**365,124,823**
Total equity	**20,156,647,856,506**	**872,657,713**	**20,156,647,856,506**	**872,657,713**
Total Capitalization(1)	**23,970,700,999,037**	**1,037,782,536**	**28,590,300,999,037**	**1,237,782,536**

Note:

(1) Total capitalization represents total borrowings plus total equity.

Except as otherwise disclosed herein and as set forth below, there has been no material change in our capitalization and indebtedness since December 31, 2020:

- On December 30, 2020, the Company issued by way of private placement VND2 billion in aggregate principle amount of domestic bonds (the "Original Bonds") with an interest rate fixed at 10% per annum for the first year, and subsequently at a 4% margin over the average 12-month deposit rate quoted by three state-owned banks and Techcombank, which will mature in December 30, 2023. For more details see "Description of Material Indebtedness—Domestic Bonds." On March 15, 2021, the Company issued additional bonds as part of a tap issuance of the Original Bonds in an aggregate principle amount of VND998 billion (US$43.2 million). As of the date of this Offering Circular, the aggregate principal amount of domestic bonds outstanding was VND1,000 billion (US$43.22 million).

- In the three months ended March 31, 2021, the Group made an aggregate of VND230.5 billion (US$9.98 million) of repayments for certain long-term loans. For more details, see "Description of Material Indebtedness—Certain Borrowings and Repayment after December 31, 2020."

- On December 24, 2020, the Company signed a Shareholder Agreement with existing shareholders of Green Town JSC for BIM Land to acquire a 70% stake in Green Town JSC by way of buying out certain existing shareholders of Green Town JSC and a further capital contribution. As of December 30, 2020, the Company had paid VND110 billion for a 51% controlling stake in Green Town JSC. On March 15, 2021, the Company contributed VND770 billion to increase the capital of Green Town JSC and through this act diluted the other shareholders and increased its equity interest in Green Town JSC to 66.67%. Pursuant to the Shareholder Agreement, BIM Land is required to contribute capital into Green Town JSC in connection with two additional capital calls in order for it to increase its stake to at least 70% its equity interest in Green Town JSC, one in June 2021 and one within 18 months subsequent to that date.

- On March 15, 2021, for a consideration of VND859 billion (including advance for shares of VND100 billion paid in 2020 and additional payment of VND759 billion on March 15, 2021), Green Town JSC acquired a 77% equity interest in Thanh Xuan JSC, which is the development company for the Vinh Phuc project, pursuant to a Sales and Purchase agreement dated October 20, 2020. On or before June 20, 2021, Green Town JSC and nominated shareholders is expected to pay another VND150 billion to acquire the remaining stake to increase its ownership in Thanh Xuan JSC to 100%.

- On March 30, 2021 and April 1, 2021, the Company's subsidiary BIM Kien Giang received a full repayment in aggregate of a VND250 billion advance to a Board of Management member, which was provided in 2020 in connection with bids for new real estate projects.

- On March 31, 2021, the Company settled the accumulated dividends payable to various individual minority interest capital contributors within the Group by paying the amount of dividends outstanding as of December 31, 2020 of VND33 billion. As a result, all dividends declared for 2020 and previous years have been paid.

EXCHANGE CONTROLS IN VIETNAM

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. Since 2005, Vietnam has introduced an ordinance, as amended in March 2013 and the amendment will take effect as from January 1, 2014, governing foreign exchange in order to stimulate the foreign exchange market by liberalizing current transactions control and gradually reducing capital transactions control.

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. Foreign currencies may be freely exchanged into Vietnamese Dong 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. As a general rule, 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. 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 tables set forth selected audited consolidated financial information for the Group as of and for the years ended December 31, 2018, 2019 and 2020. Results for the interim periods are not necessarily indicative of the results for the full year. This selected financial information should be read in conjunction with the Group's audited consolidated financial statements for the years ended December 31, 2018, 2019 and 2020 which are included elsewhere in this Offering Circular.

The consolidated financial statements of the Group have been prepared in accordance with 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 U.S.$1.00 = VND23,098, 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.

SELECTED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As of December 31,			
	2018	2019	2020	2020
	VND (audited)	VND (audited)	VND (audited)	U.S.$ (unaudited)
ASSETS				
NON-CURRENT ASSETS				
Intangible assets	26,036,993,621	26,872,365,179	22,811,756,763	987,607
Property, plant and equipment	4,711,427,909,804	4,096,712,340,155	4,472,578,192,353	193,634,868
Right-of-use assets	–	453,091,209,029	391,974,425,583	16,970,059
Investment property	20,670,842,796,658	19,032,976,963,118	17,520,127,565,807	758,512,753
Investments in associates	113,379,379,848	79,719,954,780	78,540,349,395	3,400,310
Goodwill	–	–	53,900,000,000	2,333,535
Financial assets	90,249,640,661	14,046,500,000	119,711,462,500	5,182,763
Deferred tax assets	146,895,557,617	337,120,792,746	358,378,609,485	15,515,569
Contract cost	470,373,259,268	605,689,368,832	607,221,106,729	26,288,904
Other assets	787,906,310	172,966,631,939	447,194,857,624	19,360,761
Total non-current assets	**26,229,993,443,823**	**24,819,196,125,778**	**24,072,438,326,239**	**1,042,187,130**
CURRENT ASSETS				
Inventories	2,951,729,892,080	7,405,396,679,276	9,921,856,427,266	429,554,785
Financial assets	837,268,158,927	1,459,159,581,888	1,546,442,990,433	66,951,381
Contract costs	72,148,164,139	71,651,321,315	112,296,292,743	4,861,732
Trade and other receivables	2,357,857,264,545	3,429,484,399,484	3,098,597,181,849	134,150,021
Other assets	203,443,738,713	173,514,210,521	224,807,183,035	9,732,755
Cash and bank balances	405,737,621,995	1,597,602,778,507	1,699,674,740,108	73,585,364
Total current assets	**6,828,184,840,399**	**14,136,808,970,991**	**16,603,674,815,434**	**718,836,038**
TOTAL ASSETS	**33,058,178,284,222**	**38,956,005,096,769**	**40,676,113,414,673**	**1,761,023,168**
EQUITY AND LIABILITIES				
EQUITY				
Share capital	3,000,000,000,000	3,000,000,000,000	3,000,000,000,000	129,881,375
Other capital	25,748,325,229	25,748,325,229	25,748,325,229	1,114,743
Translation reserves	(31,349,157,493)	(48,322,948,321)	(103,337,748,621)	(4,473,883)
Other reserves	589,597,613,365	101,523,952,001	193,009,371,348	8,356,108
Retained earnings	15,230,919,890,510	15,854,577,141,935	16,580,840,091,424	717,847,437
Non-controlling interests	390,728,470,069	410,560,054,305	460,387,817,126	19,931,934
Total equity	**19,205,645,141,680**	**19,344,086,525,149**	**20,156,647,856,506**	**872,657,713**
NON-CURRENT LIABILITIES				
Bank borrowings	2,022,442,705,658	2,570,955,964,999	2,538,543,016,906	109,903,153
Trade and other payables	306,610,191,026	1,590,410,814,667	1,584,025,615,485	68,578,475
Deferred tax liabilities	4,082,536,518,275	4,241,550,563,980	4,229,766,802,559	183,122,643
Lease liabilities	–	544,474,970,216	541,251,337,824	23,432,823
Other liabilities	2,681,111,573,639	1,716,355,767,911	1,432,910,531,782	62,036,130
Total non-current liabilities	**9,092,700,988,598**	**10,663,748,081,773**	**10,326,497,304,556**	**447,073,223**
CURRENT LIABILITIES				
Bank borrowings	1,124,137,310,354	975,177,700,608	1,275,510,125,625	55,221,670
Trade and other payables	1,148,045,267,942	2,035,947,611,379	4,932,036,741,039	213,526,571
Current tax liabilities	131,832,091,114	243,796,123,525	292,186,779,858	12,649,874
Lease liabilities	–	40,948,534,910	37,112,571,514	1,606,744
Other liabilities	2,355,817,484,534	5,652,300,519,425	3,656,121,762,575	158,287,374
Total current liabilities	**4,759,832,153,944**	**8,948,170,489,847**	**10,192,967,980,611**	**441,292,232**
Total liabilities	**13,852,533,142,542**	**19,611,918,571,620**	**20,519,465,285,167**	**888,365,455**
TOTAL EQUITY AND LIABILITIES	**33,058,178,284,222**	**38,956,005,096,769**	**40,676,113,141,673**	**1,761,023,168**

SELECTED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	For the year ended December 31,			
	2018	2019	2020	2020
	VND (audited)	VND (audited)	VND (audited)	U.S.$ (unaudited)
Revenue	**4,432,311,367,787**	**5,025,480,071,689**	**5,696,181,203,329**	**246,609,282**
Cost of sales	(3,148,889,119,226))	(2,580,132,206,868)	(2,886,197,943,521)	(124,954,452)
Gross profit	**1,283,422,248,561**	**2,445,347,864,821**	**2,809,983,259,808**	**121,654,830**
Gains on remeasurement of investment property	377,194,352,445	1,216,448,660,755	157,266,440,142	6,808,660
Other income	12,350,254,687	45,853,607,457	109,073,825,386	4,722,219
Financial income	290,514,938,779	109,500,174,359	175,207,367,261	7,585,391
Selling expenses	(451,479,212,998)	(418,271,585,167)	(515,720,534,711)	(22,327,497)
General and administrative expenses	(332,278,742,846)	(528.895.622.490)	(387,607,126,478)	(16,780,982)
Other expenses	(27,416,410,692)	(26,547,378,643)	(65,397,158,510)	(2,831,291)
Share of losses of associates and joint ventures	(109,876,252)	(4,948,664,603)	(3,919,927,432)	(169,709)
Impairment recovery/(losses)	–	(604,029,536,069)	70,854,176,473	3,067,546
Finance costs	(161,052,745,528)	(276,811,967,371)	(313,529,944,757)	(13,573,900)
Profit before tax	**991,144,806,156**	**1,957,645,553,049**	**2,036,210,377,182**	**88,155,268**
Current corporate income tax expense	(166,482,569,316)	(400,753,872,662)	(566,742,488,243)	(24,536,431)
Deferred corporate tax expense	(18,368,118,983)	(56,547,396,173)	60,019,901,774	2,598,489
Profit for the year	**806,294,117,857**	**1,500,344,284,214**	**1,529,487,790,713**	**66,217,326**
Other comprehensive income for the year:				
Items that will not be reclassified subsequently to profit or loss:				
Gain/(Losses) on revaluation of lands and hotel buildings in operation or under construction	(253,234,016,165)	(438,792,927,984)	134,891,618,075	5,839,970
Share of other comprehensive income of associates	7,404,158,752	(31,102,810,465)	340,322,047	14,734
Income tax relating to items that will not be reclassified subsequently to profit or loss	50,646,803,233	87,758,585,597	(26,978,323,614)	(1,167,994)
Other comprehensive (loss)/ income for the year, net of income tax	**(195,183,054,180)**	**(382,137,152,852)**	**108,253,616,508**	**4,686,710**
Total comprehensive income for the year	**611,111,063,677**(1)	**1,118,207,131,362**	**1,637,741,407,221**	**70,904,035**

Note:

(1) Of the total comprehensive income of VND611,111,063,677 for 2018, VND24,480,039,923 was attributable to the contributions from the Group's shrimp, rice and salt operations, which were spun off as part of the BIM Group restructuring in May 2018.

Adjusted EBITDA, Certain Financial Ratios and Certain Operating Data of the Group

	For the year ended and as of December 31,			
	2018	2019	2020	2020
	VND (unaudited)	VND (unaudited)	VND (unaudited)	U.S.$ (unaudited)
Adjusted EBITDA[(1)]	797,361,105,088	1,735,595,539,242	2,487,786,251,489	107,705,700
Current Ratio[(2)]	1.43	1.58	1.63	1.63
Interest Expense[(3)]	152,077,063,401	256,709,246,465	262,208,345,922	11,351,993.50
Capital Expenditure[(4)]	1,897,108,934,663	668,801,822,063	1,158,007,681,880	50,134,543.33
Adjusted Tangible Net Worth[(5)]	18,641,984,120,373	18,569,533,312,919	19,315,069,673,132	836,222,603
Financial Ratios				
Adjusted EBITDA Margin	18%	35%	44%	44%
Debt/Adjusted EBITDA	3.95	2.04	1.53	1.53
Net Debt/Adjusted EBITDA	3.44	1.12	0.85	0.85
Adjusted EBITDA/Interest Expense	5.24	6.76	9.49	9.49
Gross Profit Margin	29%	49%	49%	49%
DSCR[(6)]	1.39	1.88	4.30	4.30
Financial Ratios under IFC Term Loan Facility				
Current Ratio	N/A	1.58	1.63	1.63
Adjusted Debt[(7)]/Adjusted EBITDA[(8)]	N/A	2.28	1.72	1.72
Adjusted DSCR[(9)]	N/A	1.55	3.71	3.71
Adjusted Tangible Net Worth[(10)]	N/A	18,569,533,312,919	19,315,069,673,132	836,222,603

Notes:

(1) Adjusted EBITDA means earnings before interest, tax, depreciation and amortization and is calculated as profit for the year, plus current and deferred corporate income tax expense, financial expense, depreciation, extraordinary loss from the additional cost of investment properties sold and impairment loss minus deferred corporate income tax income, financial income and impairment recovery and adjusting for gain/loss on revaluation of investment property. Adjusted EBITDA as presented herein is calculated differently from Consolidated EBITDA as defined and used in the Indenture governing the Notes. See "*Description of the Notes*" for a description of the manner in which Consolidated EBITDA is defined for the purposes of the Indenture governing the Notes.

Adjusted EBITDA is not a uniformly or legally defined financial measure. It generally represents earnings before interest, taxes, depreciation and amortization. The Group presents Adjusted EBITDA because it believes Adjusted EBITDA facilitates operating performance comparisons from period to period and from company to company by eliminating potential difference caused by variations in capital structures (affecting interest expense), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and book depreciation of tangible assets (affecting relative depreciation expense). The Group also believes that Adjusted EBITDA is a supplemental measure of its ability to meet debt service requirements. Finally, the Group presents Adjusted EBITDA because it believes they are frequently used by securities analysts and investors in evaluating similar issuers.

The Group's Adjusted EBITDA figures are not, however, readily comparable to other companies' Adjusted EBITDA figures, as they are calculated differently and must be read in conjunction with the related additional explanations. Adjusted EBITDA has limitations as an analytical tool, and you should not consider them in isolation, or as an alternative to profit after tax, operating profit or any other performance measures derived in accordance with IFRS or as an alternative to cash flow from operations or as a measure of the Group's liquidity. Some of the limitations concerning Adjusted EBITDA are:

- Adjusted EBITDA does not reflect the Group's cash expenditures for, or future requirements for, capital expenditures or contractual commitments;

- Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements;

- Adjusted EBITDA does not reflect changes in, or cash requirements for, the Group's working capital needs;
- Adjusted EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on the Group's debt;
- Other companies in the Group's industry may calculate Adjusted EBITDA differently than it does, limiting their usefulness as comparative measures; and
- You should also note that Adjusted EBITDA as presented herein is calculated differently from Consolidated EBITDA as defined and used in the Indenture governing the Notes. See the section entitled "*Description of the Notes*" for a description of the manner in which Consolidated EBITDA is defined for purposes of the Indenture governing the Notes.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to the Group to invest in the growth of its business.

The following table reconciles Adjusted EBITDA to profit for the year for the periods indicated:

	For the year ended and as of December 31,			
	2018	2019	2020	2020
	VND	VND	VND	U.S.$
Profit for the year	**991,144,806,156**	**1,500,344,284,214**	**1,529,487,790,713**	**66,217,326**
Current corporate income tax expense	166,482,569,316	400,753,872,662	566,742,488,243	24,536,431
Deferred corporate income tax expense/(income)	18,368,118,983	56,547,396,173	(60,019,901,774)	(2,598,489)
Financial income	(290,514,938,779)	(109,500,174,359)	(175,207,367,261)	(7,585,391)
Finance costs	161,052,745,528	276,811,967,371	313,529,944,757	13,573,900
Depreciation	128,022,156,329	223,057,317,867	186,581,857,242	8,077,836
Gains on remeasurement of investment property	(377,194,352,445)	(1,216,448,660,755)	(157,266,440,142)	(6,808,660)
Adjustment to non cash cost of investment properties sold	–	–	354,792,056,184	15,360,293
Impairment (recovery)/losses	–	604,029,536,069	(70,854,176,473)	(3,067,546)
Adjusted EBITDA	**797,361,105,088**	**1,735,595,539,242**	**2,487,786,251,489**	**107,705,700**

Note: All the components of the above calculations (except for US dollar equivalents) are audited figures, the Adjusted EBITDA figure and US dollar equivalents are unaudited.

(2) Current ratio is calculated as current assets divided by current liabilities.

(3) Interest expense is calculated as the sum of borrowing expenses and interest expenses on lease liabilities.

(4) Capital expenditure is calculated as the sum of capital for property, plant and equipment on cash flow statements.

(5) Adjusted tangible net worth is calculated as the sum of the sum of total equity, minus noncontrolling interest, minus intangible assets, minis deferred tax assets.

(6) DSCR is calculated as opening cash plus Adjusted EBITDA, divided by the sum of interest paid and the current portion of long-term debt paid.

(7) Adjusted debt is calculated as sum of financial debt of the Company and its subsidiaries and affiliate debt.

(8) Adjusted EBITDA is calculated as sum of net income (without effect of any extraordinary gains, any non-cash income, and any gains or losses from sale of assets), plus depreciation expense, interest expense and tax expense.

(9) Adjusted DSCR is calculated by the sum of opening cash, net income, non-cash item, amount of all payment of interest and other charges on financial debt, divided by the sum of scheduled payments of principal of long-term debt and interest and other charges on financial debt of the Company and its subsidiaries.

(10) Adjusted Tangible Net Worth is calculated as the sum of total equity, minus non-controlling interest, deferred tax asset and intangible assets.

Operating Data

	For the year ended December 31,										For the quarter ended							
	2016		2017		2018		2019		2020		March 31, 2020		June 30, 2020		September 30, 2020		December 31, 2020	
	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$	VND	US$
									(unaudited) (million)									
Contracted Sales	**1,902,456**	**82**	**5,488,331**	**236**	**9,540,597**	**413**	**10,314,291**	**447**	**3,808,114**	**165**	**1,240,162**	**54**	**283,879**	**12**	**1,032,343**	**45**	**1,251,730**	**54**
Recurring income portfolio																		
Number of properties	**2**	**–**	**4**	**–**	**5**	**–**	**5**	**–**	**5**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Number of rooms	**371**	**–**	**989**	**–**	**1,448**	**–**	**1,448**	**–**	**1,448**		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*In this Management's Discussion and Analysis, unless the context otherwise requires, references to the "**Group**" are to the Company and its consolidated subsidiaries, and references to "**2018**", "**2019**" and "**2020**" are to the Company's financial years ended December 31, 2018, 2019 and 2020, respectively.*

The following discussion and analysis should be read in conjunction with the audited consolidated financial statements of the Group as at and for the years ended December 31, 2018, 2019 and 2020, together with the accompanying notes, included elsewhere in this Offering Circular. The Group's financial statements were prepared in accordance with IFRS.

This section includes forward-looking statements that involve risks and uncertainties. All statements, other than statements of historical facts, included in this section that address activities, events or developments which the Group expects or anticipates will or may occur in the future are forward-looking statements. These statements are based on assumptions and analyses the Group has made in light of experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate under the circumstances. No assurance can be given that any future results, activities, performance or achievements described in such forward-looking statements will be realized.

All Vietnamese Dong figures expressed in thousands, millions or billions have been rounded to the nearest thousand, million or billion, respectively.

Overview

The Company is a leading tourism-led property developer based in Vietnam. The Company is primarily engaged in the development, sale, leasing, management and operation of a wide range of hospitality, residential and commercial properties within townships located in tourist destinations, supported by complementary facilities and infrastructure provided in the townships. The Company has mainly focused on property developments in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang, which are leading tourist destinations in Vietnam. The Company has also developed Fraser Suites, a serviced apartment in Hanoi, Vietnam, and Crowne Plaza Vientiane in Vientiane, Laos. The Company retains some units of its completed projects to grow its investment portfolio, which provides recurring revenue. The Company's total landbank was approximately 722 hectares as of December 31, 2020, of which 487 hectares were available for development in Quang Ninh, Kien Giang, Vinh Phuc, Ninh Thuan and Hanoi, Vietnam.

Since its establishment in 1994 as part of BIM Group, the Company has successfully completed 22 projects with an aggregate site area of approximately 540,817 square meters. The Company's tourism-led township developments are anchored by one or more hospitality projects, including hotels and serviced apartments, operated under renowned international hospitality brands such as InterContinental Hotels & Resorts, Regent Hotels & Resorts and Park Hyatt. These township developments are supported or will be supported by one or more key attraction pillars, including convenience (including markets, schools and hospitals), art, recreation (including beach, marina, waterpark, pools and cinema), exhibition activities and food and beverage (including beach clubs, restaurants, bars and cafes). These township developments also include residential projects, which include high and low-rise apartments, villas and townhouses, and commercial projects, including shopping malls and shophouses. As of December 31, 2020, the Company had under development 21 projects with an aggregate site area of approximately 2,081,118 square meters in Quang Ninh, Kien Giang, Ninh Thuan and Hanoi in Vietnam. Of the 21 projects that are currently under various stages of development, 11 projects with total site area of 647,514

square meters are under construction and 10 projects with total site area of 1,433,604 square meters are currently in planning, approval or developmental stages. In addition, the Company has one project under construction in Vientiane, Laos with a site area of 8,863 square meters. For the years ended December 31, 2018, 2019 and 2020, the Company's contracted sales at Ha Long Marina Township was VND3,327 billion, VND6,597 billion and VND3,316 billion (US$144 million), which represents 34.9%, 64.0% and 87.1% of the total contracted sales, respectively. For the years ended December 31, 2018, 2019 and 2020, the Company's contracted sales at Phu Quoc Marina Township was VND6,213 billion, VND3,717 billion and VND492 billion (US$21 million), which represents 65.1%, 36.0% and 12.9% of the total contracted sales, respectively.

The Company has primarily focused on tourism-led property development projects in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang. Ha Long Marina Township in Quang Ninh is located in the Northwest coastal area of Vietnam, which is about 155 kilometers from Hanoi, and is near Van Don international airport with a capacity of 2.5 million passengers per year. Quang Ninh province had approximately 14 million and 8.8 million tourist arrivals in 2019 and 2020, respectively, with 23 million tourist arrivals expected in 2030, according to Savills. The Company has completed two hospitality projects, one retail project and eleven residential and commercial projects in Ha Long Marina Township, and the Company's total landbank in Quang Ninh province was approximately 248 hectares as of December 31, 2020, of which 146 hectares were available for development. Phu Quoc Marina Township is located in Phu Quoc island in Kien Giang in the Southeast coastal area of Vietnam, which is served by an international airport in Phu Quoc island with a capacity of seven million passengers per year. Kien Giang province had approximately 8.8 million and 5.4 million tourist arrivals in 2019 and 2020, respectively, with 24 million tourist arrivals expected in 2030, according to Savills. The Company has completed two hospitality projects and four commercial projects in Phu Quoc Marina Township, and the Company's total landbank in Phu Quoc island was approximately 220 hectares in two sites as of December 31, 2020, of which 165 hectares were available for development.

The Company intends to replicate its successful strategy applied in Quang Ninh and Kien Giang to other locations. In addition to its landbank in Quang Ninh and Kien Giang, the Company has approximately 166 hectares in Vinh Phuc, which is about 48 kilometers from Hanoi city center and 20 kilometers from Noi Bai International Airport, 69 hectares in Ninh Thuan, which is near the proposed Bac Van Phong special administrative economic zone, and approximately 7 hectares of land available for development in Hanoi, Vietnam as of December 31, 2020.

The Company collaborates with a wide range of renowned international and local hospitality brands to operate some of its development projects, including hotels, serviced apartments and residences, which cover a broad range of market segments from luxury and upscale to midscale and economy segments. The Company believes these collaborations allow the Company to capture the full spectrum of Vietnamese hospitality segments by offering a balanced portfolio of products with a wide range of price points. The Company also operates some of its development projects, including hotels, residences, shophouses and an office building, and provides various management services, including maintenance, landscaping and security.

The Company has been the recipient of many awards, including the "Best Hotel Architecture" by Asia Pacific Property Awards (2020) for InterContinental Ha Long Bay Residences, "Best Mixed-Use Development" by Asia Pacific Awards (2020) for Grand Bay Ha Long, "Vietnam's Future Project of the Year" by Ashui Awards (2017) for Halong Marina, "Best Mixed-Use Development" by Asia Pacific PropertyAwards (2017) for Phu Quoc Marina, "New Hotel Construction & Design" by Asia Pacific Property Awards (2017) for Regent Phu Quoc, "Best Mixed-Use Development by Asia Pacific Awards (2018) for Phu Quoc Waterfront, "Best Luxury Resort Developer Vietnam 2019" by Dot Property Vietnam Awards (2019),"Hotel Architecture Award" for Park Hyatt Phu Quoc by International Property Awards

(2019), "Vietnam Excellent Brand" by VnEconomy in 2016-2018, "World's Leading New Family Resort", "World's Leading New Luxury Resort" and "World's Leading New MICE Resort 2018" for InterContinental Phu Quoc Long Beach Resort by World Travel Awards 2018, "Best Residential Development" for Citadines Marina Ha Long and "Best Township Landscape Architectural Design" for Halong Marina by The Property Guru Vietnam Property Awards (2019). See "History and Group Structure—History and Group Development."

For the years ended December 31, 2018, 2019 and 2020, the Company had revenue of VND4,432 billion, VND5,025 billion and VND5,696 billion (US$246.6 million), respectively, and profit for the period of VND806 billion, VND1,500 billion and VND1,529 billion (US$66.2 million), respectively. As of December 31, 2020, the Company had total assets of VND40,676 billion (US$1,761 million) and total equity of VND20,157 billion (US$872.7 million).

Key Factors Affecting the Group's Performance

The business, financial condition and results of operations of the Group are affected by a number of factors, many of which are beyond the control of the Group, including those set out below.

Supply and Demand for Hospitality, Residential and Commercial Properties in Vietnam

The Group's main business is the development, sale, leasing, management and operation of a wide range of hospitality, residential and commercial properties within townships located in tourist destinations, supported by complementary facilities and infrastructure provided in the townships. Accordingly, the Group's business, financial condition and results of operations have been, and will continue to be, largely affected by conditions in both the tourism and property sectors in Vietnam.

The income from the Group's sale of properties is primarily dependent on the price achieved from the sale of residential properties (such as, apartments, townhouses, villas, condotels/branded villas and shophouses), the volume of such properties sold and the cost of acquiring land and constructing those properties. The performance of the Group's investment properties (such as, hotels, serviced apartments and retail malls and office developments) are primarily dependent on the rental income generated and expenses related to such investment properties.

Factors Affecting Sales of the Group's Residential Properties/Build-to-Sell Developments

The factors affecting sales of the Group's residential properties or build-to-sell developments include, but are not limited to, local economic conditions, demand for affordable, upper-mid- and high-end residences, number of buyers looking to capture value from growth of tourism in the region, supply of new residences, changes in personal income and household wealth, interest rates, the availability of financing to potential purchasers and applicable regulations.

Factors Affecting the Group's Revenue from Rendering of Hospitality Services

The factors affecting the Group's revenue from rendering of hotel and other related services from its resort properties include, but are not limited to, occupancy and room rates, the number of guests during a given period and their spending on food & beverages, spa and other services.

Factors Affecting Rental Income of the Group from its Offices and Retail Podium

The factors affecting rental income of the Group from its office and retail properties include, but are not limited to, local economic conditions, demand for retail or office space, lease rates, supply of new retail or office space, the financial performance of tenants, consumer spending patterns, inflation and competition from other office or retail properties.

Factors Affecting Rental Income of the Group from Shopping Malls

The factors affecting rental income of the Group from its shopping malls include, but are not limited to, local economic conditions, the conditions of the Vietnam retail market, evolving consumer preferences, changing lifestyles and consumption trends.

Factors Affecting the Group's Operating Expenses

The factors affecting the Group's operating expenses include, but are not limited to, land costs, the price of raw materials, compensation payable for relocation, land clearance costs, transportation costs for construction materials, labor expenses, delays in construction, tax assessments, interest rates, cost of insurance premiums, the cost of management and leasing services provided by third parties, contractor costs and warranty liabilities.

Tourism in Vietnam and the Success of the Group's Existing and Planned Hotels

The Group has primarily focused on tourism-led property development projects in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang, which are leading tourist destinations in Vietnam. The Company has also developed Fraser Suites, a service apartment in Hanoi, Vietnam, and Crowne Plaza Vientiane in Vientiane, Laos. The Company's tourism-led township developments are anchored by one or more hospitality projects, including hotels and serviced apartments, operated under renowned international hospitality brands, such as InterContinental Hotels & Resorts, Regent Hotels & Resorts and Park Hyatt. The Group's ability to attract tourists to its existing and planned hotels is expected to be correlated to the success of such hospitality brands and the management strategies adopted by the Group and its international hotel operator partners. The growth of the Group's hospitality operations also depends on several other factors, including the increase in international and domestic tourism (with respect to hospitality operations), the completion of the transport infrastructure projects for improved access, and the general political stability and security situation in Vietnam as well as government policy with respect to attracting tourists. The occurrence of events with widespread macroeconomic impact such as COVID-19, which has led to travel restrictions and quarantine measures across the globe, has significantly affected the tourism sector. With the reduced numbers in international tourists as a result of the COVID-19 outbreak, several hotels and other hospitality operators have been offering discounted rates and packages to increase occupancy rates.

Pre-sales

Pre-sales constitute an important source of the Group's operating cash inflow during its project development process. Pre-sales comprise of the sale of properties under sale and purchase agreements ("SPA") with purchasers, and, before an SPA can be entered in accordance with Vietnamese laws, construction investment cooperation contracts or service agreements with potential purchasers. See "Business—Pre-Sales" for more information. The Group does not recognize any revenue from the pre-sales of its properties until the development of the properties is completed and the properties are delivered to the purchasers, although portions of the purchase price for a property are typically paid at various stages prior to the delivery of the properties. The amount and timing of cash inflows from pre-sales are affected by a number of factors such as the payment schedule, market demand for properties that are pre-sold and the number of properties available for pre-sales.

Completion of Projects

In the event of a failure or delay in the delivery of the Group's pre-sold properties to purchasers, the Group may be liable for potential losses that purchasers may suffer as a result. Failure to complete a property development on time may be attributed to factors such as the time taken, and the costs involved, in completing construction, which are in turn adversely affected by factors such as delays in obtaining the requisite licenses, permits or approvals from government agencies or authorities, shortages of labor, adverse weather conditions, natural disasters, labor disputes, disputes with contractors, accidents and changes in government priorities and policies. If the delay in delivery extends beyond the contractually specified period, purchasers may also be entitled to terminate the pre-sale agreements and claim refunds of monies paid, damages and compensation for late delivery, which may have a material and adverse effect on the Group, results of operations and financial condition. See "*Risk Factors—Risks associated with the Group's—The Group's business model relies in part upon its ability to finance its property developments through pre-sale arrangements with purchasers and potential purchasers of its properties*".

Fair value of Investment Properties

The Group's investment properties include hotels in operation or under construction, retail and office held for rental income and undeveloped freehold land held for capital appreciation. As of December 31, 2018, 2019, 2020, the Group's aggregate investment properties carried at fair value amounted to VND20,670 billion, VND19,033 billion and VND17,520 billion (U.S.$759 million), respectively. The Group's investment properties are stated at their fair value on its consolidated balance sheets as non-current assets as of each balance sheet date on the basis of valuations by an independent property valuer. Gains or losses arising from changes in the fair value of the Group's investment properties are accounted for as gains or losses on remeasurement of investment property in its consolidated income statements, which may have a substantial effect on its profits. The Group's valuation gains from investment properties for 2018, 2019 and 2020 amounted to VND377 billion, VND1,216 billion and VND157 billion (U.S.$6.8 million), respectively, which comprised 38%, 62% and 8% of the Group's profit before tax for 2018, 2019 and 2020, respectively. Although the fair value of investment property increased over this period, the gain on revaluation in 2020 is lower than 2018 and 2019 due to the impact of COVID 19 pandemic. Accordingly, the Group's valuation gains on remeasurement of investment property represented a substantial portion of the Group's profit before tax for such years.

The property valuation involves the exercise of professional judgment and requires the use of certain bases and assumptions. The fair value of the Group's investment properties may have been higher or lower if the independent property valuer used a different set of bases or assumptions or if the valuation was conducted by other independent property valuers using a different set of bases and assumptions. In addition, upward revaluation adjustments reflect unrealized capital gains on the Group's investment properties as of the relevant balance sheet dates and do not generate any cash inflow available for its operations or potential dividend distribution to its shareholders. The amounts of fair value adjustments have been, and will continue to be, significantly affected by the prevailing property market conditions in Vietnam and may increase or decrease. The Group cannot assure you that similar levels of fair value gains can be sustained or realized in the future. See "*Risk Factors—Risks associated with the Group—The Group's investment properties are stated at their fair value in the Group's financial statements and are therefore subject to adjustment which may result in gains or losses on revaluation which, in turn, may have a substantial effect on the Group's business, results of operations and financial condition*".

Product Mix

Our results of operations and cash flows will vary depending on the proportion of investment properties and plant, property & equipment that generate steady recurring revenue and properties for sale that produce relatively larger but non-recurring revenue. In general, margins on sale of residential properties are generally higher than the margins from our hospitality offerings. For 2018, 2019, 2020, our revenue from sales of real estate was VND2,779 billion, VND4,009 billion and VND5,109 billion, respectively, with a gross margin of approximately 44%, 55% and 56%, respectively. For 2018, 2019 and 2020, our recurring revenue from the rendering of hospitality services, apartment and offices for lease, shopping malls rental and Syrena cruise ship services was VND570 billion, VND931 billion and VND533 billion, respectively, with a gross margin of approximately 7%, 28%, and -1%, respectively. Furthermore, the margins for sales of landed developments (that is, townhouses, villas and shophouses) are generally higher than the margins for sales of apartments and condotels/hotels, therefore the results of operations and the source and amount of cash from the Group's operations may vary significantly from period to period depending on the type of properties we sell. As part of the BIM Group restructuring in May 2018, the sale of shrimps, construction and sales of rice and salt operations were spun off to become a part of the operations of BIM Food and BIM Salt.

Access to and Cost of Financing

Bank borrowing and debt financing are important sources of funding for the Group's property development projects. As at December 31, 2018, 2019 and 2020, the Group's outstanding current and non-current borrowings amounted to VND3,147 billion, VND3,546 billion and VND3,814 billion (U.S.$165 million). See "*Description of Material Indebtedness*" for further details of the various bank borrowing and debt financing of the Group. The Group's principal bankers are Joint Stock Commercial Bank for Foreign Trading of Vietnam ("Vietcombank"), Bank for Investment and Development of Vietnam ("BIDV"), Vietnam Development Bank ("VDB") and Vietnam Joint Stock Commercial Bank for Industry and Trade ("Vietinbank"). The Group also has loan facilities from IFC and Credit Suisse. The Group relies on being able to obtain financing from external sources to fund its contractual obligations and commitments on reasonable terms. However, the availability of funding from external sources and the cost of such funding is subject to a number of factors that are beyond the Group's control, including general economic and capital market conditions, interest rates, credit availability from banks and other lenders, lender and/or investor confidence in the Group, provisions of tax and securities laws which may be applicable to the Group's efforts to raise capital and political and economic conditions in Vietnam and internationally. The Group's access to capital and cost of financing are also affected by restrictions imposed from time to time by the Government on bank lending and/or debt finance for property development. As commercial banks in Vietnam link interest rates on their bank loans to benchmark rates determined by the savings rate paid to depositors, any increase in such benchmark rates may increase the interest costs related to the Group's developments. In addition to external financing, we rely on pre-sales to manage our cash flows and make our capital expenditure decisions partly based on our sales and cash collection prospects. See "*—Pre-Sales*" above.

Ability to Acquire Land Suitable for Property Development

Factors affecting the Group's ability to acquire suitable land include, but are not limited to, competition for land sites, availability of land bank strategically located in coastal and/or key tourism destinations, general economic performance, the price of land, supply of land by the Government, regulations, and the availability of financing. As of December 31, 2020, the Company's total landbank was approximately 722 hectares, of which 487 hectares were available for development in Quang Ninh, Kien Giang, Vinh Phuc, Ninh Thuan and Hanoi, Vietnam. As of March 15, 2021, the Group had completed the acquisition of a 66.67% stake in Green Town JSC, which in turns owns 77% of Thanh Xuan JSC that

owns the Vinh Phuc project. The acquisition of the remaining 12% of the Vinh Phuc project by Green Town JSC is expected to complete in the second quarter of 2021. The Group also intends to increase its stake in Green Town JSC to 68.5% in the second quarter of 2021 and subsequently to 70% at a later stage. Upon the completion of the acquisitions, the Vinh Phuc project will add 166 hectares of landbank to the 384 hectares of landbank owned by the Group in Quang Ninh, Kiên Giang, Ninh Thuan, and Hanoi, Vietnam.

Regulatory Measures affecting the Real Estate Industry and the Tourism Industry in Vietnam

The Group's business activities are regulated by various Government policies, laws and regulations. From time to time, the Government adjusts macroeconomic control policies to encourage or restrict development in the private property sector through measures relating to, among other things, land grants, pre-sales of properties, bank financing and taxation. Through these policies and measures, the Government may restrict or reduce land available for property development, raise base interest rates of commercial banks, place additional limitations on the ability of commercial banks to extend 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. Furthermore, in the past the Government has delayed the granting of the requisite approvals and permits required to commence property development activities. Other political, economic and social factors may also lead to further adjustments and changes of such policies and measures in the future.

For example, prior to the second half of 2008, the Government took various measures to control money supply, credit availability and fixed asset investment with a view to prevent Vietnam's economy from overheating and to achieve a more balanced and sustainable level of economic growth. In November 2010, March and May of 2011, SBV increased the base interest rate in order to curb rising inflation rates and subsequently reduced the base interest rate from March to December of 2012. Following such adjustments, subject to the financial market conditions, the SBV has also adjusted the base interest rate from time to time.

The success of the Group's business strategy to increase the number of development projects and to develop and manage hospitality, residential and commercial properties is contingent upon, among other things, the receipt of all required licenses, permits and authorizations, including, but not limited to, land use right certificates, building, construction and zoning permits and environmental permits. For instance, in early 2013 the Government and Ministry of Finance enacted a new policy which allows local governments to consider the extension of land use fee payment, corporate income tax payment and value added tax payment deadlines in order to help property developers overcome the current market conditions in Vietnam. In 2020, in an attempt to cope with the COVID-19 pandemic, the Government has applied various measures to support the individual and organizational borrowers affected by the pandemic, including, among others, issuing guidance for credit institution to reschedule debts payment periods, exempt and/or reduce loan interests and fees and to retain the debt category to assist the borrowers. Although such policies may have a positive impact on the Group's operations, it remains to be seen how it will be implemented in practice. Vietnamese regulatory measures affecting the real estate industry may impact the Group's business and results of operations by increasing its costs, delaying regulatory approvals and licenses or otherwise affecting existing property interests and demand for its properties.

The Group is also highly susceptible to any regulations or measures adopted by the Government that may restrict bank lending to enterprises, particularly to property developers. Regulations or measures adopted by the Government that are intended to restrict the ability of purchasers to obtain financing or that increase the costs of financing may decrease market demand for the Group's properties and adversely affect its sales revenue and results of operations.

The Group results of operations can be positively impacted by an accommodative regulatory environment. For example, in 2015, the Government eased certain restrictions on the ability of foreign individuals and entities to purchase homes in Vietnam. Also in 2015, Vietnam expanded a visa exemption policy that it has maintained since the early 2000s, and now offers a streamlined visa process for citizens from 40 countries in an effort to promote the tourism and hospitality sectors. In 2015, the Government allowed investment projects in economic zones to enjoy favorable CIT rate of 10% for 15 years, commencing from the first year in which a company generates income (compared to the general CIT rate of 20%), and CIT exemption for four years and 50% reduction for the next nine years, commencing from the first year in which the company generates taxable income. In 2020, to cope with the adverse impact of the COVID-19 pandemic, the Government applied various emergency measure to support the individuals and organizations engaging in real estate and tourism businesses, including but not limited to extension of the timeline for payment of value added tax, corporate income tax and personal income tax and deferral of land rent payment. Government regulations or policies such as these can contribute to greater demand for and affordability of the Group's products, leading to increased sales.

Conversely, Vietnamese regulatory measures may adversely affect our business and results of operations. In real estate, unfavorable regulations could reduce access to mortgage financing, increase land and development costs, imposing additional requirements on developers or development projects, delay the grants of approvals and licenses or otherwise affecting our operations or demand for our units. During the outbreak of the COVID-19 pandemic in Vietnam since early 2020, the Government has imposed advance measures against the escalating spread of the virus in Vietnam, which may adversely affect the tourism and real estate industry. These measure include for example, temporarily restricting entry of international passengers (with the exception of Vietnamese citizen coming back home), implementing a compulsory quarantine regime, enforcing nationwide social distancing for fifteen days starting from April 1, 2020, substantial suspension of public transport (including inter-city traveling, except for extreme necessity) and temporary suspension of enterprises providing non-essential services (or otherwise switched to work-from-home regime). See "*Risk Factors—Risks associated with the Group—The Group's businesses have been, and will continue to be, materially and adversely affected by the COVID-19 coronavirus outbreak and other adverse public health developments.*"

Competition

Vietnam's property development industry is highly competitive. The Group's existing and potential competitors include other major domestic developers and a growing number of foreign developers. The Group's ability to compete is affected by numerous factors, including its ability to acquire suitable development sites, attract upper-middle and high income residential and commercial tenants and purchasers and its ability to secure adequate financial resources.

The Group also operates in the hospitality and leisure industry which is highly competitive. The Group's ability to maintain its relatively high average room rates and achieve high levels of occupancy may be constrained by the competition it faces in the locations in which it operates. The Group experiences significant price competition for its hotel and resorts. Competitive factors at each destination include room rates, quality of accommodation and service, brand recognition and convenience of location, and to a lesser extent, the quality and scope of other amenities. Competition on a location level depends on competing supply, political stability, social conditions, market perception, accessibility of the location, local culture, the location's success in promoting itself as a tourist destination, and other macro-level factors. These and other factors may cause new or existing competitors to significantly lower their rates, or offer improved services or amenities or significantly expand or improve facilities in the locations in which the Group operates and this may have a material and adverse effect on the Group's results of operations and financial condition.

Aside from facing competition within a specific location, the locations in which the Group operates also compete with other tourist locations in Vietnam and elsewhere. In addition, many of the Group's competitors may attempt to replicate its product offerings by launching resorts, hotels and/or spas with similar concepts, features, locations and/or amenities.

Property Market in Vietnam

The Group's business is primarily based in Vietnam, and will continue to be significantly affected by financial and economic developments in or affecting the Vietnamese property market, in particular the Ha Long, Phu Quoc and Vinh Phuc markets, where a significant portion of its projects and land bank are located. Although Vietnam's gross domestic product is forecast to increase, weak economic fundamentals in Vietnam have in the past adversely affected the Vietnamese property market. The Vietnamese property market has experienced cyclicality, and property values in Vietnam have been affected by, among other factors, the supply for and demand for comparable properties, the rate of economic growth in Vietnam and political and social developments and stability. A downturn in domestic economic conditions may, among other things, cause urbanization to slow and consumer disposable income to cease growing or decline, resulting in reduced demand for new property developments, weaker consumer purchasing power and an adverse shift in consumer spending patterns away from real estate. See "*Risk Factors—Risks associated with the Group—The Group is highly dependent on the performance of the property market in Vietnam. The Group's business is and will continue to be affected by economic and market conditions in Vietnam, which may in turn be affected by global macroeconomic conditions.*"

Impact of the COVID-19 pandemic

The COVID-19 pandemic and the resulting economic downturn have materially and adversely affected our business and results of operations, in particular, our hospitality operations. Governments and health authorities around the world have imposed sweeping measures designed to contain the pandemic, including, among others, travel restrictions, border closures, curfews, quarantines, cancelations of gatherings and events and closures of universities, schools, restaurants, stores and other businesses, leading to, among other things, broad reductions in general consumption and economic activity and major disruptions to international travel and global air traffic.

As a result of the national and global travel restrictions and quarantine measure that have been implemented in an attempt to counter the spread of COVID-19, the Group's hospitality operations have been heavily impacted by reduced occupancy levels, which is expected to continue into the first half of 2021. According to Vietnam National Administration of Tourism ("VNAT"), there were 3.7 million international visitors to Vietnam in 2020, a 79.5% decline from 2019, and domestic visitors also declined 34.1% to 56 million in 2020 compared to 2019. Total tourism revenue in Vietnam was VND300 trillion in 2020, a 60.6% decline from 2019 according to Savills. Accordingly, our hospitality operations are significantly more limited than before the COVID-19 outbreak. For 2020, revenue from the Group's hospitality operations amounted to VND314.4 billion (U.S.$14 million), a 55% reduction from VND695 billion in 2019, while the revenue per available room decreased by 43% from VND0.97 million in 2019 to VND0.55 million in 2020. Likewise, the occupancy rate fell by 22% from 49% for 2019 to 27% for 2020.

Due to COVID-19, the Group delayed the launch of three new projects, the Grand Bay Villas, Grand Bay Resort and ICON 40, in 2020, and also delayed the construction of these projects. Any delays in launches of projects adversely affects the Group's revenue and cashflow and any resurgence of COVID-19 or similar outbreaks may affect the construction timeline of projects that are already launched or under construction. 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.

Contracted sales of real estates decreased by 63.1% to VND3,808 billion (U.S.$165 million) in 2020 from VND10,314 billion in 2019. Revenues from recurring income portfolio (mainly hospitality business) decreased by 43.0% to VND533 billion (U.S.$23 million) in 2020 from VND931 billion in 2019. However, there was no material delay in the construction of existing projects, and therefore, revenues in 2020 continued to improve compared to 2019.

In response to the COVID-19 pandemic, the Group also took disciplined cost measures, while proactively capitalizing on possible growth opportunities:

- In connection with sale of real property, the Group delayed the launch of projects that were scheduled to be launched in the second quarter of 2020 by six months or more, continued to focus on maintaining construction schedules and delivery targets, which result in no major delays in construction and handovers in 2020, and proactively looked for attractive opportunities to increase its land bank. It also promoted mortgage packages allowing the Group to lock in 95% of the purchase price of its properties in cash payment upfront, which resulted in the percentage of buyers with mortgage increasing from 8% in 2019 to 55% in 2020, and also continued to focus on cash collection management on on-going projects. The Group also increased its focus on repeat customers and focused on market segments that have demonstrated strong demand, such as premium products.

- With respect to projects that have been launched and pre-sold, we continued with the construction and handover in accordance with the sale purchase agreements. We re-launched the remaining inventory of Green Bay Garden in 2020 at an average selling price of VND23 million per square meter, which was higher than the average selling price of VND19 million per square meter in 2019. We also launched the Intercontinental Ha Long Bay Residences, our flagship project and the first 5-star resort in Ha Long in the third quarter of 2020 at an average selling price of VND68 million per square meter. As of the date of this Offering Circular, 18 out of 28 villa units have been sold.

- In connection with products that generate recurring income, the Group shifted sales and marketing resources to target domestic tourists given the impact of COVID-19 on international travel and developed new tailored package and marketing programs to promote on-site revenue, increase length of stay and attract new customer segments.

- In terms of cost management strategies, the Group achieved cost savings of approximately VND141 billion (US$6.1 million) in 2020, through a variety of measures, including instituting a leave without pay program from April 2020 onwards, implementing work optimization tools to maintain adequate headcount, limiting in-use hotel rooms to reduce utilities and cleaning expenses and expanded our procurement cost management through InterContinental Hotels Group's e-procurement program, Purchase Plus.

The Group believes these measures helped to minimize the negative effect of COVID-19 on the Group's operations, including maintaining the Group's employees to prepare for the recovery ahead. As a result of the foregoing measures, the Group's hospitality properties were able to achieve a superior revenue capability and are expected to result in robust revenue in the Group's recurring income portfolio.

Given the high uncertainties associated with the COVID-19 pandemic at the moment, however, it is difficult to predict how long these conditions will last and the extent to which the Group may be affected and whether any recovery could be sustained. Should the disruption to our operations continue, it may materially and adversely affect the Group's results of operations and financial condition and may also damage its reputation. See "Risk Factors—Risks associated with the Group—The Group's businesses have been, and will continue to be, materially and adversely affected by the COVID-19 coronavirus outbreak and other adverse public health developments."

Significant Accounting Estimates and Assumptions

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities at the end of each reporting period. Notes to the Group's audited consolidated financial statements included elsewhere in this Offering Circular describe the significant accounting judgments, estimates and assumptions that the Group uses in preparing those statements. The Group believes the most complex and sensitive judgments, because of their significance to Group's financial statements, result primarily from the need to make estimates about the effects of matters that are inherently uncertain. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which enable the fair presentation of our financial position and results of operations. Actual results in these areas could differ materially from management estimates. The most significant areas involving our management judgments and estimates are described below.

Valuation of property

The fair value of investment property is determined by independent property valuation experts using recognized valuation techniques. These techniques comprise the discounted cash flow method (for investment properties in operation) and the adjusted direct comparison approach (for undeveloped land).

Property under construction is also valued at fair value as determined by independent real estate valuation experts, except is such values cannot be readily determined. In the exceptional cases when a fair value cannot be readily determined, such properties are recorded at cost. The fair value of property under construction is determined using the discounted cash flow approach.

The determination of the fair value of property requires the use of estimates such as future cash flows from assets (such as leasing, tenants' profiles, future revenue streams, capital values of fixtures and fittings, plant and machinery, any environmental matters and the overall repair and condition of the property) and the discount rates applicable to those assets. In addition, development risks (such as construction and leasing risks) are also taken into consideration when determining the fair value of investment properties under construction. These estimates are based on local market conditions existing at the reporting date.

There is a certain degree of volatility in the commercial property market in Vietnam. Therefore, in arriving at their estimates of market values as at December 31, 2018, 2019 and 2020, the independent property valuation experts used their market knowledge and professional judgment and did not rely solely on historical transactional comparables. In these circumstances, there is a greater degree of uncertainty than exists in a more active market in estimating the market values of property.

These estimated fair values may differ from the prices at which the Group's properties may be sold at a particular time, since actual selling prices are negotiated between willing buyers and sellers. Also, certain estimates require an assessment of factors not within the directors' control, such as overall market conditions. As a result, actual results of operations and realization of these properties could differ from the estimates set forth in the financial statements, and the difference could be significant. See notes 4.2.3, 13 and 15 of the audited consolidated financial statements of the Group as at and for the years ended December 31, 2020 and 2019 contained elsewhere in this Offering Circular. See also "*Risk Factors—Risks associated with the Group—The Group's investment properties are stated at their fair value in the Group's financial statements and are therefore subject to adjustment which may result in gains or losses on revaluation which, in turn, may have a substantial effect on the Group's business, results of operations and financial condition*".

Impairment of land and hotel buildings

Impairment exists when the carrying value of land and hotel buildings exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of the asset disposal. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for remaining useful lives of hotel buildings excluding restructuring activities that the Group has not yet committed to or significant future investments that will enhance the performance of the hotel buildings being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the future cash inflows and the growth rate used for extrapolation purposes. See note 13 to the audited consolidated financial statements of the Group as at and for the years ended December 31, 2020 and 2019 contained elsewhere in this Offering Circular for key assumptions used to determine the recoverable amount for the impaired hotel, including sensitivity analysis.

Critical Accounting Policies

The following is a selection of some of the Group's critical accounting policies. Details of the Group's other critical accounting policies are set out in full in the audited consolidated financial statements of the Group included elsewhere in this Offering Circular.

Property, Plant and Equipment

Land and buildings held for use in the production or supply of goods or services, generally the Group's hotel land and building, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each year.

Any revaluation increase arising on the revaluation of such land and buildings is recognized in other comprehensive income and accumulated in equity, except to the extent that it reverses a revaluation decrease for the same asset previously recognized in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such land and buildings is recognized in profit or loss to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

Assets under construction include sites where new hotels are currently being developed and major development projects at hotels which are currently operational. These sites and the accumulated capital investment are recorded at fair value in the consolidated financial statements. Borrowing costs incurred in the construction of major assets, which take a substantial period of time to complete are capitalized in the financial period in which they are incurred. Once construction is complete and the hotel is operating, the assets will be transferred to land and buildings at fair value. Depreciation will commence when the asset is available for use.

Depreciation on revalued buildings is recognized in profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings.

Other property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognized so as to write off the cost or valuation of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

Buildings and structures	3 to 50 years
Machinery and equipment	3 to 10 years
Motor vehicles	3 to 10 years
Office equipment	3 to 10 years
Others	3 to 10 years

Freehold land is not depreciated. Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Property held under operating leases is classified and accounted for by the Group as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Land held for capital appreciation including the lands where no development activities have been carried out within the normal operating cycle. Such land is classified as investment property under construction.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment property is carried at fair value. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value. Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable. Investment properties under construction for which the fair value cannot be determined reliably, but for which the Group expects that the fair value of the property will be reliably determinable when the construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or the construction is completed—whichever is earlier.

It may sometimes be difficult to determine reliably the fair value of the investment property under construction. In order to evaluate whether the fair value of an investment property under construction can be determined reliably, management considers the following factors, among others:

- The provisions of the construction contract;
- The stage of completion;
- Whether the project/property is standard (typical for the market) or non-standard;
- The level of reliability of cash inflows after completion;
- The development risk specific to the property;
- Past experience with similar constructions;
- Status of construction permits.

Fair value is based on active market prices, adjusted, if necessary, for differences in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. Valuations are performed as of the financial position date by professional valuers who hold recognized and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the consolidated financial statements.

The fair value of investment property reflects, among other things, rental income from current leases and other assumptions market participants would make when pricing the property under current market conditions.

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the year in which they arise.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal.

Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in the consolidated statement of profit or loss and other comprehensive income within net gain from fair value adjustment on investment property.

Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year in which the property is derecognized.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

If an item of owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under IAS 16. Any resulting increase in the carrying amount of the property is recognized in profit or loss to the extent that it reverses a previous impairment loss, with any remaining increase recognized in other comprehensive income and increase directly to equity in revaluation surplus within equity. Any resulting decrease in the carrying amount of the property is initially charged in other comprehensive income against any previously recognized revaluation surplus, with any remaining decrease charged to the consolidated statement of profit or loss and other comprehensive income.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

When it is not possible to estimate the recoverable amount of each individual asset, the Company estimates recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise, they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Inventories

Inventory property

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost and net realizable value. Cost includes:

- Freehold and leasehold rights for land;
- Amounts paid to contractors for construction;
- Borrowing costs, planning and design costs, costs of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Net realizable value is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date and discounted for the time value of money if material, less costs to completion and the estimated costs of sale.

The cost of inventory recognized in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

Other inventories

Inventories are carried at the lower of cost incurred in bringing each product to its present location and condition and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of the business less the estimated costs to complete and the estimated costs necessary to make the sale.

The costs of materials, tools, supplies and goods comprise their purchase prices and other related costs and are calculated using the weighted average method.

The costs of construction materials comprise the purchase prices and other related costs, and are calculated using the specific identification method.

Revenue Recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control of a product or service to a customer.

Sale of property

Sale of property is recognized in profit and loss when the control over the asset is transferred to the customer. The Board of Management also assesses whether the contractual term of agreement and legal regulations meet the criteria of sale recognition.

A property is also regarded as sold when the control of it has been transferred to the customer under those agreements which are under legal form of a lease.

As for the contract of property sales with multiple obligations, the Company recognizes revenue once the obligation satisfied and at the same time, defers the revenue relating obligations that will be performed in the future.

Rental income

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease except for contingent rental income which is recognized when it arises. Indirect costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Rendering of services

Revenue from hotel and other relating services is recognized when the control of services is transferred to a customer.

Interest income

Interest income is recognized when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend

Income is recognized when the Company's and its subsidiaries' right to receive the payment is established, which generally when the shareholders approve the dividend.

Sale of other goods

Sale is recognized when the Group transfers control of a product to a customer, usually upon the delivery of the goods.

Contract Costs

Costs to obtain a contract that would have been incurred irrespective of whether the contract was obtained are recognized as an expense when incurred, unless those costs are explicitly chargeable to the customer irrespective of whether the contract is obtained.

The incremental costs of obtaining a contract with a customer are recognized as an asset if the entity expects to recover those costs. Those incremental costs are costs incurred to obtain a contract with a customer that would not have been incurred if the contract had not been obtained.

Contract costs are commission fee incurred when the contract for sales of properties was obtained, and will be recognized as selling expenses when control over properties is handed over to buyers and revenue is recognized.

Leases

The Company as lessor

The Company enters into lease agreements as a lessor with respect to some of its investment properties. The Company also rents equipment to retailers necessary for the presentation and customer fitting and testing of footwear and equipment manufactured by the Company.

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognized as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of IFRS 9, recognizing an allowance for expected credit losses on the lease receivables.

Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortized cost (i.e. after a deduction of the loss allowance).

When a contract includes lease and non-lease components, the Company applies IFRS 15 to allocate the consideration under the contract to each component.

The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;

- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;

- The amount expected to be payable by the lessee under residual value guarantees;

- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and

- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;

- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used);

- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in 'Other expenses' in profit or loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

The Company has not used this practical expedient. For contracts that contain a lease component and one or more additional lease or non-lease components, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's current tax is determined based on the tax rate in effect at the end of the year.

Deferred tax

Deferred tax is recognized on temporary differences between carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using balance sheet liability method. Deferred tax liabilities are generally recognized for all temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period, and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at tax rates expected to apply in the period in which the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The Board of Management of the Company reviewed the Company's investment property portfolios and concluded that none of the Company's investment properties relating to undeveloped freehold lands are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the Board of Management has determined that the 'sale' presumption set out in the amendments to IAS 12 is not rebutted.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levies by the same tax authority and the Company intends to pay current income tax on a net basis.

Current income taxes and deferred income taxes during the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Components of Income for the Group

Revenue

The Group's revenue is primarily derived from the following sources, after the elimination of intra-group transactions and deduction of sales discounts and sale returns:

- the sale of properties, including apartments, condo-hotels, shop houses, ocean villas and land use rights;
- rendering of hospitality services, including resort hotels, entertainment areas and other services;
- rental income from leasing apartments and offices;
- rental income from leasing shopping malls;
- construction materials trading;
- investment income, including interest and dividend income; and
- Syrena cruise ship services and sale of other goods and services.

The Group derives substantially all of its revenue from its operations in Vietnam.

The table below sets forth a breakdown of the Group's revenue in absolute terms and as a percentage of total revenue for the periods indicated:

	For the year ended December 31,						
	2018		2019		2020	2020	
	VND (million) (audited)	%	VND (million) (audited)	%	VND (million) (audited)	U.S.$ ('000) (unaudited)	%
Sale of real estates	2,778,806	62.9	4,009,433	79.8	5,108,871	221,182	88.1
Hospitality services	288,136	6.5	695,149	13.8	314,413	13,612	5.4
Apartments and offices rental	198,958	4.5	155,022	3.1	175,119	7,582	3.0
Shopping malls rental	55,255	1.2	55,820	1.1	38,413	1,663	0.7
Construction materials trading	171,825	3.9	45,025	0.9	40,952	1,773	0.7
Sale of shrimps, rice and salt and construction[(1)]	657,427	18.6	–	–	–	–	–

	For the year ended December 31,						
	2018		2019		2020	2020	
	VND (million) (audited)	%	VND (million) (audited)	%	VND (million) (audited)	U.S.$ ('000) (unaudited)	%
Syrena cruise ship services	28,078	0.6	25,502	0.5	4,923	213	0.1
Other goods and services	257,192	2.1	59,108	1.2	115,144	4,985	2.0
	4,435,677		**5,045,061**		**5,797,835**	**251,010**	**100.0**
Sale Deductions							
Discounts	(3,365)	(0.1)	(4,174)	(0.1)	(64,577)	(2,795.8)	63.5
Sale returns	–	–	(15,406)	(0.3)	(37,076)	(1,605.2)	36.5
	(3,365)	(0.1)	(19,581)	(0.4)	(101,654)	(4,401.0)	
Revenue	**4,432,311**	**100.0**	**5,025,480**	**100.0**	**5,696,181**	**246,609**	**100.0**

Note:

(1) The sale of shrimps, construction and sales of rice and salt operations were spun off to an affiliate as part of the BIM Group restructuring in May 2018.

Revenue represents proceeds from the leasing of the Group's investment properties, the sale of properties developed by the Group and rendering of hospitality and other ancillary services. As the Group derives substantially all of its recurring revenue from hospitality services, its results of operations for a given period are influenced by the occupancy and room rates, the number of guests to the hotels/resorts during a given period and their spending on food & beverages, spa and other services.

As the Group may derive a substantial amount of its total revenue in a particular year or period from the sale of completed properties, its results of operations for any particular year or period may be dependent upon the type and the GFA of properties it has completed during that period, the market demand for those properties and the sale price it is able to obtain for such properties. Conditions in the property markets in which the Group operates change from period to period and are significantly affected by the general economic, political and regulatory developments in Vietnam. See "*—Key Factors Affecting the Group's Performance*".

Timing of revenue recognition from the sale of properties is dependent on the stage of development of the Group's properties. In accordance with IFRS, the Group recognizes revenue from sales of property to end users and wholesalers (excluding sales of property to sub-developers and certain other third parties) at the time of the completion of construction and the delivery of the property to the end user, when the significant risks and rewards of ownership of the properties have passed from the Group to the end user. For its development and sale of property to sub-developers and other third parties, the Group does not recognize any revenue until the Group pays the land use fees relating to such property and hands over the property, even though a portion of the purchase price is typically paid by the sub-developer or third party at various stages prior to the properties being handed-over. Before handing over the property, deposits and purchase price, or portions thereof, received are recorded under "trade and other payables", a current liability, on the balance sheet.

Consistent with customary practice in the property development industry in Vietnam, after satisfying the conditions for pre-sales according to applicable Vietnamese laws and regulations, the Group typically enters into purchase contracts with customers while the properties are still under development. See "*Business—Pre-Sales*". The commencement of pre-sales varies from project to project and depends on the complexity and scale of the development in question as well as market conditions at the relevant time. The Group does not recognize any revenue from the pre-sales of its properties until the development of such properties is completed and the properties are delivered to the purchasers, even though a portion of the purchase price for a property is typically paid at various stages prior to the delivery of such properties.

The following table sets forth the Group's gross revenue from sale of properties for the periods specified.

	For the year ended December 31,						
Sale of Properties	**2018**		**2019**		**2020**		
	VND (billion)	**%**	**VND (billion)**	**%**	**VND (billion)**	**U.S.$ (million)**	**%**
Ha Long	**1,218**	**43.8**	**2,072**	**51.7**	**3,601**	**156**	**70.5**
Green Bay Premium	477	17.2	27	0.7	1	0	0.0
Green Bay Garden – Phase I	–	–	414	10.3	595	26	11.7
Ha Long Marina Square	–	–	861	21.5	537	23	10.5
Citadines Marina Ha Long	–	–	–	–	614	27	12.0
Royal Lotus Halong Resort & Villas	98	3.5	11	0.3	22	1	0.4
HL Shophouse Premium	30	1.1	10	0.3	–	–	–
Greenbay	9	0.3	81	2.0	–	–	–
Pearl Villas	7	0.3	310	7.7	83	4	1.6
Little Vietnam	3	0.1	–	–	–	–	–
Sunrise Apartment (Phase 2)	61	2.2	(0)	–	–	–	–
Greenbay Village	82	3.0	21	0.5	–	–	–
Land plots at Hung Thang	451	16.2	337	8.4	374	16	7.3
Aqua City	–	–	–	–	–	–	–
Harbor Bay	–	–	–	–	1,374	59	26.9
Phu Quoc	**1,561**	**56.2**	**1,937**	**48.3**	**1,508**	**65**	**29.5**
InterContinental Phu Quoc Long Beach Resort	786	28.3	13	0.3	13	1	0.2
Waterfront B14	585	21.1	–	–	–	–	–
Waterfront B2356	–	–	284	7.1	689	30	13.5
Waterfront B89	190	6.8	–	–	–	–	–
Marina Square Phu Quoc	–	–	288	7.2	669	29	13.1
Regent Phu Quoc	–	–	1,352	33.7	137	6	2.7
Total	**2,779**	**100**	**4,009**	**100**	**5,109**	**221**	**100**

The following table sets forth the Group's average selling price by property for the periods specified.

Average Selling Prices	For the year ended December 31, 2018 (VND per sq.m.)	2019 (VND per sq.m.)	2020 (VND per sq.m.)	2020 (U.S.$ per sq.m.)
Ha Long Bay				
Shophouses	15,631,886	14,970,080	16,765,279	725.8
Apartments	17,660,684	20,173,352	22,975,670	994.7
Townhouses	14,031,933	21,989,584	–	–
Villa OCC	17,444,127	21,176,815	–	–
Villa RPA	–	–	67,918,493	2,940.4
Condotels	35,344,258	39,929,128	30,145,077	1,305.1
Phu Quoc Island				
Shophouses	16,209,585	16,849,536	16,018,180	693.5
Villas	–	28,725,039	32,675,405	1,414.6
Villas PRA	48,732,865	95,070,978	89,739,514	3,885.2
Condotels	68,986,533	64,054,510	83,414,164	3,611.3

The following table sets forth a breakdown of the Group's revenue from the provision of hospitality services by hotel for the periods specified.

Hotels	For the year ended December 31, 2018 VND (million)	2019 VND (million)	2020 VND (million)	2020 U.S.$ ('000)
Fraser Suites Hanoi (Tower A)				
Room revenue	151,260	144,242	120,461	5,215
Other revenue	6,640	6,409	5,466	236
Total revenue	**157,908**	**150,651**	**125,927**	**5,451**
RevPAR	2.252	2.183	1.971	–
Crown Plaza Vientiane				
Room revenue	102,498	114,093	38,461	1,665
F&B revenue	69,428	78,955	33,383	1,445
Other revenue	3,737	4,876	1,806	78
Total revenue	**175,664**	**197,923**	**73,651**	**3,188**
RevPAR[(1)]	0.525	0.585	0.212	–

Hotels	For the year ended December 31,			
	2018	2019	2020	2020
	VND (million)	VND (million)	VND (million)	U.S.$ ('000)
Intercontinental Phu Quoc Long Beach Resort				
Room revenue	61,861	200,884	101,489	4,393
F&B revenue	36,089	106,287	61,344	2,655
Other revenue	3,862	14,729	18,021	0,780
Total revenue	**101,812**	**321,900**	**180,854**	**7.829**
RevPAR	0.695	1.199	0.607	–
Royal Lotus Halong Resort & Villas				
Room revenue	46,143	64,932	14,989	648
F&B revenue	19,276	27,278	15,721	680
Other revenue	4,385	6,852	1,979	85
Total revenue	**69,805**	**99,062**	**32,690**	**1,415**
RevPAR	0.270	0.354	0.101	–
Halong Plaza Hotel				
Room revenue	28,860	28,135	10,435	0.451
F&B revenue	15,723	15,299	9,414	407
Other revenue	4,751	4,618	1,666	72
Total revenue	**49,333**	**48,051**	**21,515**	**931**
RevPAR	0.427	0.417	0.154	–

Note:

(1) The RevPAR for the years ended December 31, 2018, 2019 and 2020 for Crown Plaza Vientiane are in LAK million.

Cost of Sales

Cost of sales mainly comprise the costs incurred from:

- the sale of properties, including residential apartments, condo-hotels, shop houses, ocean villas and land use rights;
- rendering of hospitality services, including resort hotels, entertainment areas and other services;
- leasing apartments and offices;
- leasing shopping malls;
- construction materials trading;
- investment income, including interest and dividend income; and
- Syrena cruise ship services and sale of other goods and services.

The table below sets forth a breakdown of the Group's cost of sales in absolute terms and as a percentage of the total cost of sales for the periods indicated:

	For the year ended December 31,						
	2018		2019		2020	2020	
	VND (million) (audited)	%	VND (million) (audited)	%	VND (million) (audited)	U.S.$ ('000) (unaudited)	%
Sale of real estates	1,561,337	49.6	1,792,433	69.5	2,239,673	96,964	77.6
Hospitality services	326,473	10.4	576,140	22.3	443,076	19,182	15.4
Apartments and offices rental	134,503	4.3	53,142	2.1	68,425	2,962	2.4
Shopping malls rental	44,011	1.4	16,549	0.6	12,644	547	0.4
Construction materials trading	193,700	6.2	40,470	1.6	36,420	1,577	1.3
Sale of shrimps, rice and salt and construction[(1)]	737,413	23.4	–	–	–	–	–
Syrena cruise ship services	27,822	0.9	26,122	1.0	12,308	533	0.4
Other sale of other goods and services	123,629	3.9	75,276	2.9	73,652	3,189	2.6
Cost of Sales	**3,148,889**	**100.0**	**2,580,132**	**100.0**	**2,886,198**	**124,954**	**100.0**

Note:

(1) The sale of shrimps, construction and sales of rice and salt operations were spun off to an affiliate as part of the BIM Group restructuring in May 2018.

The Group's cost of sales for sales of real estates includes the cost of land, raw materials, project management and labor costs. Costs of sales for hospitality services include costs of food and beverage, salaries, utilities and other costs of services and supplies relating to hospitality. Cost of sales for apartments, offices and shopping malls rental include electricity, repair and maintenance fees and fees for leasing, property management services and land rental fees. Other costs of sales include cost of raw materials, cost of outsourced services, depreciation expense and utility expenses.

Gains on Remeasurement of Investment Property

Gains on remeasurement of investment property comprise gains on revaluation of investment properties during the relevant period. Investment property is land bank held for long-term investment.

Other Income

Other income primarily comprises income from disposal of fixed assets and contract penalties.

Financial Income

Financial income consists primarily of interest income derived from interest on loans and deposits, including loans the Group has made to related parties and other financial income.

Selling Expenses

Selling expenses primarily comprise salary expenses for selling and marketing staff, costs of outsourced services such as advertising and promotion expenses (incurred during holidays and special events) and other selling expenses.

The table below sets forth a breakdown of the Group's selling expenses in absolute terms and as a percentage of the total selling expenses for the periods indicated:

	For the year ended December 31,						
	2018		2019		2020	2020	
	VND (million) (audited)	%	VND (million) (audited)	%	VND (million) (audited)	U.S.$ ('000) (unaudited)	%
Salary expenses	20,465	4.5	35,309	8.4	20,186	874	4.0
Outsourced services	360,267	79.8	332,881	79.6	459,762	19,905	90.9
Others	70,747	15.7	50,082	12.0	35,773	1,549	7.1
Total	**451,479**	**100.0**	**418,272**	**100.0**	**506,017**	**22,328**	**100.0**

General and Administrative Expenses

General and administrative expenses primarily comprise salary expenses for management staff, office supplies and costs of outsourced services, such as auditing fees, consulting fees and other expenses such as utility fees and tax fees.

The table below sets forth a breakdown of the Group's general and administrative expenses in absolute terms and as a percentage of the total general and administrative expenses for the periods indicated:

	For the year ended December 31,						
	2018		2019		2020	2020	
	VND (million) (audited)	%	VND (million) (audited)	%	VND (million) (audited)	U.S.$ ('000) (unaudited)	%
Salary expenses for management staff	146,903	44.2	205,186	38.8	160,709	6,958	41.5
Office supplies	7,035	2.1	2,621	0.5	31,807	1,377	8.2
Outsourced services	68,725	20.7	185,704	35.1	128,866	5,579	33.2
Others	109,616	33.0	135,384	25.6	66,225	2,867	17.1
Total	**332,279**	**100.0**	**528,896**	**100.0**	**387,607**	**16,781**	**100.0**

Other Expenses

Other expenses mainly include remaining value of disposal of fixed assets.

Share of Losses of Associates and Joint Ventures

Share of losses of associates and joint ventures relates to the Group's share of the losses of its associates.

Impairment Recovery/(Losses)

Impairment losses comprise recognition of losses resulting from an impairment review. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years.

As of December 31, 2019, an impairment review led to the recognition of an accumulated impairment amount of VND593.3 billion on Intercontinental Phu Quoc—a hotel under the operation of Syrena Phu Quoc JSC and an impairment amount of VND9.4 billion on Crown Plaza—a hotel under operation of BIM Vientiane. Accordingly, an impairment loss of VND604 billion was recognized in 2019.

As of December 31, 2020, an impairment review led to the recognition of an accumulated impairment amount of VND503 billion on Intercontinental Phu Quoc—a hotel under the operation of Syrena Phu Quoc JSC. A reversal of impairment loss of VND71 billion was recognized in 2020.

Finance costs

Finance costs comprise borrowing expenses, interest expense on lease liabilities, loss on exchange rate differences and other financial expenses.

Current Corporate Income Tax Expense

The current corporate income tax payable is based on taxable profit for the relevant period. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are non-taxable or non-deductible. The Group's liability for current tax is calculated using tax rates that have been enacted as of the balance sheet date. As of December 31, 2020, the corporate income tax rate was 20% (20% in 2019).

The Group's tax returns are subject to examination by the tax authorities. Because the application of tax laws and regulations to many types of transactions is susceptible to varying interpretations, the amounts reported in the financial statements could change at a later date upon final determination by the tax authorities.

For BIM concrete products and construction materials trading project, the Group is entitled to the incentive tax rate of 10% within 15 years—tax exemption for the first four years and a reduction of 50% for the following nine years, applied continuously from the first year the Group has taxable income. 2020 is the fourth year the Group is entitled to this incentive tax rate.

Deferred Corporate Tax Expense

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Non-controlling interests

Non-controlling interests represent the Group's profits or losses after taxation that are attributable to minority shareholders of its non-wholly-owned subsidiaries.

Results of Operations

The following table sets forth, for the periods indicated, certain items derived from the Group's consolidated income statements.

	For the year ended December 31,			
	2018	**2019**	**2020**	**2020**
	VND (million) (audited)	**VND (million) (audited)**	**VND (million) (audited)**	**U.S.$ ('000) (unaudited)**
Revenue	4,432,311	5,025,480	5,696,181	246,609
Cost of sales	(3,148,889)	(2,580,132)	(2,886,198)	(124,954)
Gross profit	**1,283,422**	**2,445,348**	**2,809,983**	**121,655**
Gain on measurement of investment properties	377,194	1,216,449	157,266	6,809
Other income	12,350	45,853	109,074	4,722
Financial income	290,515	109,500	175,207	7,585
Selling expenses	(415,479)	(418,272)	(515,721)	(22,328)
General and administrative expenses	(332,279)	(528,896)	(387,607)	(16,781)
Other expenses	(27,416)	(26,547)	(65,397)	(2,831)
Share of losses of associates and joint ventures	(110)	(4,949)	(3,920)	(170)
Impairment recovery/(losses)	–	(604,029)	70,854	3,068
Finance costs	(161,053)	(276,812)	(313,530)	(13,574)
Profit before tax	**991,145**	**1,957,645**	**2,036,209**	**88,155**
Current corporate income tax expense	(166,483)	(400,754)	(566,742)	(24,536)
Deferred corporate tax expense	(18,368)	(56,547)	60,020	2,598
Profit for the year	**806,294**	**1,500,344**	**1,529,487**	**66,217**

	For the year ended December 31,			
	2018	2019	2020	2020
	VND (million) (audited)	VND (million) (audited)	VND (million) (audited)	U.S.$ ('000) (unaudited)
Attributable to: Owners of the Company	787,319	1,465,705	1,513,715	65,534
Non-controlling interests	18,975	34,639	15,773	683
	806,294	**1,500,344**	**1,529,487**	**66,217**
Other comprehensive income for the year:				
Items that will not be reclassified subsequently to profit or loss:				
Gains/(Losses) on revaluation of lands and hotel buildings in operation or under construction	(253,234)	(438,793)	134,892	5,840
Share of other comprehensive income of associates	7,404	(31,102)	340	15
Income tax relating to items that will not be reclassified subsequently to profit or loss	50,647	87,759	(26,978)	(1,168)
Other comprehensive income/(loss) for year, net of income tax	(195,183)	(382,137)	108,254	4,687
Total comprehensive income for the year	**611,111**	**1,118,207**	**1,637,742**	**70,904**
Attributable to: Owners of the Company	584,297	1,051,405	1,613,315	69,847
Non-controlling interests	26,814	66,802	24,427	1,058
	611,111	**1,118,207**	**1,637,741**	**70,904**

Year Ended December 31, 2020 Compared to Year Ended December 31, 2019

Revenue

The Group's revenue increased by 13.4% to VND5,696 billion (U.S.$246.6 million) in 2020 from VND5,025 billion in 2019, primarily attributable to an increase in the sale of real estates to VND5,109 billion in 2020 from VND4,009 billion in 2019, which was mainly due to the sale of projects such as Harbor Bay, Citadines Marina Ha Long, Ha Long Marina Square, Marina Square Phu Quoc and Waterfront Phu Quoc B2356. The Group's revenue from apartments and offices rental income also increased to VND175 billion in 2020 from VND155 billion in 2019. The increase in revenue was partly offset by decreases in (i) revenue generated from hospitality services to VND314 billion in 2020 from VND695 billion in 2019, mainly due to the impact of COVID-19 on our hospitality operations, (ii) shopping malls rental income to VND38 billion from VND56 billion in 2019, (iv) construction materials trading income to VND41 billion in 2020 from VND45 billion in 2019 and (v) revenue from Syrena cruise ship services to VND5 billion in 2020 from VND26 billion in 2019. The Group's sales deductions comprising discounts and sale returns also increased to VND102 billion in 2020 from VND20 billion in 2019 as the Company increased the discount rate for customers who pay early and also to support customers in light of the impact of the COVID 19 pandemic.

Cost of Sales

The Group's cost of sales increased by 11.9% to VND2,886 billion (U.S.$125 million) in 2020 from VND2,580 billion in 2019, primarily due to an increase in cost of sales for sale of real estates to VND2,240 billion in 2020 from VND1,792 billion in 2019, primarily due to an increase in real estates handed over during the year, and an increase in cost of sales for apartment and office rental to VND68 billion in 2020 from VND53 billion in 2019. The increase in cost of sales was partly offset by decreases in cost of sales in connection with (i) hospitality services to VND443 billion in 2020 from VND576 billion in 2019, (ii) shopping malls rental to VND13 billion in 2020 from VND17 billion in 2019, (iii) construction materials trading to VND36 billion in 2020 from VND40 billion in 2019, (iv) Syrena cruise ship services to VND12 billion in 2020 from VND26 billion in 2019 and (v) sale of other goods and services to VND74 billion in 2020 from VND75 billion in 2019, in each case, mainly due to the lower sales as a result of COVID-19.

Gross Profit

Gross profit increased by 14.9% to VND2,810 billion (U.S.$121.7 million) in 2020 from VND2,445 billion in 2019. Gross margin increased slightly to 49.3% in 2020 from 48.7% in 2019, driven by the higher selling prices of the real estate products handed over in 2020 as compared to 2019.

Gain on Remeasurement of Investment Property

Gain on remeasurement of investment property decreased by 87.1% to VND157 billion (U.S.$6.8 million) in 2020 from VND1,216 billion in 2019, primarily attributable to the valuation gain on the fair value of undeveloped freehold land in Ha Long city in 2019. Although the fair value of investment property still increased over this period, the gain on revaluation in 2020 decreased due to the impact of COVID 19 pandemic.

Other Income

Other income increased by 137.0% to VND109 billion (U.S.$4.7 million) in 2020 from VND46 billion in 2019, primarily due to increases in income from late payment penalties of customers and fines paid by suppliers.

Financial Income

Financial income increased by 59.1% to VND175 billion (U.S.$7.6 million) in 2020 from VND110 billion in 2019, primarily attributable to increases in bank interest or interest from loans.

Selling Expenses

Selling expenses increased by 23.4% to VND516 billion (U.S.$22.3 million) in 2020 from VND418 billion in 2019, primarily as a result of increases in brokerage costs and commissions for outsourced services, partly offset by a decrease in salary expenses.

General and Administrative Expenses

General and administrative expenses decreased by 26.7% to VND388 billion (U.S.$16.8 million) in 2020 from VND529 billion in 2019, primarily attributable to decreases in salary expenses for management staff and expenses for outsourced services, partly offset by an increase in office supplies expense.

Other Expenses

Other expenses increased by 141% VND65 billion (U.S.$2.8 million) in 2020 from VND27 billion in 2019, primarily reflects the residual value of assets have been disposed but not fully depreciated.

Share of Loss of Associates

Share of loss of associates decreased to VND4 billion (U.S.$0.2 million) in 2020 from VND5 billion in 2019, primarily attributable to decreases in share of loss from associates (Sailing Club).

Impairment Recovery/(Losses)

As of December 31, 2020, an impairment review led to the recognition of an accumulated impairment amount of VND503 billion on Intercontinental Phu Quoc—a hotel under the operation of Syrena Phu Quoc JSC. A reversal of impairment loss of VND71 billion was recognized in 2020.

As of December 31, 2019, an impairment review led to the recognition of an accumulated impairment amount of VND593.3 billion on Intercontinental Phu Quoc Long Beach Resort—a hotel under the operation of Syrena Phu Quoc JSC and an impairment amount of VND9.4 billion on Crown Plaza Vientiane—a hotel under operation of BIM Vientiane. Accordingly, the Group recognized an impairment loss of VND604 billion in 2019.

Finance Costs

Finance costs increased by 13.4% to VND314 billion (U.S.$13.6 million) in 2020 from VND277 billion in 2019, primarily due to increases in borrowing expenses due to increases in bank borrowings, loss on exchange rate difference and other financial expenses. See "*Description of Material Indebtedness*".

Profit before Tax

As a result of the foregoing, profit before tax increased by 4.0% to VND2,036 billion (U.S.$88 million) in 2020 from VND1,958 billion in 2019.

Current Corporate Income Tax Expense

Income tax expense increased by 41.4% to VND567 billion (U.S.$24.5 million) in 2020 from VND401 billion in 2019, primarily attributable to an increase in profit before tax of the Company's subsidiaries in 2020. The profit from sale of real estates increased in 2020 resulting in an increase in corporate income tax expense. Due to the impact of COVID 19 pandemic, the hospitality services suffered loss in 2020, however, according to Vietnamese tax law, the loss from hospitality services cannot be offset against the profit from sale of real estates. Therefore, income tax expense increased by 41% even though profit before tax only increased by 4.0%.

Deferred Corporate Income Tax

The Group recognized deferred corporate income tax benefit of VND60 billion (U.S.$2.6 million) in 2020 compared to deferred corporate income tax expense of VND57 billion in 2019. This was primarily attributable to the decreases in gains on revaluation of investment property in comparison with the previous year. In addition, the gain on revaluation of some land plots were realized in 2020 as these plots were transferred to customers.

Profit for the Year

As a result of the foregoing, profit for the year increased by 1.9% to VND1,529 billion (U.S.$66 million) in 2020 from VND1,500 billion in 2019.

Non-controlling Interests

Profits attributable to non-controlling interests amounted to VND16 billion (U.S.$0.7 million) in 2020, compared to profits attributable to non-controlling interests of VND35 billion in 2019.

Year Ended December 31, 2019 Compared to Year Ended December 31, 2018

Revenue

The Group's revenue increased by 13.4% to VND5,025 billion in 2019 from VND4,432 billion in 2018, primarily attributable to (i) an increase in the sale of real estates to VND4,009 billion in 2019 from VND2,779 billion in 2018, which was mainly due to sale of the Regent Phu Quoc project and (ii) an increase in revenue generated from hospitality services to VND695 billion in 2019 from VND288 billion in 2018. The increase in revenue from hospitality services was mainly due to the full year of operations of Intercontinental Phu Quoc Long Beach Resort in 2019 as it commenced operations from July 2018, partly offset by decreases in (x) construction materials trading income to VND45 billion in 2019 from VND172 billion in 2018, (y) apartments and offices rental income to VND155 billion in 2019 from VND199 billion in 2018 and (z) other goods and services to VND59 billion in 2019 from VND91 billion in 2018, as well as an increase in sale discounts and returns to VND20 billion in 2019 from VND3 billion in 2018. As part of the BIM Group's restructuring in May 2018, the sale of shrimps, construction and sales of rice and salt operations were spun off to become a part of the operations of BIM Food and BIM Salt and therefore had no revenue from such operations in 2020, compared to revenue from such operations of VND823 billion in 2018.

Cost of Sales

The Group's cost of sales decreased by 18.1% to VND2,580 billion in 2019 from VND3,149 billion in 2018, primarily due to (i) a decrease in cost of sales in construction materials trading to VND40 billion in 2019 from VND194 billion in 2018, mainly due to the spin-off of the construction contract operations in 2018, (ii) a decrease in cost of sales for apartments and offices rental to VND53 billion in 2019 from VND135 billion in 2018, mainly due to decreases in operating costs corresponding to decreases in sales and depreciation expense due to certain assets having fully depreciated, (iii) a decrease in cost of sales for shopping malls rental to VND17 billion in 2019 from VND44 billion in 2018, mainly due to decreases in depreciation expense relating to fully depreciated assets, (iv) a decrease in cost of sales of other goods and services to VND75 billion in 2019 from VND124 billion in 2018, partly offset by increases in (x) cost of sales of real estates to VND1,792 billion in 2019 from VND1,561 billion in 2018 and (y) cost of sales of rendering hospitality services to VND576 billion in 2019 from VND326 billion in 2018.

Gross Profit

Gross profit increased by 90.6% to VND2,445 billion in 2019 from VND1,283 billion in 2018. Gross margin increased to 49% in 2019 from 29% in 2018, driven by higher gross margin for projects handed over in 2019, such as Phu Quoc Marine Square, Ha Long Marine Square, Waterfront B2356 and Regent Phu Quoc.

Gain on Remeasurement of Investment Property

Gain on remeasurement of investment property increased by 222.5% to VND1,216 billion in 2019 from VND377 billion in 2018, primarily attributable to a valuation gain from an increase in the fair value of undeveloped freehold land.

Other Income

Other income increased by 283.3% to VND46 billion in 2019 from VND12 billion in 2018, primarily due to an increase in contract penalty and interest on late payment by purchasers.

Financial Income

Financial income decreased by 62.2% to VND110 billion in 2019 from VND291 billion in 2018, primarily attributable to a one-off extraordinary gain of VND230 billion recognized in 2018 relating to the disposal of the Group's shares in Nkid Company (children's toy and entertainment business), which was sold as part of the restructuring, partly offset by increases in interests on loans and deposits and other financial income.

Selling Expenses

Selling expenses decreased by 7.3% to VND418 billion in 2019 from VND451 billion in 2018, primarily as a result of a decrease in salary expenses and outsourced services arising from lower commission fees and sale and marketing fees.

General and Administrative Expenses

General and administrative expenses increased by 59.3% to VND529 billion in 2019 from VND332 billion in 2018, primarily attributable to increases in salary expenses for management staff due to increase in basic salary and allowances and increase in consultant fees and utility fees for outsourced services.

Other Expenses

Other expenses decreased slightly to VND26.5 billion in 2019 from VND27 billion in 2018.

Share of Loss of Associates

Share of loss of associates increased to VND5 billion in 2019 from VND0.1 billion in 2018, primarily attributable to our share of loss from Sailing Club.

Impairment Losses

As of December 31, 2019, an impairment review led to the recognition of an accumulated impairment amount of VND593.3 billion on Intercontinental Phu Quoc Long Beach Resort—a hotel under the operation of Syrena Phu Quoc JSC and an impairment amount of VND9.4 billion on Crown Plaza—a hotel under operation of BIM Vientiane. Accordingly, the Group recognized an impairment loss of VND604 billion in 2019. The Group did not recognize any impairment losses in 2018.

Finance Costs

Finance costs increased by 72.0% to VND277 billion in 2019 from VND161 billion in 2018, primarily due to increases in borrowing expenses due to increases in bank borrowings, loss on foreign exchange rate difference and other financial expenses. The Group also recognized interest expense on lease liabilities of VND56 billion in 2019 attributable to the effect of the adoption of new accounting standard IFRS 16 from January 1, 2019, while the Group did not recognize any in 2018. See "*Description of Material Indebtedness*".

Profit before Tax

As a result of the foregoing, profit before tax increased by 97.6% to VND1,958 billion in 2019 from VND991 billion in 2018.

Current Corporate Income Tax Expense

Income tax expense increased by 141.6% to VND401 billion in 2019 from VND166 billion in 2018, primarily attributable to an increase in taxable profit before tax from real estate of the Company's subsidiaries in 2019.

Deferred Corporate Income Tax

Deferred corporate income tax increased by 216.7% to VND57 billion in 2019 from VND18 billion in 2018, primarily attributable to an increase in valuation gain on investment property.

Profit for the Year

As a result of the foregoing, profit for the year increased by 86.1% to VND1,500 billion in 2019 from VND806 billion in 2018.

Non-controlling Interests

Profits attributable to non-controlling interests amounted to VND35 billion in 2019, compared to profits attributable to non-controlling interests of VND19 billion in 2018.

Liquidity and Capital Resources

We have historically financed our capital requirements primarily through funds generated from our operations (including but not limited to from pre-sales proceeds, payments from customers who purchase the Group's properties, and rental income it receive from leasing its investment properties) and financing from banks. The Group's primary capital requirements have been to purchase land, develop and construct properties, and to fund general working capital requirements. The Group believes that it will have sufficient capital resources from its operations, the net proceeds of this offering and financing from banks and other financial institutions to meet its capital requirements for at least the next 12 months. Subject to restrictions in its existing indebtedness and the Notes, the Group may incur further indebtedness in connection with the operation of its business, which may result in an increase in its finance expenses.

The Group requires substantial capital investment for construction and land acquisition costs (including the payment of land use fees). The Group has historically financed the development of its projects and its other capital expenditures principally from internal funds, borrowings from commercial banks in Vietnam and international financial institutions, proceeds from sales and pre-sales of properties

and properties under development and cash flows from its existing investments and properties. The Group's long-term liquidity requirements include the partial funding of investments in new real estate and resort projects and the repayment of borrowings. The Group's sources of funding for long-term liquidity requirements include new borrowings from commercial banks and the issuance of debt and/or equity securities. The Group's financing methods vary from project to project and are subject to limitations imposed by government regulations and monetary policies. Proceeds from pre-sales, together with the above-mentioned sources of funding, are the major sources of funds for the construction of the Group's projects. As of December 31, 2020, the Group had cash and bank balances of VND1,700 billion (U.S.$73.6 million) and had available undrawn long term credit lines of VND2,410 billion (US$104 million) and undrawn working capital lines of VND211 billion (U.S.$9.1 million). For a description of our working capital facilities, see "Description of Material Indebtedness."

The Group intends to continue to finance the development of its projects and its other capital expenditures, and fund future debt servicing from existing financial resources and cash flow generated from operations. The Group may also raise additional funds through debt or equity offerings or sales or other disposal of assets in the future to finance part of its future developments, for debt service or for other purposes. The Group's ability to obtain adequate financing to satisfy its debt service requirements may be limited by its financial condition and results of operations, as well as the liquidity of international and domestic financial markets. Subject to restrictions in the Group's existing indebtedness instruments, in connection with the operations of the Group's business, the incurrence of further indebtedness of the Group may also result in an increase in the Group's interest charges. See "*Risk Factors—Risks associated with the Group—The Group operates in a capital intensive industry and its ability to develop its business and to meet its current liabilities and obligations depends on the availability of funding from external sources*".

Cash Flows

The following table presents selected cash flow data from the Group's consolidated cash flow statement for each of the three years ended December 31, 2018, 2019 and 2020:

	For the year ended December 31,			
	2018	**2019**	**2020**	**2020**
	VND (million) (audited)	**VND (million) (audited)**	**VND (million) (audited)**	**U.S.$ ('000) (unaudited)**
Net cash flows from operating activities	2,194,949	1,747,006	2,022,861	87,577
Net cash (used in) investing activities	(1,655,285)	(911,312)	(1,386,403)	(60,023)
Net cash generated by/(used in) financing activities	(269,038)	356,171	(543,843)	(23,545)
Net increase in cash and bank balances	270,625	1,191,865	92,616	4,010
Cash and cash equivalents at the end of the year/period	405,738	1,597,602	1,699,675	73,585

Cash Flows From Operating Activities for the Group

Year ended December 31, 2020: The Group had net cash flows generated by operating activities of VND2,023 billion in 2020. The Group had operating cash inflows before working capital adjustments of VND2,463 billion in 2020 primarily as a result of profit before tax of VND2,036 billion, increased by

non-cash adjustments consisting primarily of adjustment to non cash cost of investment properties sold of VND355 billion relating to additional cost of sale for investments property sold, interest expense from borrowings and lease of VND262 billion and depreciation of property, plant and equipment, intangible assets and right of use assets of VND187 billion, and decreased by interest income of VND175 billion and gains on remeasurement of investment property of VND157 billion relating to undeveloped freehold land in Ha Long city. Working capital adjustments primarily included an increase in inventories of VND1,024 billion, corporate income tax paid of VND522 billion, an increase in other assets of VND326 billion and an increase in trade and other receivables of VND331 billion, partly offset by an increase in payables (not including interest payables and corporate income tax payables) of VND2,063 billion. The main real estates delivered in 2020 were from Aqua City, Grand Bay Ha Long, Palm Garden Phu Quoc and Sailing Club Villas Phu Quoc projects.

Year ended December 31, 2019: The Group had net cash flows generated by operating activities of VND1,747 billion in 2019. The Group had operating cash inflows before working capital adjustments of VND1,760 billion in 2019 primarily as a result of profit before tax of VND1,958 billion, decreased by non-cash adjustments consisting primarily of gains on remeasurement of investment property of VND1,216 billion relating to undeveloped freehold land and interest income of VND108 billion and increased by non-cash adjustments consisting primarily of impairment losses of VND604 billion, interest expense of VND257 billion and depreciation of property, plant and equipment of VND223 billion. Working capital adjustments primarily included an increase in trade and other receivables of VND2,141 billion, an increase in inventories of VND1,618 billion, corporate income tax paid of VND284 billion and interest paid for borrowings of VND240 billion, partly offset by an increase in payables (not including interest payables and corporate income tax payables) of VND4,602 billion. The main real estates delivered in 2019 were from Regent Phu Quoc, Phu Quoc Waterfront B2356, Marina Square Ha Long, Marina Square Phu Quoc, Harbor Bay and Citadines Ha Long projects.

Year ended December 31, 2018: The Group had net cash flows generated by operating activities of VND2,195 billion in 2018. The Group had operating cash inflows before working capital adjustments of VND848 billion in 2018 primarily as a result of profit before tax of VND991 billion, decreased by non-cash adjustments consisting of primarily of gains on remeasurement of investment property of VND377 billion relating to undeveloped freehold land and other investment properties in operation, and interest income of VND60 billion, and increased by non-cash adjustments consisting primarily of interest expense of VND152 billion and depreciation and amortization of property, plant and equipment, intangible assets and right of use assets of VND128 billion. Working capital adjustments primarily included an increase in payables (not including interest payables and corporate income tax payables of VND3,733 billion and decrease in inventories of VND290 billion, partly offset by an increase in trade and other receivables of VND2,097 billion, changes in contract cost of VND366 billion an increase in inventories of VND290 billion, interest paid for borrowings of VND127 billion and corporate income tax paid of VND110 billion. The main real estates delivered in 2018 were from Intercontinental Phu Quoc, Phu Quoc Waterfront B14 & B89, Marina Square Phu Quoc, Greenbay Garden and Oyster Bay Ha Long projects.

Cash Flows from Investing Activities for the Group

Year ended December 31, 2020: The Group's net cash flows used in investing the activities of VND1,386 billion in 2020 was primarily attributable to payments for property, plant and equipment of VND1,158 billion relating to Regent Phu Quoc, Holiday Inn & Suites Vientiane and Fraser Suites Hanoi (Tower B), cash outflow for lending, buying debt instruments of other entities of VND569 billion and payments for investments of other entities of VND2.4 billion, partly offset by cash recovered from lending, selling debt instruments of other entities of VND376 billion and interest received, dividends and profits distributed to the Group of VND76 billion.

Year ended December 31, 2019: The Group's net cash flows used in investing the activities of VND911 billion in 2019 was primarily attributable to payments for property, plant and equipment of VND669 billion, cash outflow for lending, buying debt instruments of other entities of VND370 billion and payments for investments of other entities of VND2 billion, partly offset by cash recovered from lending, selling debt instruments of other entities of VND98 billion and interest received, dividends and profits distributed to the Group of VND32 billion.

Year ended December 31, 2018: The Group's net cash flows used in investing the activities of VND1,655 billion in 2019 was primarily attributable to payments for property, plant and equipment of VND1,897 billion, cash outflow for lending, buying debt instruments of other entities of VND6.5 billion and payments for investments of other entities of VND2 billion, partly offset by cash recovered from lending, selling debt instruments of other entities of VND233 billion.

Cash Flows from Financing Activities for the Group

Year ended December 31, 2020: The Group's net cash flows used in financing activities of VND544 billion in 2020 was primarily attributable to repayment of borrowings of VND1,382 billion, dividends paid of VND799 billion and payment of lease liabilities of VND41 billion, partly offset by proceeds from borrowings of VND1,679 billion.

Year ended December 31, 2019: The Group's net cash flows generated from financing activities of VND356 billion in 2019 was primarily attributable to proceeds from borrowings of VND1,730 billion, partly offset by repayment of borrowings of VND1,329 billion, payment for buyback of shares of VND38 billion and payment of lease liabilities of VND8 billion.

Year ended December 31, 2018: The Group's net cash flows used in financing activities of VND269 billion in 2018 was primarily attributable to repayment of borrowings of VND1,180 billion and dividends paid of VND5 billion, partly offset by proceeds from borrowings of VND916 billion.

Contractual Obligations and Commitments

The following table sets forth our contractual obligations and commitments based on undiscounted contractual payments as of December 31, 2020:

	Total	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years
			(VND in millions) (Audited)		
Capital expenditure commitments	386,619	386,619	–	–	–
Non-current borrowings obligations	2,538,543	0	1,153,522	1,102,030	282,991
Current borrowings obligations	1,275,510	1,275,510	–	–	–
Lease liabilities	578,364	37,113	42,434	161,951	336,866
Total cash obligations	**4,779,036**	**1,699,242**	**1,195,956**	**1,263,981**	**619,857**

Capital Expenditures

The Group's capital expenditures relate to land acquisition for our land bank, payments to contractors and materials suppliers in connection with the development of investment properties and hotels, and development of infrastructure. For the years ended December 31, 2018, 2019 and 2020, our capital expenditures, which comprise payments for property, plant and equipment, were VND1,897 billion, VND669 billion and VND1,158 billion, respectively. As of the date of this Offering Circular, the Group's planned capital expenditures for 2021 is VND4,192 billion, of which VND1,110 billion is expected to be used by Green Town JSC in connection with the Vinh Phuc project and VND1,691 billion for expected land fee payments for all extra land acquisitions on the fringe of projects in Ha Long and Phu Quoc Marina.

Contingent Liabilities

A portion of the Group's non-current assets (in the form of land use right certificates) is currently pledged as security for bank borrowings by its affiliates. See note 33 to the audited consolidated financial statements for the year ending December 31, 2020 for more details about such borrowings and pledged security and "*—Related Party Transactions*." The Company is not a corporate guarantor for any of these bank borrowings by its affiliates.

Off Balance Sheet Arrangements

Except for the contingent liabilities set forth above, as of December 30, 2020, we did not have any off-balance sheet arrangements with unconsolidated entities.

Quantitative and Qualitative Disclosures about Market Risks

The Group's business is exposed to a variety of financial risks, including market risk (changes in foreign exchange rates and interest rate risk), credit risk and liquidity risk. The following discussion summarizes the Group's exposure to foreign currency risk, interest rate risk, credit risk and liquidity risk and its policies to address these risks. The following discussion contains forward-looking statements that are subject to risks, uncertainties and assumptions about the Group. These statements are based upon current expectations and projections about future events. There are important factors that could cause our actual results and performance to differ materially from such forward-looking statements, including those risks discussed under "Risk Factors."

Foreign Currency Risk

Foreign exchange risk occurs as a result of the Group's transactions that are not denominated in their respective functional currencies. These transactions arise from the Group's ordinary course of business. The Group's foreign currency exposures arise mainly from the exchange rate movements of the U.S. dollars against the functional currencies of the respective companies in the Group. Exposures to foreign currency risks are managed as far as possible by natural hedges of matching assets and liabilities and management reviews periodically so that the net exposure is kept at an acceptable level. The management considers the Group's net exposure to foreign currency risk is immaterial; and accordingly, no sensitivity analysis is prepared and disclosed.

Interest Rate Risk

The Group's exposures to market risk for changes in interest rate relates to the Company's variable interest-bearing bank borrowings. The Company is also exposed to fair value interest rate risk in relation to fixed-rate finance leases. The Company does not use derivative financial instruments to hedge its exposure to interest rate fluctuation.

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher or lower and all other variables were held constant over the bank borrowings, the Company's profit before the income tax for the year ended December 31, 2020 would decrease/increase by VND10,739,493,448 VND (2019: VND10,364,637,919).

Furthermore, in a number of projects, the Group has entered into interest rate support arrangements in connection with various banks relating to mortgage loans extended by these banks to certain eligible purchasers of apartment units in these projects. Under such arrangement, the Group typically agrees to cover interest payments for one to one and a half years under the mortgage loans on behalf of purchasers. As a result, if interest rates increase, the Group would be required to pay additional interest over the covered period. Based on the arrangements as of December 31, 2020, if interest rates were to increase by 100 basis points, the Group expects that the amount of interest payments it would cover would increase by approximately US$930,000.

The Management of the Company considered the above sensitivity analyses are unrepresentative of the interest rate risk as the exposure at the end of each reporting period does not reflect the exposure during the reporting periods.

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's main exposure to credit risk arises primarily from trade and other receivables and cash and cash equivalents. The credit risk on such trade and other receivables is minimal as the Group collects the fees before supplying goods and rendering services. For other financial assets, including cash and cash equivalents, the Group minimizes credit risk by placing the surplus funds with reputable banks.

There is no significant concentration of credit risk. Further details of credit risks on trade and other receivables, see Note 20 of the Group's audited consolidated financial statements for the year ended December 31, 2020.

Liquidity Risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance its operations and mitigate the effects of fluctuations in cash flows. The Group finances its liquidity through internally generated cash flows and bank borrowings and minimizes liquidity risk by maintaining committed credit lines available. As at 31 December 2020, the Group had a net current asset position of VND6,410,706,834,823 (as of December 31, 2019: VND5,188,638,481,144).

Significant events in the Group's business are set out below:

1994	BIM Halong, the Company's original parent company, was established in September 1994 under the name of "Ha Long Investment & Development Co., Ltd." with an initial charter capital of VND2 billion in Vietnam.
	The Group acquired 1 hectare of land for the development of Fraser Suites Hanoi.
1997	The construction of the Group's first development project, Halong Plaza Hotel, was completed and Halong Plaza Hotel was officially put into operation.
2000	The Group acquired 248 hectares of land for the development of the Group's first master planned township in Ha Long, Halong Marina.
2003	Phase 1 development of infrastructure for Halong Marina was completed.
2007	The Group acquired 155 hectares of land for the development of the Group's second master planned township in Phu Quoc, Phu Quoc Marina.
2008	The construction of the Group's first hospitality project, Frasers Suites Hanoi (Tower A), was completed.
	The construction of the Group's first retail project, Syrena Shopping Centre, was completed.
2011	The Company was established in November 2011, under the name of "BIM Holdings Joint Stock Company".
	Syrena Cruises were put into operation.
	The Group acquired 2 hectares of land in Vientiane for the development of Crowne Plaza Vientiane.
2012	Phase 2 development of infrastructure for Phu Quoc Marina was completed.
2013	Green Bay Tower was completed.
	Halong Marina Plaza was completed.
2014	Coral Bay was completed.
2015	The Group acquired 68 hectares of land in Ninh Thuan.
2016	Little Vietnam was completed.
2017	Royal Lotus Halong Resort & Villas was completed.
	Crown Plaza Vientiane was completed.
	Royal Square—Crown Plaza Vientiane was completed.
2018	The BIM Group was restructured pursuant to the Restructuring. "BIM Group Limited Company" was established as the BIM Group's and the Company's parent company and the name of the Company was changed to "BIM Land Joint Stock Company." For more details, see "—BIM Group Restructuring."
	Green Bay Premium was completed.
	Green Bay Village was completed.

	Pearl Villas was completed.
	Waterfront B14 and B89 were completed.
	Intercontinental Phu Quoc Long Beach Resort was completed.
	Sailing Club Beach Club Phu Quoc was completed.
2019	Waterfront B2356 was completed.
	Ha Long Marina Square was completed.
	Green Bay Garden was completed.
	Public Beach Halong Marina was completed.
2020	Marina Square Phu Quoc was completed.
	Harbour Bay Halong was completed.
	Syrena Shopping Centre extension was completed.
	Public Beach Phu Quoc Marina was completed.
	The Group acquired 166 hectares of land in Vinh Phuc.

History and Development

The Company was established in November 2011 by BIM Halong for the purposes of property development. On its establishment, the Company had an initial charter capital of VND3,000 billion. In December 2012, in order to meet the needs of its expanding business, the Company increased its charter capital to VND3,305 billion. In July 2018, as part of the Group's restructuring, the Company decreased its charter capital to VND2,150 billion. In August 2018, the Company increased its charter capital to VND3,000 billion.

The Group received numerous honors and awards including "Best Luxury Resort Developer Vietnam 2019" by Dot Property Vietnam Awards (2019), "Vietnam Excellent Brand" by VnEconomy in 2016-2018, and the following for various projects:

Halong

- "Best Hotel Architecture" by Asia Pacific Property Awards (2020) for InterContinental Ha Long Bay Residences
- "Best Residential Development" for Citadines Marina Ha Long (2019)
- "Best Township Landscape Architectural Design" for Halong Marina by The Property Guru Vietnam Property Awards (2019)
- "Best Mixed-Use Development" by Asia Pacific Awards (2020) for Grand Bay Ha Long
- "Vietnam's Future Project of the Year" by Ashui Awards (2017) for Halong Marina

Phu Quoc

- Hotel Architecture Award for InterContinental Phu Quoc Long Beach Resort by WTA Asia's Best Family Resort (2020) and Asia Pacific Property Awards (2017)
- Hotel Architecture Award" for Park Hyatt Phu Quoc by International Property Awards (2019)

- "World's Leading New Family Resort", "World's Leading New Luxury Resort" and "World's Leading New MICE Resort 2018" for InterContinental Phu Quoc Long Beach Resort by World Travel Awards 2018

- "Best Mixed-Use Development by Asia Pacific Awards (2018) for Phu Quoc Waterfront

- "Best Mixed-Use Development" by Asia Pacific Property Awards (2017) for Phu Quoc Marina

- "New Hotel Construction & Design" by Asia Pacific Property Awards (2017) for Regent Phu Quoc

BIM Group Restructuring

Before May 2018, the Group was held by its holding company, Ha Long Investment & Development Co., Ltd. ("BIM Halong"). BIM Halong was both a holding company for other non-real estate businesses and an operating company for real estate businesses in Ha Long.

The Company was established in 2011 under the name BIM Holdings JSC, which was changed to BIM Land JSC in March 2018. BIM Land JSC was a holding company for real estate businesses except for real estate business operations in Ha Long, which was under BIM Halong.

Between May and August 2018, BIM Group underwent a restructuring process (the "**Restructuring**") whereby assets and investments under BIM Halong were divided between two companies, BIM Group Limited Company and BIM Ha Long Ltd. The newly formed BIM Group Limited Company took over investments in all subsidiaries of BIM Halong and their businesses and, after the Restructuring, serves as the holding company for BIM Group. BIM Ha Long retained all other operational assets as well as a stake in the Laos real estate subsidiary, Vientiane Ltd Co. The Group's shrimp, rice and salt operations were spun-off to an affiliate as part of the Restructuring.

BIM Halong was then restructured as a subsidiary of the Company, as a result of which, all of BIM Group's real estate operations are now organized under the Company.

After the Restructuring, the BIM Group comprises four divisions:

- BIM Land: a leading tourism-led property developer in Vietnam, one of the largest landbank owners and partners of choice for global brands.

- Renewable Energy: this division is one of the largest clean-energy developers in Vietnam with approximately 500MW in capacity (405 MW solar in operation and 88MW wind under construction) in Ninh Thuan province and a strategic partnership with AC Energy (an Ayala company).

- Aquaculture & Foods: a leader in the salt production and shrimp farming industries., which produces 300,000 tons of unprocessed salt annually and operates a shrimp farm that is more than 1,600 hectares in size.

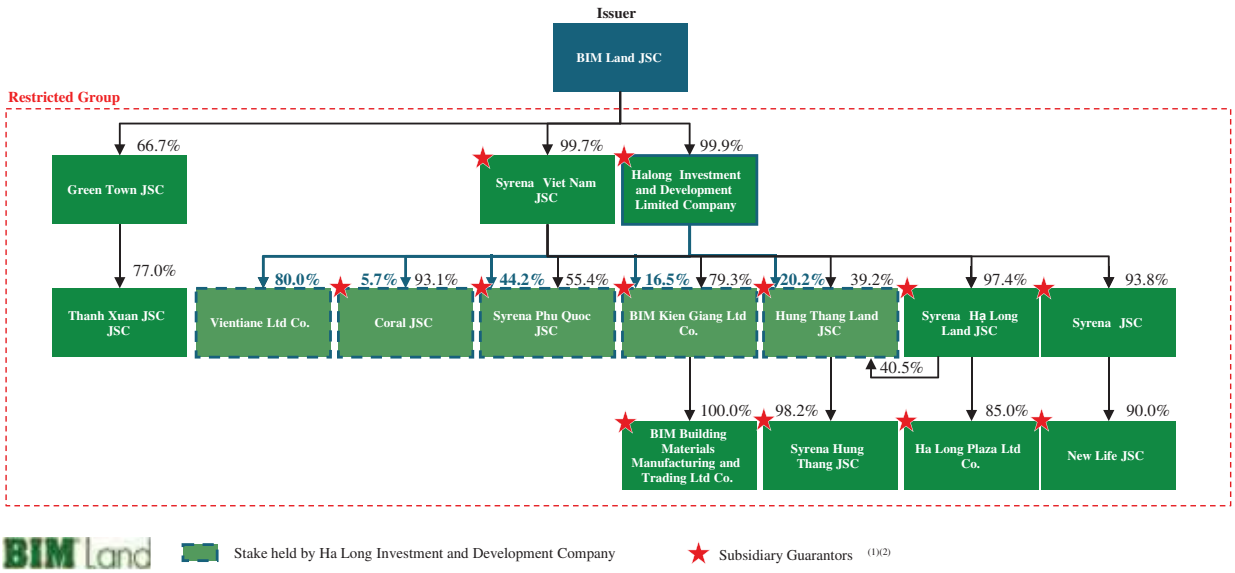
- Consumer & Lifestyle: this division operates the largest Vietnamese-founded fitness company—Elite Fitness—with 14 clubs across Vietnam, mainly in the North.

Structure of the Group

The following diagram sets forth a simplified corporate structure of the Group as of the date of this Offering Circular, illustrating its completed projects and its projects under development, as well as its principal subsidiaries and associates, with the Group's effective ownership interest calculated based on charter capital. See "*—Group Structure—Subsidiaries*" and "*—Group Structure—Associates*" for the other shareholders of the Company's subsidiaries and associates.

Group Structure

The following chart represents the structure of the Group as of the date of this Offering Circular:



Notes:

(1) Represents 99% EBITDA contribution to the Group's Total Consolidated EBITDA

(2) Represents 96% Asset contribution to the Group's Total Consolidated Assets

Subsidiaries

The Company has 14 subsidiaries. The following are brief descriptions of the Company's subsidiaries and their assets:

- *Syrena Viet Nam Joint Stock Company*. The Company owns a 99.74% equity interest in Syrena Viet Nam Joint Stock Company which is developing Green Bay Tower, Ha Long Marine Plaza, Green Bay Premium, Grand Bay Ha Long Townhouse and Grand Bay Resort Ha Long, and co-developing Pearl Villas with Syrena Hung Thang JSC.

- *Halong Investment and Development Limited Company.* The Company owns a 99.88% equity interest in Halong Investment and Development Limited Company which is developing Royal Lotus Halong Resort & Villas, Little Vietnam, Sunrise Apartment (Phase 1 and 2), Green Bay Village, Green Bay Garden—Phase 1, Ha Long Marina Square, InterContinental Ha Long Bay Residences, Citadines Marina Ha Long, Harbor Bay and Aqua City.

- *Vientiane Ltd Co*. Halong Investment and Development Limited owns a 80% equity interest in Vientiane Ltd Co., which owns and operates Crowne Plaza Vientiane, Royal Square—Crowne Plaza Vientiane and Holiday Inn & Suites Vientiane.

- *Hung Thang Land Joint Stock Company*. Halong Investment and Development Limited, Syrena Ha Long Land JSC and Syrena Viet Nam Joint Stock Company own 20.1%, 40.5% and 39.2% equity interest in Hung Thang Land Joint Stock Company, respectively.

- *Syrena Hung Thang JSC.* Hung Thang Land Joint Stock Company owns a 98.16% equity interest in Syrena Hung Thang JSC, which is co-developing Pearl Villas with Syrena Vietnam JSC.

- *Coral JSC.* Halong Investment and Development Limited and Syrena Viet Nam Joint Stock Company own 5.7% and 93.1% equity interest in Coral JSC, respectively. Coral JSC is developing Coral Bay.

- *Syrena Ha Long Land Joint Stock Company.* Syrena Viet Nam Joint Stock Company owns a 97.36% equity interest in Syrena Ha Long Land Joint Stock Company, which owns and operates two Syrena cruises on Ha Long Bay.

- *Ha Long Plaza Ltd Co.* Syrena Ha Long Land Joint Stock Company owns a 85% equity interest in Ha Long Plaza Ltd Co. which owns and operates Halong Plaza Hotel.

- *Syrena JSC.* Syrena Viet Nam Joint Stock Company owns a 93.82% equity interest in Syrena JSC, which owns and operates Fraser Suite Hanoi and Syrena Shopping Center.

- *New Life JSC.* Syrena JSC owns a 90% equity interest in New Life JSC, which operates Zpizza and Chicken Society restaurants in Hanoi.

- *Syrena Phu Quoc JSC.* Halong Investment and Development Limited and Syrena Viet Nam Joint Stock Company own 44.16% and 55.38% equity interest in Syrena Phu Quoc JSC, respectively. Syrena Phu Quoc JSC owns and operates InterContinental Phu Quoc Long Beach Resort and Regent Phu Quoc, and develops Waterfront B89 and Regent Phu Quoc.

- *BIM Kien Giang Ltd Co.* Halong Investment and Development Limited and Syrena Viet Nam Joint Stock Company own 16.5% and 79.3% equity interest in BIM Kien Giang Ltd Co., respectively. BIM Kien Giang Ltd Co is developing Waterfront B14, Waterfront B2356, Marina Square Phu Quoc, Sailing Club Villas Phu Quoc and Palm Garden.

- *BIM Building Materials Manufacturing and Trading Ltd Co.* BIM Kien Giang Ltd Co owns a 100% equity interest in BIM Building Materials Manufacturing and Trading Ltd Co., which is a construction material trading company within the Group.

- *Green Town JSC and Thanh Xuan JSC.* As of March 15, 2021, the Group had completed the acquisition of a 66.67% stake in Green Town JSC, which in turns owns 77% of Thanh Xuan JSC that owns the Vinh Phuc project. 1% of Thanh Xuan JSC is owned by Ms. Mai Doan. The acquisition of the remaining 22% of the Vinh Phuc project by Green Town JSC is expected to complete in the second quarter of 2021. The Group also intends to increase its stake in Green Town JSC to 68.5% in the second quarter of 2021 and subsequently to 70% at a later stage.

Upon the completion of the acquisitions, the Vinh Phuc project will add 166 hectares of landbank to the 384 hectares of landbank owned by the Group in Quang Ninh, Kiên Giang, Ninh Thuan, and Hanoi, Vietnam.

Associate

The Company currently holds a non-controlling interest in the following entity:

- Sailing Club Phu Quoc JSC. Syrena Phu Quoc JSC owns 49% of Sailing Club Phu Quoc JSC, which owns and operates Sailing Club Beach Club Phu Quoc. Sailing Club Phu Quoc JSC is accounted as a joint venture, as Mr. Huy Doan, the Group's Chief Executive Officer, holds 1% interest in the entity. The remaining 50% interest is held by the joint venture partner.

BUSINESS

Overview

The Company is a leading tourism-led property developer based in Vietnam. The Company is primarily engaged in the development, sale, leasing, management and operation of a wide range of hospitality, residential and commercial properties within townships located in tourist destinations, supported by complementary facilities and infrastructure provided in the townships. The Company has mainly focused on property developments in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang, which are leading tourist destinations in Vietnam. The Company has also developed Fraser Suites, a serviced apartment in Hanoi, Vietnam, and Crowne Plaza Vientiane in Vientiane, Laos. The Company retains some units of its completed projects to grow its investment portfolio, which provides recurring revenue. The Company's total landbank was approximately 722 hectares as of December 31, 2020, of which 487 hectares were available for development in Quang Ninh, Kien Giang, Vinh Phuc, Ninh Thuan and Hanoi, Vietnam.

Since its establishment in 1994 as part of BIM Group, the Company has successfully completed 22 projects with an aggregate site area of approximately 540,817 square meters. The Company's tourism-led township developments are anchored by one or more hospitality projects, including hotels and serviced apartments, operated under renowned international hospitality brands such as InterContinental Hotels & Resorts, Regent Hotels & Resorts and Park Hyatt. These township developments are supported or will be supported by one or more key attraction pillars, including convenience (including markets, schools and hospitals), art, recreation (including beach, marina, waterpark, pools and cinema), exhibition activities and food and beverage (including beach clubs, restaurants, bars and cafes). These township developments also include residential projects, which include high and low-rise apartments, villas and townhouses, and commercial projects, including shopping malls and shophouses. As of December 31, 2020, the Company had under development 21 projects with an aggregate site area of approximately 2,081,118 square meters in Quang Ninh, Kien Giang, Ninh Thuan and Hanoi in Vietnam. Of the 21 projects that are currently under various stages of development, 11 projects with total site area of 647,514 square meters are under construction and 10 projects with total site area of 1,433,604 square meters are currently in planning, approval or developmental stages. In addition, the Company has one project under construction in Vientiane, Laos with a site area of 8,863 square meters. For the years ended December 31, 2018, 2019 and 2020, the Company's contracted sales at Ha Long Marina Township was VND3,327 billion, VND6,597 billion and VND3,316 billion (US$144 million), which represents 34.9%, 64.0% and 87.1% of the total contracted sales, respectively. For the years ended December 31, 2018, 2019 and 2020, the Company's contracted sales at Phu Quoc Marina Township was VND6,213 billion, VND3,717 billion and VND492 billion (US$21 million), which represents 65.1%, 36.0% and 12.9% of the total contracted sales, respectively.

The Company has primarily focused on tourism-led property development projects in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang. Ha Long Marina Township in Quang Ninh is located in the Northwest coastal area of Vietnam, which is about 155 kilometers from Hanoi, and is near Van Don international airport with a capacity of 2.5 million passengers per year. Quang Ninh province had approximately 14 million and 8.8 million tourist arrivals in 2019 and 2020, respectively, with 23 million tourist arrivals expected in 2030, according to Savills. The Company has completed two hospitality projects, one retail project and eleven residential and commercial projects in Ha Long Marina Township, and the Company's total landbank in Quang Ninh province was approximately 248 hectares as of December 31, 2020, of which 146 hectares were available for development. Phu Quoc Marina Township is located in Phu Quoc island in Kien Giang in the Southeast coastal area of Vietnam, which is served by an international airport in Phu Quoc island with a capacity of seven million passengers per year. Kien Giang province had approximately 8.8 million and 5.4 million

tourist arrivals in 2019 and 2020, respectively, with 24 million tourist arrivals expected in 2030, according to Savills. The Company has completed two hospitality projects and four commercial projects in Phu Quoc Marina Township, and the Company's total landbank in Phu Quoc island was approximately 220 hectares in two sites as of December 31, 2020, of which 165 hectares were available for development.

The Company intends to replicate its successful strategy applied in Quang Ninh and Kien Giang to other locations. In addition to its landbank in Quang Ninh and Kien Giang, the Company has approximately 166 hectares in Vinh Phuc, which is about 48 kilometers from Hanoi city center and 20 kilometers from Noi Bai International Airport, 69 hectares in Ninh Thuan, which is near the proposed Bac Van Phong special administrative economic zone, and approximately 7 hectares of land available for development in Hanoi, Vietnam as of December 31, 2020.

The Company collaborates with a wide range of renowned international and local hospitality brands to operate some of its development projects, including hotels, serviced apartments and residences, which cover a broad range of market segments from luxury and upscale to midscale and economy segments. The Company believes these collaborations allow the Company to capture the full spectrum of Vietnamese hospitality segments by offering a balanced portfolio of products with a wide range of price points. The Company also operates some of its development projects, including hotels, residences, shophouses and an office building, and provides various management services, including maintenance, landscaping and security.

The Company has been the recipient of many awards, including the "Best Hotel Architecture" by Asia Pacific Property Awards (2020) for InterContinental Ha Long Bay Residences, "Best Mixed-Use Development" by Asia Pacific Awards (2020) for Grand Bay Ha Long, "Vietnam's Future Project of the Year" by Ashui Awards (2017) for Halong Marina, "Best Mixed-Use Development" by Asia Pacific PropertyAwards (2017) for Phu Quoc Marina, "New Hotel Construction & Design" by Asia Pacific Property Awards (2017) for Regent Phu Quoc, "Best Mixed-Use Development by Asia Pacific Awards (2018) for Phu Quoc Waterfront, "Best Luxury Resort Developer Vietnam 2019" by Dot Property Vietnam Awards (2019),"Hotel Architecture Award" for Park Hyatt Phu Quoc by International Property Awards (2019), "Vietnam Excellent Brand" by VnEconomy in 2016-2018, "World's Leading New Family Resort", "World's Leading New Luxury Resort" and "World's Leading New MICE Resort 2018" for InterContinental Phu Quoc Long Beach Resort by World Travel Awards 2018, "Best Residential Development" for Citadines Marina Ha Long and "Best Township Landscape Architectural Design" for Halong Marina by The Property Guru Vietnam Property Awards (2019). See "History and Group Structure—History and Group Development."

For the years ended December 31, 2018, 2019 and 2020, the Company had net revenue of VND4,432 billion, VND5,025 billion and VND5,696 billion (US$246.6 million), respectively, and profit for the period of VND806 billion, VND1,500 billion and VND1,529 billion (US$66.2 million), respectively. As of December 31, 2020, the Company had total assets of VND40,676 billion (US$1,761 million) and total equity of VND20,157 billion (US$872.7 million).

Recent Developments

Tap issuance of domestic bonds

On December 30, 2020, the Company issued by way of private placement VND2 billion in aggregate principle amount of domestic bonds (the "Original Bonds") with an interest rate fixed at 10% per annum for the first year, and subsequently at a 4% margin over the average 12-month deposit rate quoted by three state-owned banks and Techcombank, which will mature in December 30, 2023. For more details see "Description of Material Indebtedness—Domestic Bonds." On March 15, 2021, the Company issued additional bonds as part of a tap issuance of the Original Bonds in an aggregate principle amount of VND998 billion (US$43.2 million). As of the date of this Offering Circular, the aggregate principal amount of domestic bonds outstanding was VND1,000 billion (US$43.22 million).

Increase in interest in Green Town JSC

On December 24, 2020, the Company signed a Shareholder Agreement with existing shareholders of Green Town JSC for BIM Land to acquire a 70% stake in Green Town JSC by way of buying out certain existing shareholders of Green Town JSC and a further capital contribution. As of December 30, 2020, the Company had paid VND110 billion for a 51% controlling stake in Green Town JSC. On March 15, 2021, the Company contributed VND770 billion to increase the capital of Green Town JSC and through this act diluted the other shareholders and increased its equity interest in Green Town JSC to 66.67%. Pursuant to the Shareholder Agreement, BIM Land is required to contribute capital into Green Town JSC in connection with two additional capital calls in order for it to increase its stake to at least 70% its equity interest in Green Town JSC, one in June 2021 and one within 18 months subsequent to that date.

Acquisition of Thanh Xuan JSC

On March 15, 2021, for a consideration of VND859 billion (including advance for shares of VND100 billion paid in 2020 and additional payment of VND759 billion on March 15, 2021), Green Town JSC acquired a 77% equity interest in Thanh Xuan JSC, which is the development company for the Vinh Phuc project, pursuant to a Sales and Purchase agreement dated October 20, 2020. On or before June 20, 2021, Green Town JSC and nominated shareholders is expected to pay another VND150 billion to acquire the remaining stake to increase its ownership in Thanh Xuan JSC to 100%.

Repayment of certain long-term loans

In the three months ended March 31, 2021, the Group made an aggregate of VND230.5 billion (US$9.98 million) of repayments for certain long-term loans. For more details, see "Description of Material Indebtedness—Certain Borrowings and Repayment after December 31, 2020."

Payment of dividends

On March 31, 2021, the Company settled the accumulated dividends payable to various individual minority interest capital contributors within the Group by paying the amount of dividends outstanding as of Dec 31, 2020 of VND33 billion. As a result, all dividends declared for 2020 and previous years have been paid.

Competitive Strengths

The Company believes its strengths are as follows.

A leading tourism-led real estate development and investment platform well positioned to benefit from some of the most robust and fastest-growing tourism markets in Vietnam

Vietnam is one of the fastest growing economies in Asia, with its Gross Domestic Product (GDP) growing on average by 6.9% per year between 2015 and 2019. Despite the impact of COVID-19, Vietnam's COVID-19 containment strategy and supportive government policies (including initiatives to allow deferment of tax and land fee payments, and support for impacted businesses and workers, among others) have allowed for the resumption of all domestic business without restrictions and a rapid economic recovery. In addition, Vietnam has benefited as global firms have begun to diversify their offshoring requirements out of China. For example, the production of Apple's AirPods was shifted from China to Vietnam in the second quarter of 2020. In 2020, Vietnam's GDP grew by 2.9%.

Vietnam's appeal as a tourism destination is supported by its 3,444 kilometers of coastline, 125 beaches, eight UNESCO World Heritage sites, five major cities and other tourist attractions, according to Savills. Its tourism sector has experienced significant growth in recent years (prior to the beginning of the COVID-19 pandemic) driven primarily by steady growth in domestic disposable income, favorable government policies, including visa exemption and e-visas for foreign tourists, and significant infrastructure expenditure and international flight connectivity. It has been the fastest growing tourism destination in Southeast Asia, with international tourist arrival growing at a CAGR of 23% per year between 2015 to 2019, almost double of that of Philippines at 13% and Indonesia at 12% over the same time period, according to Savills.

The Company is primarily focused on tourism-led destination township developments, primarily in Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang. Ha Long—Vietnam's most visited coastal city—and Phu Quoc—Vietnam's largest island—are some of the fastest growing destinations in Vietnam. Quang Ninh, the province where Ha Long is located, and Phu Quoc had tourist arrival compounded annual growth rate of 14% and 54% respectively between 2015 and 2019, according to Savills. This growth has been attributable to both Vietnam's rising popularity as an international tourism destination, but also to rising domestic tourism underpinned by rising disposable incomes, the fastest growing middle and upper middle-class in Southeast Asia according to Savills, and increased spending by the middle and upper class on travel. However, whilst demand in these destinations has grown rapidly, the Company believes they remain undersupplied by modern hotels of international quality, thereby providing potential for growth in both rooms and average daily rates ("ADR").

Each of Ha Long Bay and Phu Quoc island is serviced by an international airport and cruise terminal, with Ha Long Bay also accessible through a highway from Hanoi, approximately 155 kilometers away. The Company's Ha Long Marina Township in Ha Long Bay is planned as a tourism-focused township with hotels, shophouses and high-rise apartments, villas and townhouses, as well as a marina, wave pool and a beach club. The Company's Phu Quoc Marina Township is a vibrant resort township with hotels, shophouses and low-rise apartments and villas, as well as a sailing club and a planned water park. The Company has close collaborations with renowned international and local hospitality brands such as InterContinental, Regent, Park Hyatt and Holiday Inn to operate its hotel and other hospitality projects.

The Company believes its track record of high quality projects, knowledge of local market conditions and strong bargaining power with contractors are factors that position it well to benefit from the expected growth of tourism in Vietnam. In addition, the Company expects that both domestic and international tourists will continue to be attracted to its hospitality properties which provide a wide range of choices ranging from luxury to upscale to midscale and economy accommodations that are targeted at families as well as business travelers.

Established execution track record in high quality developments

The Company has an established track record of creating destination townships in attractive tourism markets, and developing high quality projects within its townships. Since its establishment as part of BIM Group in 1994, the Company has successfully completed 22 projects with an aggregate site area of approximately 569,530 square meters, including hotels, serviced apartments, condotels, townhouses, villas and branded villas, apartments, shophouses and retail malls. In addition, the Company has 22 near to medium-term projects under development, or for future development with an aggregate site area of approximately 2,089,981 square meters in Quang Ninh, Kien Giang, Ninh Thuan, Hanoi, and Vientiane. Of the 22 projects, 12 projects with total site area of 656,377 square meters are under construction and 10 projects with total site area of 1,433,604 square meters are currently in the planning, approval or developmental stages.

The high quality of the Company's projects have been recognized by various external parties, with the Company having received many awards, including the "Best Luxury Resort Developer Vietnam 2019" by Dot Property Vietnam Awards (2019), "Hotel Architecture Award" for Park Hyatt Phu Quoc by International Property Awards (2019), "Vietnam Excellent Brand" by VnEconomy in 2016-2018, "World's Leading New Family Resort", "World's Leading New Luxury Resort" and "World's Leading New MICE Resort 2018" for InterContinental Phu Quoc Long Beach Resort by World Travel Awards 2018, "Best Residential Development" for Citadines Marina Ha Long and "Best Township Landscape Architectural Design" for Ha Long Marina by The Property Guru Vietnam Property Awards (2019), "Best Hotel Construction & Design" for Ha Long Marina Square by IPA (2019), "Best Hotel Architecture" for Park Hyatt Phu Quoc and Intercontinental Ha Long Bay by IPA (2019 and 2020), "Best Mixed Use Development" for Grand Bay Ha Long by IPA (2020), "Best Resort Restaurant 2020" for Lava Restaurant, Intercontinental Phú Quoc Long Beach resort by World Luxury Restaurant Awards" (2020), "Top 10 Best Resort" for Intercontinental Phu Quoc Long Beach Resort by Real Estate Institute of Vietnam/Real Estate Magazine (2020), "Top 10 most Promising Hospitality Project" for Park Hyatt Phu Quoc by Real Estate Institute of Vietnam/Real Estate Magazine (2021) and "Top 10 Developers Awards -Vietnam" by BCI Asia Awards (2020 and 2021).

The Company actively manages all phases of its project development execution, including project cost and schedules, by standardizing its development model from initial project conceptualization, master planning and design, land acquisition and licensing, project financing, construction, procurement (for which the Company acts as procurement general contractor, implementing a rigorous procurement and project management system), quality control, and project sales and marketing. The Company has successfully completed on or prior to schedule substantially all of its development projects.

As a result of its strong track record, the Company has built up a group of satisfied customers and a significant number of loyal repeat customers, solidifying the Company's reputation through their extended network. Its track record has also allowed it to successfully pursue branding and operating partnerships with major international hospitality operators, which have in turn further enhanced the popularity and value of its townships as well as allowed the Company to price many of its projects at a premium to its competitors.

The Company believes it also achieves superior construction costs and margins, by focusing on costs starting from the design phase, prioritizing cost effective local materials of similar quality whilst meeting international brand standards, employing internal staff to compete to source the best quotes in its procurement and contractor selection processes, and leveraging its track record, creditworthiness and long-term relationships to reduce contractor costs. It also utilizes an in-house cloud platform to improve its overall business communication and approval processes and increase transparency and efficiency.

The Company believes that its track record of delivering high quality development projects on schedule in popular tourism destinations will position it favorably for future tenders to secure new sites in attractive locations, future sales of its development projects at premium pricing, to repeat customers, and further collaborations with renowned international and local hospitality brands.

Disciplined land banking strategy with proven ability to create value

As of 31 December 2020, the Company has a total of 552 hectares of land bank (inclusive of land for common infrastructure), including 165 hectares in Kien Giang province (Phu Quoc), 146 hectares in Quang Ninh province (Ha Long), 166 hectares in Vinh Phuc province, 69 hectares in Ninh Thuan province, and 7 hectares in Hanoi available for development. The Company believes that it has sufficient land bank for the next 10 years of development.

The Company takes a disciplined and opportunistic approach to land banking, with a strict minimum unlevered internal rate of return target of 25% for its developments. It prioritizes large land parcels in underdeveloped areas with high sales and hospitality potential, which allows it to leverage its key strengths in master planning, township design, and infrastructure development to create value and achieve superior margins. As part of its rigorous due diligence process, the Company also speaks to its wide network of international operators to gauge demand and tourism potential on prior to any land bank acquisitions.

The Company acquired its land bank in Quang Ninh in 2000 and in Kien Giang in 2007. The Company engaged PTW Architects of Australia, Belt Collins, S Design and WATG for the master plan of Ha Long Marina Township and Phu Quoc Marina Township to create vibrant townships with supporting infrastructure, collaborating with a wide range of renowned international and local hospitality brands such as InterContinental, Regent, Crowne Plaza, Park Hyatt and Holiday Inn to operate its hospitality projects.

Prudent financial policies and strong credit profile

The Company strives to maintain healthy financial ratios to support our business and continuously monitors the Company's capital structure to maintain financial flexibility, allowing us to respond competitively and swiftly to any potential development and investment opportunities. The Company also seeks to effectively manage its liquidity and liability profile by targeting to hold cash for up to 6 months of operating expenses and a leverage ratio of three times. As of 31 December 2020, the Group's EBITDA to interest expense ratio was 9.49 and its total debt/EBITDA ratio was 1.53, testament to its prudent credit profile.

The Company also actively manages its working capital requirements by pre-selling its developments and maintaining prudent cash collection and payment policies, which enable the Company to fund its construction costs without significant third party financing. The Company typically finances a significant portion of construction of its developments through pre-sales. To date, the Company has recorded contracted sales of VND31,672 billion (U.S.$1,371 million) from 28 projects and collected cash of VND24,136 billion (U.S.$1,045 million) from pre-sales. As of December 31, 2020, the Company had contracted sales of VND13,400 billion (U.S.$580,125 million) that has not yet been recorded as revenue.

The Group has built relationships with financial institutions throughout the years, establishing multiple sources of funding and garnering strong support from local and international financial institutions such as Vietnam Development Bank, Vietcombank, BIDV, Viettinbank, VP Bank, Techcombank, Credit Suisse AG and International Finance Corporation. In particular, the Group has two loans with International Finance Corporation, with an aggregate principal amount of approximately U.S.$87.5 million for a term of approximately eight years at an interest rate of LIBOR plus a margin of 2.725% per annum.

Experienced management team with strong corporate governance

The experienced Board of Management and senior management team is comprised of a balanced mix of long-serving and recent hires of highly qualified individuals. They have significant experience and expertise in the real estate, property management, hospitality and finance industries in Vietnam and international markets, with proven track records of successfully managing high quality, large scale real estate development projects across a wide range of products. Mr. Doan Quoc Viet is our founder, a major shareholder and the chairman of the Board of Management of the company. Under their leadership and oversight, the Company has established a strong presence with extensive property developments in Quang Ninh and Kien Giang, Vietnam.

The Company also has in place an effective corporate governance structure modeled after global best practices to encourage optimal growth and performance in achieving the vision and mission as a leading tourism-led real estate development company.

Business Strategy

The Company's principal strategies are set forth below.

Continue to focus on tourism-led real estate and hospitality development with a wide range of high quality products

The Company will continue to focus on tourism-led real estate development projects, including hotels, serviced apartments, townhouses, villas, apartments, shophouses and retail malls, in Quang Ninh and Kien Giang, Vietnam. Vietnam's tourism sector has experienced significant growth in recent years (prior to the beginning of COVID-19 pandemic) driven primarily by a steady growth in domestic disposable income, favorable government policies, including visa exemption and e-visas for foreign tourists, and a significant infrastructure spending in Vietnam. The Company will continue to adapt to the evolving tourism industry by developing new products to address any new and emerging local and international tourism trends. Between 2016 and 2019, Vietnam's Gross Domestic Product grew from US$205 billion to US$260 billion, representing a 8.2% CAGR, and in-bound travel grew from 10 million tourist arrivals to 18 million tourist arrivals, representing a 21.6% CAGR. Quang Ninh and Kien Giang provinces are leading tourism destinations in Vietnam, after Ho Chi Minh City and Hanoi, with 14.5 million and 8.8 million tourist arrivals in 2019 and 17% and 18% average tourist arrival growth rate between 2015 and 2019, respectively. In 2020, Vietnam's GDP grew 2.7% from 2019. Quang Ninh experienced an increase in domestic tourist arrivals of 0.6% and a decrease in international tourist arrivals of 90.6% in 2020. Kien Giang experienced decreases in domestic and international tourist arrivals of 23.7% and 76.0%, respectively.

The Company's Halong Marina Township is planned as a tourism township with hotels, shophouses and high and low-rise apartments, villas and townhouses, as well as marina and a beach club. The Company's Phu Quoc Marina Township is a vibrant resort township with hotels, shophouses and low-rise apartments and villas, as well as a sailing club and water park. The Company has 248 and 155 hectares of landbank, including 146 hectares and 100 hectares available for development, in Quang Ninh province and Kien Giang province, respectively. The Company will continue to focus on its landbank available for development in Quang Ninh province and Kien Giang province to benefit from the expected growth of tourism in Vietnam.

In addition, the Company has approximately 166 hectares in Vinh Phuc, which is about 48 kilometers from Hanoi city center. Vinh Phuc has significant potential for tourism development with four golf courses, natural landscape and historical and spiritual sites such as Tam Dao National Park and Tay Thien Temple as well as over 20 industrial parks with automobile and electronics manufacturing facilities. The Company also has 69 hectares in Ninh Thuan, which is near the proposed Bac Van Phong special administrative economic zone, and approximately 7 hectares of land available for development in Hanoi, Vietnam as of December 31, 2020. The Company is in the process of constructing Tower B of the Frasers Suites Hanoi, which will add 96 rooms to the project and is expected to open in the second quarter of 2021. The Company is also in the process of constructing Holiday Inn & Suites Vientiane in Laos. The project occupies a total site area of 8,863 square meters and is expected to open in the first half of 2022.

Continue to pursue collaborations with renowned international and local hospitality brands to capture the full spectrum of hospitality sector in Vietnam with a balanced portfolio

The Company intends to continue to strengthen its branding efforts by collaborating with a wide range of renowned international and local hospitality brands. The Company's collaborations with hospitality brands involve its hotel, serviced apartment and residence projects and cover a broad range of market segments from luxury and upscale to midscale and economy segments. The Company believes these collaborations allow the Company to capture the full spectrum of Vietnamese hospitality segments by offering a balanced portfolio of products with a wide range of price points. In addition, the Company's master plans for Ha Long Marina Township and Phu Quoc Marina Township include many luxury and upscale international hospitality brands such as InterContinental, Regent and Park Hyatt, which the Company believes provide a sense of prestige, comfort and high quality and uplifts the value of the development projects. The midscale and economy brands allow the Company to attract more cost-conscious families and travelers, while providing consistent and high quality services across the Company's properties. The Company will continue to pursue collaborations with renowned international and local hospitality brands to enhance the value of its development projects.

Grow recurring revenue base

As part of the Company's recurring income strategy to provide steady cash flow as a buffer against real estate development cyclicality, the Company retains prime locations within its land bank for its recurring income portfolio in order to capture long term value from Vietnam's tourism growth. The Company systematically works with international brands to create value for its branded villas, condotels and hotels, allowing it to provide branded product offerings with international partners at premium prices compared to its peers.

The Company currently owns and operates eight properties that generate recurring revenue, including hotels, serviced apartments, offices, shopping malls and a beach club. The Company's recurring income portfolio has grown from 371 keys in 2016 (including hotel, villa, and condotels) to 1,448 in 2020, and is expected to further grow to 2,422 in 2021, 2,797 in 2022 and 3,301 in 2023 with the addition of Fraser Suites Hanoi Tower B, Regent Phu Quoc, Citadines Marina Ha Long, among others. For the years ended December 31, 2018, 2019 and 2020, recurring revenue from investment properties, including hotel revenue, which consists of revenue from room, food and beverage and spa, and office and retail revenue, which consists of rental revenue, management fee and parking revenue, accounted for 12.9%, 18.5% and 9.2%, respectively, of the Company's total revenue. In particular, the proportion of recurrent revenue decreased significantly in 2020 due to the COVID-19 pandemic.

The Company intends to grow its recurring revenue base to 20-25% of the Company's total revenue in the next five years.In particular, the Company plans to retain some of the prime locations of its landbank with hospitality, residential and retail projects from which it will receive recurring income and capture long-term growth in value. The Company will seek to increase the recurring revenue as a percentage of total revenue in order to access steady cash flow and increase the resilience of its revenue through market cycles.

Focus on operational efficiency and quality standards

The Company will continue to focus on operational efficiency by actively and dynamically managing all phases of its execution of project development, developing its human capital, managing and improving its project quality, cost and schedules. The Company has standardized its development model, which covers project conceptualization, master planning and design, land acquisition and licensing, project financing, construction, procurement and quality control, project sales and marketing and project

operation. The Company continues to make further improvements to the model by continuously evaluating and adjusting the model. The Company also acts as procurement general contractor for its projects to manage its development cost and quality in order to achieve superior construction costs and margins, in particular, by prioritizing cost effective local materials of similar quality whilst meeting international brand standards. In addition, the Company continues to gain know-how for best practices in property development and operational expertise by working with reputable architecture and design companies with international experience and collaborating with renowned international hospitality brands. The Company will also continue to implement a rigorous procurement and project management system to reduce development and cost risks and maintain quality control with respect to its development projects.

The Group's Townships

The Group has two flagship townships, Ha Long Marina Township in Quang Ninh and Phu Quoc Marina Township in Kien Giang, which the Group intends to develop as tourism-led townships.

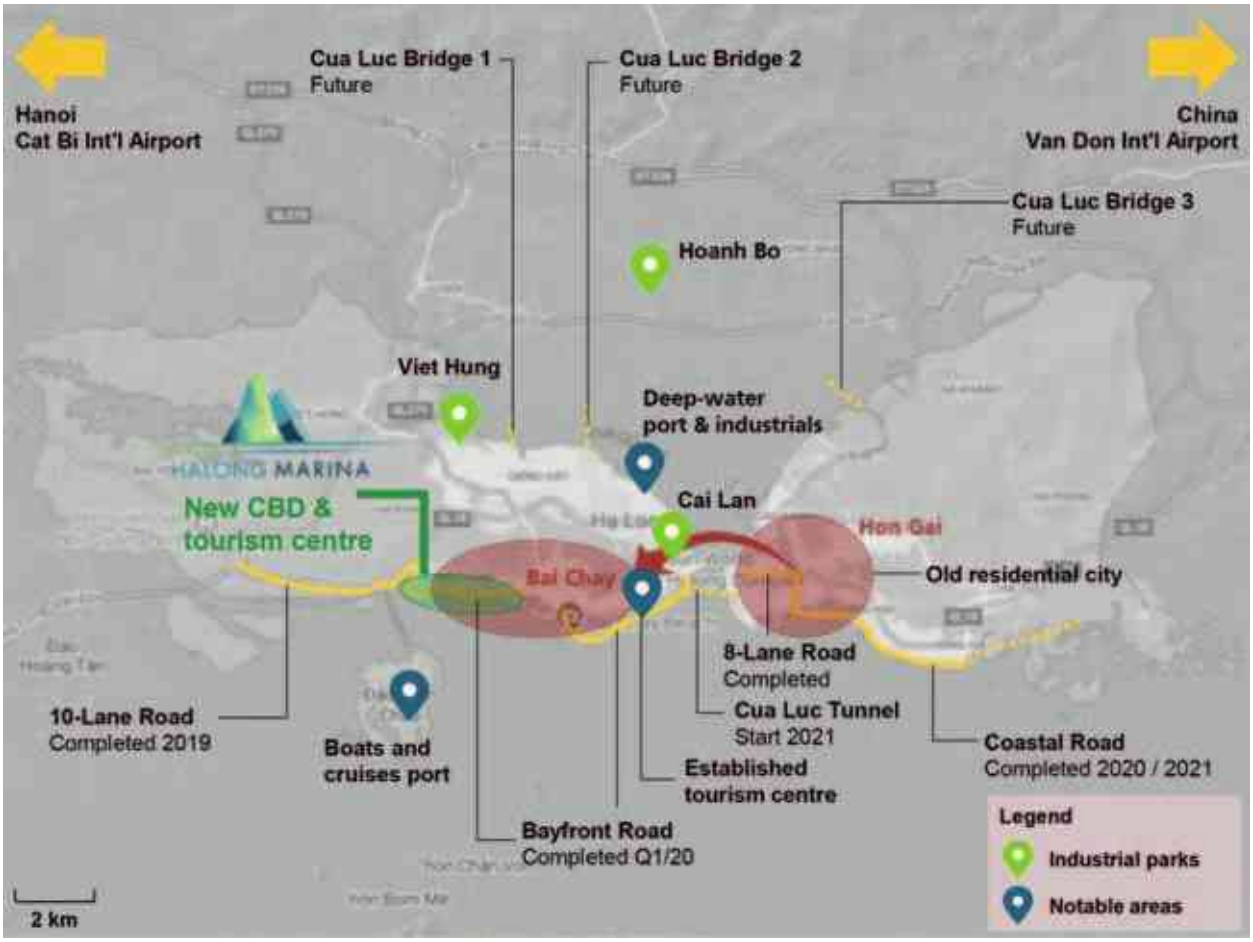
Ha Long Marina Township

Quang Ning has a robust economy, with average GRDP (Gross Regional Domestic Product) growth of 13.3% per annum from 2016 to 2020, which is expected to grow at 6 to 7% per annum from 2020 to 2030, according to Savills. The GRDP per capita in Quang Ninh was over US$6,000 in 2019, and has continued to demonstrate strength in 2020, achieving a GRDP per capita of US$6,700, which is twice the Vietnam national average, and the highest in Northern Vietnam. Quang Ninh's economy is well supported by industrial parks located in close proximity, with eight large and expanding industrial parks within a 30km radius of its city center. In addition, Quang Ninh is the fourth most popular tourism destination in Vietnam, and attracts both domestic and international tourists. Quang Ninh has a population of 1.1 million residents, living within a 30km radius of its city center, of which 738,000 are permanent residents. Its population has demonstrated consistent growth, growing at an average of 2% per year from 2015 to 2019.

The Ha Long Marina Township is located in the Northwest coastal area of Vietnam, served by the Van Don International Airport and Cat Bi International Airport, and located within 2.5 hours to Mong Cai, 2 hours to Hanoi, or 0.5 hours to Van Don by car. The Ha Long—Hanoi highway completed in June 2018, Ha Long—Van Don highway completed in December 2018, and Van Don—Mong Cai highway expected to be completed in 2021 are all new highways that increase connectivity, and reduce travel time to and from Ha Long. In 2019 and 2020, 14 million and 8.9 million visitors visited Quang Ninh, respectively. Of the 248 hectares in Ha Long Marina Township, as of December 31, 2020, 146 hectares is available for development.

For the years ended December 31, 2018, 2019 and 2020, our revenue from sales of property at Ha Long Marina Township, which excludes revenue derived from our services and investment properties at Ha Long Marina Township, was VND1,218 billion, VND2,072 billion and VND3,601 billion (US$156 million), respectively, which accounted for 27%, 41% and 63% of our consolidated revenue for the respective periods.

Below is an overview of Ha Long, indicating the location of Ha Long Marina Township and certain neighboring key developments and infrastructure:



The Company's Ha Long Marina Township is the oldest and most established township in Ha Long, and is a hospitality-focused master planned township with 4km of beach front overlooking Ha Long Bay. Over half of the beach front of Ha Long is controlled by the Company, highlighting the extent of the Company's dominance in Ha Long. The township has approximately 100,000 residents and 20,000 homes with approximately 8 million square meters of GFA.

The developments in Ha Long Marina include projects with various international brand partnerships, including Intercontinental Hotels & Resorts, Citadines, Grand Bay and Ha Long Marina Square, with high quality designs and construction standards. The Company has developed and continues to develop projects in Ha Long Marina Township, building up modern live-work-play amenities and excellent infrastructure and maintaining environmentally friendly designs with wide open spaces. The Group expects Ha Long Marina Township to become the new central business district and tourism area of Ha Long. Our Ha Long Marina Township has been added to the Development Masterplan of Quang Ninh province.

Below is the masterplan of Ha Long Marina Township:



Phu Quoc Marina Township

The Company's Phu Quoc Marina Township is located in Phu Quoc island in Kien Giang in the Southeast coastal area of Vietnam. Phu Quoc is the largest island in Vietnam, and is Vietnam's fastest-growing tourism destination, supported by government initiatives such as visa-free entry policy (of up to 30 days), tax incentives including the preferential tax rate of 10% for 15 years, taxexemption for 4 years and 50% reduction of payable tax amount for 9 subsequent years for corporations's new investment projects, and favorable land use fees and other incentives aimed at encouraging the development of and investment into Phu Quoc. In addition, Vietnamese are permitted to enter and gamble at casinos in Phu Quoc, making it an attractive tourism destination for gaming activities. The township covers an area of approximately 220 hectares.

Phu Quoc Marina Township is also supported by good connectivity and transport infrastructure, with the completion of Phu Quoc International Airport in 2012 and subsequent expansions in 2018. The current capacity of the airport is 7 million passengers per year, with the second terminal and runway that is scheduled to commence construction in 2022 expected to increase capacity by 10 million passengers per year. The North-South four-lane highway, running down the spine of Phu Quoc island connects the international airport and ferry port on the east coast of the island. In 2019 and 2020, 5 million and 3.5 million visitors visited Phu Quoc, respectively.

The Company is a well-established township pioneer in Phu Quoc, and has developed projects with high quality designs and construction standards, with collaborations with world-class luxury resort brands and developers, including Intercontinental Hotels & Resorts, Regent Hotels Hotels & Resorts and Marina Square Phu Quoc, and a diverse product mix of shophouses, villas and condotels. The township has approximately 5,000 branded hotel rooms and 1,200 villas and shophouses, with approximately 1.2 million square meters of GFA.

The Company's Phu Quoc Marina township is well situated, being close to the old town/town center and airport, with good access to Long Beach and in close proximity to amenities including nightlife activities, retail, food and beverage, an upcoming waterpark and golf courses, making it suitable for a wide range of purposes, including family holidays, romantic getaways and MICE (Meetings, Incentives, Conventions and Events). In addition, Bai Truong, where the Company's projects are located, has been

designated as the hotel hub of Phu Quoc. Our Phu Quoc Marina Township has been added to the Development Masterplan of Kien Giang province.

For the years ended December 31, 2018, 2019 and 2020, our revenue from sales of property at Phu Quoc Marina Township, which excludes revenue derived from our services and investment properties at Phu Quoc Marina Township, was VND1,561 billion, VND1,937 billion and VND1,508 billion (US$65 million), respectively, which accounted for 35%, 39% and 26% of our consolidated revenue for the respective periods.

Below is an overview of Phu Quoc, indicating the location of Phu Quoc Marina Township and certain neighboring key developments and infrastructure:



Below is a visual representation of the masterplan of Phu Quoc Marina Township:



In addition, the Company has approximately 166 hectares in Vinh Phuc, which is about 48 kilometers from Hanoi city center. Vinh Phuc has significant potential for tourism development with four golf courses, natural landscape and historical and spiritual sites such as Tam Dao National Park and Tay Thien Temple as well as over 20 industrial parks with automobile and electronics manufacturing facilities.

Development Strategy

The Group organizes its developments in the townships into three categories: hospitality, residential and commercial. The Company's tourism-led township developments are anchored by one or more hospitality projects, including hotels and serviced apartments, operated under renown international hospitality brands such as InterContinental Hotels & Resorts, Regent Hotels & Resorts and Park Hyatt. For more details, see "—Hotel Partners" These township developments are supported or will be supported by one or more key attraction pillars, including convenience (including markets, schools and hospitals), art, recreation (including beach, marina, waterpark, pools and cinema), exhibition activities and food and beverage (including beach clubs, restaurants, bars and cafes). As part of the hospitality projects, the Group sells some of the rooms/units to buyers while retaining the remaining rooms/units. The proportion of rooms/units retained depends on the type of property and market conditions.

Residential developments at the townships comprise districts of landed houses, high and low-rise apartments, villas and townhouses targeted at the middle to high-income market segment. At the Ha Long Marina Township, the residential cluster development is supported by anchor projects including Singapore International School and Marine Plaza shopping mall, which support the cluster of high-rise condominiums and landed house communities in the township.

The Group also develops commercial projects, including shophouses, shopping malls and offices, in close proximity to residential districts within the townships. Commercial projects comprise supermarkets, retail outlets, restaurants, entertainment facilities and small office complexes built to serve the needs of residents and tourists. As a result of its flexible mix and full suite of development products, the Group can adjust its product offerings based on demand.

The table below sets forth the Group's contracted sales by product and the Group's contacted sales by segment for the years ended December 31, 2018, 2019 and 2020:

	For the year ended December 31,					
	2018		2019		2020	
	VND (billion)	%	VND (billion)	%	VND (billion)	%
By product						
Branded Villa	2,106	22.1%	1,843	17.9%	884	23.2%
Condotel	1,232	12.9%	235	2.3%	529	13.9%
Apartment	1,083	11.4%	592	5.7%	226	5.9%
Shophouse	3,847	40.3%	4,858	47.1%	1,370	36.0%
Townhouse	123	1.3%	799	7.7%	–	–
Villa	183	1.9%	1,477	14.3%	17	0.4%
Land plots for sales	967	10.1%	511	5.0%	783	20.6%
Total	**9,541**	**100%**	**10,314**	**100%**	**3,808**	**100%**
By segment						
Affordable	569	6.0%	438	4.2%	168	4.4%
Mid-end	3,769	39.5%	6,152	59.6%	1,302	34.2%
High-end	4,235	44.4%	3,214	31.2%	1,555	40.8%
Land plot for sales	967	10.1%	511	5.0%	783	20.6%
Total	**9,541**	**100%**	**10,314**	**100%**	**3,808**	**100%**

The Group's Properties

The following table sets forth certain information about the Group's completed and ongoing real estate development projects as of December 31, 2020:

Project Name	Location	Property Type	Group's Effective Interest[1]	Total GFA[2]	Total Site Area[2]	Site Area with Effective Interest	Actual/ Estimated Start Date of Construction	Actual/ Estimated End Date of Construction	Land Title	Recurring Revenue Units	For Sale Units		
											Units for Sale	Units Sold	Sales Rate
			(%)	(sq.m.)	(sq.m.)	(sq.m.)							(%)
Completed & Operational Developments													
Fraser Suite Hanoi (Tower A)	Hanoi	Hotel	100%	30,098	7,216	7,216	2005	2008	Commercial	186 (hotel)	–	–	–
Crowne Plaza Vientiane	Vientiane	Hotel	80%	43,892	9,409	7,527	2015	2017	Commercial	198 (hotel)	–	–	–
Halong Plaza Hotel	Ha Long	Hotel	70%	20,970	6,953	5,562	1994	1997	Commercial	185 (hotel)	–	–	–
InterContinental Phu Quoc Long Beach Resort	Phu Quoc	Hotel/Villa RPA/ Condotel	100%	94,199	72,382	72,382	2015	2018	Commercial	339 (hotel) + 120 (RPA)	120	119	99.2%
Royal Lotus Halong Resort & Villas	Ha Long	Villa RPA	100%	40,207	39,845	39,845	2015	2017	Residential	420 (RPA)	160	160	100%
Sailing Club Beach Club Phu Quoc[3]	Phu Quoc	Beach club	100%	2,173	2,500	2,500	2017	2018	Commercial	–	–	–	–
Green Bay Tower	Ha Long	Apartment	100%	51,594	11,575	11,575	2011	2013	Residential	–	505	481	95.2%
Ha Long Marine Plaza	Ha Long	Shophouse	100%	21,406	4,250	4,250	2013	2015	Mixed use	–	71	71	100.0%
Coral Bay	Ha Long	Townhouse	100%	28,930	12,969	12,969	2013	2015	Residential	–	124	124	100.0%
Little Vietnam	Ha Long	Shophouse	100%	31,027	9,111	9,111	2014	2016	Residential	–	109	109	100.0%
Sunrise Apartment (Phase 1)	Ha Long	Apartment	100%	26,756	9,190	9,190	2014	2016	Residential	–	303	303	100.0%
Sunrise Apartment (Phase 2)	Ha Long	Apartment	100%	6,057	1,512	1,512	2018	2020	Residential	–	78	78	100.0%
Green Bay Village	Ha Long	Townhouse	100%	36,765	13,640	13,640	2016	2017	Residential	–	144	144	100.0%
Green Bay Premium	Ha Long	Apartment	100%	49,453	6,259	6,259	2016	2018	Residential	–	385	385	100.0%

Project Name	Location	Property Type	Group's Effective Interest[1]	Total GFA[2]	Total Site Area[2]	Site Area with Effective Interest	Actual/ Estimated Start Date of Construction	Actual/ Estimated End Date of Construction	Land Title	Recurring Revenue Units	For Sale Units		
											Units for Sale	Units Sold	Sales Rate
			(%)	(sq.m.)	(sq.m.)	(sq.m.)							(%)
Pearl Villas	Ha Long	Villas	100%	22,139	26,183	26,183	2016	2018	Residential	–	61	61	100.0%
Green Bay Garden—Phase 1	Ha Long	Apartment	100%	105,948	12,285	12,285	2017	2019	Residential	–	1,417	1,279	90.3%
Ha Long Marina Square	Ha Long	Shophouse	100%	108,959	45,490	45,490	2018	2019	Commercial	–	88	81	92.0%
Waterfront B14	Phu Quoc	Shophouse	100%	36,488	29,500	29,500	2016	2018	Commercial	–	142	142	100.0%
Waterfront B89	Phu Quoc	Shophouse	100%	9,855	9,084	9,084	2016	2018	Commercial	–	28	28	100.0%
Waterfront B2356	Phu Quoc	Shophouse	100%	77,825	44,972	44,972	2017	2019	Commercial	–	151	149	98.7%
Marina Square Phu Quoc	Phu Quoc	Shophouse	100%	183,260	94,295	94,295	2018	2019	Commercial	–	199	168	84.4%
Syrena Shopping Center	Hanoi	Shopping Mall	100%	30,098	7,216	7,216	2005	2008	Commercial	–	–	–	–
Royal Square—Crowne Plaza Vientiane	Vientiane	Office	80%	43,892	67,945	67,945	2015	2017	Commercial	–	–	–	–
Marine Plaza (Shopping Mall)	Ha Long	Shopping Mall	100%	42,022	72,195	72,195	2011	2013	Commercial	–	–	–	–
Under Construction													
Regent Phu Quoc	Phu Quoc	Villa/ Condotel	100%	104,930	154,926	154,926	2017	2021	Commercial	120 (hotel) + 118 (RPA)	118	112	94.9%
InterContinental Ha Long Bay Residences	Ha Long	Villas	100%	88,982	35,218	35,218	2020	2023	Mixed use	225 (hotel) + 101 (RPA)	101	–	43.9% (villa only)[4]
Citadines Marina Ha Long	Ha Long	Apartment/ Condotel	100%	86,175	5,287	5,287	2018	2021	Residential	580 (RPA)	872	865	99.2%
Holiday Inn & Suites Vientiane	Vientiane	Hotel	80%	54,537	8,863	7,090	2019	2021	Commercial	275 (hotel)	–	–	–
Fraser Suite Hanoi (Tower B)	Hanoi	Hotel	100%	16,789	1,011	1,011	2019	2021	Commercial	96 (hotel)	–	–	–
Sailing Club Villas Phu Quoc (Phase 1)	Phu Quoc	Villas	100%	23,234	75,104	75,104	2018	2022	Commercial	100 (RPA)	130	130	100.0%
Phu Quoc B89 Hotel	Phu Quoc	Hotel	100%	3,750	885	885	2020	2022	Commercial	60 (hotel)	–	–	–

Project Name	Location	Property Type	Group's Effective Interest[1]	Total GFA[2]	Total Site Area[2]	Site Area with Effective Interest	Actual/ Estimated Start Date of Construction	Actual/ Estimated End Date of Construction	Land Title	Recurring Revenue Units	For Sale Units		
											Units for Sale	Units Sold	Sales Rate
			(%)	(sq.m.)	(sq.m.)	(sq.m.)							(%)
Palm Garden	Phu Quoc	Villas	100%	30,720	70,621	70,621	2019	2021	Commercial	–	96	90	93.8%
Aqua City	Ha Long	Shophouse	100%	159,598	91,582	91,582	2019	2021	Mixed use/ Residential	–	307	289	94.1%
Grand Bay Ha Long Townhouse	Ha Long	Townhouses	100%	35,574	24,696	24,696	2019	2021	Residential	–	106	106	100.0%
Grand Bay Ha Long Villas	Ha Long	Villas	100%	47,973	73,050	73,050	2020	2022	Residential	–	89	–	–
Harbor Bay	Ha Long	Shophouse	100%	161,250	115,134	115,134	2019	2020	Residential	–	375	375	100.0%
Pipeline													
Park Hyatt Phu Quoc	Phu Quoc	Villas	80%	91,232	438,900	438,900	2021	2023	Commercial	120 (hotel) + 65 (RPA)	65	–	–
Grand Bay Resort Ha Long	Ha Long	Villas	100%	181,103	68,484	68,484	2021	2024	Mixed use/ Residential	403 (hotel) + 524 (RPA)	524	–	–
Wavepool Ha Long	Ha Long	Wavepool	100%	–	35,000	35,000	2022	2023	Public Service	–	–	–	–
Rosewood Vinh Hy	Ninh Thuan	Hotel	100%	29,636	688,000	688,000	–	–	Commercial	100 (hotel)	–	–	–
Waterpark Phu Quoc	Phu Quoc	Waterpark	100%	–	130,000	130,000	2021	2023	Commercial	–	–	–	–
Sailing Club Villas Ha Long	Ha Long	Villas	100%	44,185	51,900	51,900	2021	2023	Mixed use/ Residential	206 (hotel) + 98 (RPA)	98	–	–
Sailing Club Beach Club Ha Long	Ha Long	Beach Club	100%	1,966	1,966	1,966	2021	2023	Public service	–	–	–	–
Condotel PQ	Phu Quoc	Condotel	100%	85,432	13,300	13,300	2022	2025	Commercial	900 (RPA)	900	–	–
ICON 40	Ha Long	Apartments	100%	69,734	2,929	2,929	2021	2023	Mixed use	–	612	–	–
Green Bay Heritage	Ha Long	Apartment	100%	71,621	3,125	3,125	2022	2024	Residential	–	618	–	–
Total projects under construction & development				**1,388,421**	**2,089,981**	**2,088,208**							
TOTAL PORTFOLIO				**2,532,434**	**2,705,957**	**2,700,911**							

Notes:

(1) Includes both direct and indirect interest as of December 31, 2020. For completed and operational projects, denotes any remaining interest that remains unsold or retained.

(2) For projects under development, land area and GFA figures are subject to change.

(3) The Group has a 49% interest in Sailing Club Beach Club Phu Quoc. Mr. Huy Doan, the Group's Chief Executive Officer, holds 1% interest. The remaining 50% interest is held by the joint venture partner.

(4) 43.9% sales rate was calculated based on the numbers of villas sold. Sales for condotels have not begun as of the date of this Offering Circular.

Completed and operational developments

The Group's core businesses is the development, sale, leasing, management and operation of high-quality hospitality, residential and commercial properties in popular tourism destinations in Vietnam including Ha Long and Phu Quoc. The Group's hospitality, residential and commercial properties currently consist of 22 completed and operational projects with an aggregate total site area of 540,817 square meters, including 4 projects that have subsequently been completely sold.

The Group also partners with leading international hotel operators, including InterContinental Hotels Group, Hyatt Hotels Corporation and Ascott Limited to develop and operate some of its hospitality properties. The Group's primary business operations include hotels and resorts and recreational services and the development and eventual selling of hotel rooms, condotels and vacation villas. The Group has significant interests in tourism-led property developments throughout Vietnam and has completed four hospitality properties with a total site area of 121,680 square meters in Ha Long and Phu Quoc.

Hospitality developments

The Group has developed and completed 6 hospitality properties (excluding completed projects that have subsequently been sold). The table below sets forth a description of the completed hospitality properties that the Group has an ownership interest in, as of December 31, 2020:

Project Name	Location	% Ownership[(1)]	Site Area	Property Type	Status of Land Use Fee
			(sq.m.)		
Fraser Suites Hanoi (Tower A)	Hanoi	100%	7,216	Hotel	Annually Paid
Crowne Plaza Vientiane	Vientiane	80%	9,409	Hotel	Fully Paid
Halong Plaza Hotel	Ha Long	70%	6,953	Hotel	Annually Paid
InterContinental Phu Quoc Long Beach Resort	Phu Quoc	100%	72,382	Hotel/Villa RPA/ Condotel	Fully Paid
Royal Lotus Halong Resort & Villas	Ha Long	100%	39,845	Villa RPA	Fully Paid
Sailing Club Beach Club Phu Quoc	Phu Quoc	49%[(2)]	2,500	Beach Club	Fully Paid
Total			**138,305**		

Notes:

(1) Effective ownership

(2) The Group has a 49% interest in Sailing Club Beach Club Phu Quoc. Mr. Huy Doan, the Group's Chief Executive Officer, holds 1% interest. The remaining 50% interest is held by the joint venture partner.

Fraser Suites Hanoi (Tower A)



Fraser Suites Hanoi (Tower A) is a 5-star serviced residence with a total site area of 7,216 square meters in Tay Ho District. The serviced apartment is operated by Frasers Hospitality, a globally well-known and recognized hospitality operator of serviced apartments. The apartment current offers 186 units in Tower A. An additional 96 apartments is expected to be added upon completion of Tower B, which is expected to open in the second quarter of 2021. The Group pays land use fee for this project annually to authorities.

Fraser Suites Hanoi offers a comprehensive range of facilities including restaurant, gym, jacuzzi, sauna, indoor and outdoor play facilities for children, outdoor pool, and has a direct connection to Syrena Shopping Center, which is one of the Group's commercial projects. Tower B is expected to include Mizumi Restaurant, which consists of a Japanese restaurant on the 13th floor and a poolside lounge and bar on the 14th floor. Mizumi Restaurant is a Japanese restaurant and bar offering omakase, teppanyaki, and traditional dining, and is designed to cater for a variety of events.

Frasers Suites mainly caters to overseas tourists. In 2020, 75% and 10% of its total guest visits were by Japanese and South Korean tourists, respectively.

The following table sets forth the operational results of Fraser Suites Hanoi (Tower A) for the years ended December 31, 2018, 2019 and 2020.

	Year ended December 31,		
	2018	2019	2020
Available rooms (room nights)	67,160	66,087	61.122
Average occupancy (%)	90.2%	87.5%	83.5%
Average room rate (VND million)	2.496	2.496	2.361
Revenue per available room (VND million)	2.252	2.183	1.971

Crowne Plaza Vientiane



Crowne Plaza Vientiane is one of the first five-star hotels located near the city center of Vientiane, the capital of Laos. The hotel is a well-known high-end hotel in the region. The hotel is 15 minutes away from Wattay International Airport and within reach of government and business offices as well as local tourist attractions. The Group has fully paid their part of land use fee and the remaining part will be paid by the Laotian government.

Crowne Plaza Vientiane opened in 2017 with 190 guest rooms and 8 suites. The hotel offers a wide range of facilities including two restaurants, three bars, a gym, an outdoor infinity pool and a spa. Royal Square, which is a Grade A office tower is an annex to the hotel. For more details, see "—Retail and office developments—Royal Square—Crowne Plaza Vientiane." The Holiday Inn & Suites Vientiane, which is also an annex to the Crowne Plaza Vientiane, is currently under construction and is expected to

open in the second quarter of 2022. The Holiday Inn & Suites Vientiane is expected to have 275 rooms and facilities such as an outdoor pool, gym, an all-day-dining restaurant, and meeting facilities. Both hotels are managed by the same management team from IHG. For more details, see "—Projects in planning, approval and developmental stages—Holiday Inn & Suites Vientiane."

In 2019, 15%, 18% and 13% of Crowne Plaza Vientiane's total guest visits were Chinese, Korean and Thai tourists, respectively. However, as a result of the COVID-19 pandemic, domestic demand increased in 2020 with 12% of total guest visits made by guests from Laos. Guest visits from Korea, China, Thailand, and Japan remained consistent in 2020 as compared to 2019.

The following table sets forth the operational results of Crowne Plaza Vientiane for the years ended December 31, 2018, 2019 and 2020.

	Year ended December 31,		
	2018	**2019**	**2020**
Available rooms (room nights)	72,270	72,270	72,468
Average occupancy (%)	78.1%	82.8%	30.2%
Average room rate (LAK million)	0.673	0.706	0.707
Revenue per available room (LAK million)	0.525	0.585	0.214
Percentage of food and beverage revenue as compared to total revenues of resort (%)	39.0%	39.0%	42.9%

Halong Plaza Hotel



Halong Plaza Hotel is a hotel with a total site area of 6,953 square meters located on the shore of Ha Long city. The hotel has a panoramic view of Ha Long Bay, a renowned natural UNESCO world heritage site, and is located next to the Bai Chay Bridge. The Group pays land use fee for this project annually to the authorities. The Group operates Halong Plaza Hotel through its in-house hospitality division.

Halong Plaza Hotel is a four-star hotel with 185 guestrooms, accompanied by a variety of facilities such as restaurants and bars, meeting facilities, and a fitness center. The hotel has received the "Perfect Hotel Certification" by Trip Advisor since 2012.

Guests of Halong Plaza Hotel were mainly tourists before the COVID-19 pandemic, with 45% of guests from Taiwan and 7% of guests from China in 2019. However, guests from Vietnam increased from 18% for the year ended December 31, 2019 to approximately 80% for the year ended December 31, 2020 as a result of the COVID-19 pandemic.

The following table sets forth the operational results of Halong Plaza Hotel for the years ended December 31, 2018, 2019 and 2020.

	Year ended December 31,		
	2018	**2019**	**2020**
Available rooms (room nights)	67,525	67,525	67,710
Average occupancy (%)	50.0%	51.2%	21.7%
Average room rate (VND million)	0.855	0.813	0.702
Revenue per available room (VND million)	0.427	0.417	0.152
Percentage of food and beverage revenue as compared to total revenues of resort (%)	32.3%	35.2%	41.0%

Intercontinental Phu Quoc Long Beach Resort



InterContinental Phu Quoc Long Beach Resort is located on a beachfront site of seven hectares in Pearl Island which is a coastal city of Phu Quoc in southern Vietnam. The resort is within Phu Quoc Marina, which allows its guests to enjoy multiple facilities within the area. InterContinental Phu Quoc Long Beach Resort was awarded the highest guest satisfaction index among all IHG properties in the Indochina region by IHG Group.

The resort is approximately 7 kilometers from Phu Quoc International Airport. The five-star luxury resort contains 339 hotel rooms, 115 condotels, and 5 luxury villas, which are of the size of a three to four bedroom unit. The resort is managed by IHG under a hotel management agreement. The resort's facilities include six restaurants and bars, a kids' club, a fitness center and spa, a business center, meeting facilities, and retail spaces. The construction of the resort was commenced in the first quarter of 2015 and the project was completed and opened in June 2018. The land use fee for this project has been fully paid by the Group.

For the year ended 2019, the majority of resort's guests were from domestic and regional areas with 42% of guests from Vietnam and 20% of guests from South Korea. For the year ended December 31, 2020, 69% of guests were from Vietnam. Despite the COVID-19 pandemic, the resort still recorded a significant number of foreign customers, a majority of whom live in Vietnam and were unable to travel abroad.

The following table sets forth the operational results regarding the hotel portion of Intercontinental Phu Quoc Long Beach Resort for the years ended December 31, 2018, 2019 and 2020:

	Year ended December 31,		
	2018	**2019**	**2020**
Available rooms (room nights)	89,046	167,535	167,076
Average occupancy (%)	22.7%	29.5%	20.6%
Average room rate (VND million)	3.065	4.071	2.954
Revenue per available room (VND million)	0.695	1.199	0.607
Percentage of food and beverage revenues as compared to total revenues of hotel (%)	31.4%	28.6%	30.3%

As of December 31, 2020, all 115 condotels and 5 villas were reserved for purchase, of which all except for one villa have been sold under sale and purchase agreements. These condotels and villas were reserved at an average price of VND70 million (U.S.$3,012) and VND57 million (U.S.$2,463) per square meter, respectively. As of December 31, 2020, revenue from condotels and villas reserved by sale and purchase agreements amounted to VND137 billion (U.S.$6 million). The Group does not intend to expand this project.

Royal Lotus Halong Resort & Villas



Royal Lotus Halong Resort & Villas has been in operation since 2017 and is situated within Ha Long Marina, the Group's township development. The project was launched for sales in the fourth quarter of 2015 and construction was completed in the third quarter of 2017.

The resort is operated by H&K Hospitality based in Hanoi and was the first project of the Group to offer a rental pool program to investors. The resort consists of 420 fully furnished guestrooms and villas. The resort includes a restaurant and bar, a fitness center, a sauna room, indoor and outdoor heated pools, and spa facilities.

The resort typically attracts a mixture of international, regional and local guests. In particular, for the year ended December 31, 2019, the resort recorded 51% and 49% of international guests, and regional and local guests, respectively. Key markets for the resort are Vietnam, South Korea, and China. Due to the COVID-19 pandemic, domestic demand increased significantly for the year ended December 31, 2020 with 92% of guests from Vietnam. As of December 31, 2020, 100% of the units were sold.

The following table sets forth the operational results of Intercontinental Royal Lotus Resort & Villas for the years ended December 31, 2018, 2019 and 2020:

	Year ended December 31,		
	2018	**2019**	**2020**
Available rooms (room nights)	179.454	192.578	142.784
Average occupancy (%)	31.3%	45.0%	18.9%
Average room rate (VND million)	0.862	0.817	0.534
Revenue per available room (VND million)	0.270	0.368	0.101
Percentage of food and beverage revenues as compared to total revenues of hotel (%)	28.3%	28.6%	49.5%

Sailing Club Beach Club Phu Quoc



Sailing Club Beach Club Phu Quoc is the island's newest entertainment venue located in the Phu Quoc Marina. The club possesses an ocean view that is surrounded by a group of 5-star luxury resorts along the Waterfront Shophouse complex.

Seeking to provide the ultimate Beach Club experience, the club offers casual dining and event spaces, including an infinity pool and lounge, that is capable of serving small groups and catering large events. The club also offers entertainment activities that are suitable for all ages.

Sailing Club Beach Club Phu Quoc is 49% owned by the Group. Mr. Huy Doan, the Group's Chief Executive Officer, holds 1% interest in the entity. The remaining 50% interest is held by the joint venture partner.

The following table sets forth the operational results of Sailing Club Beach Club Phu Quoc in the years ended December 31, 2018, 2019 and 2020.

	Year ended December 31,		
	2018	**2019**	**2020**
Total Revenue (VND million)	n/a	13,337	7,442
Food (VND million)	n/a	7,093	3,786
Beverage (VND million)	n/a	5,331	2,305
Wine (VND million)	n/a	0	854
Other Services (VND million)	n/a	912	497
Average Guests per Day (guest)	n/a	90	120
Average Spend per Head (VND million)	n/a	0.403	0.438

Residential and commercial developments

The Group has developed and completed 15 residential and commercial properties (including completed projects that have subsequently been completely sold). The table below sets forth a description of the completed residential and commercial properties that the Group has completed, as of December 31, 2020:

Project Name	Location	% Effective Ownership	Total Site Area	Property Type	% Sold
			(sq.m.)		
Green Bay Tower	Ha Long	100%	11,575	Apartment	95%
Ha Long Marine Plaza	Ha Long	100%	4,250	Shophouse	100%
Coral Bay	Ha Long	100%	12,969	Townhouse	100%
Little Vietnam	Ha Long	100%	9,111	Shophouse	100%
Sunrise Apartment (Phase 1)	Ha Long	100%	9,190	Apartment	100%
Sunrise Apartment (Phase 2)	Ha Long	100%	1,512	Apartment	100%
Green Bay Village	Ha Long	100%	13,640	Townhouse	100%
Green Bay Premium	Ha Long	100%	6,259	Apartment	100%
Pearl Villas	Ha Long	100%	26,183	Villa/Town house	100%
Green Bay Garden—Phase 1	Ha Long	100%	12,285	Apartment	90%
Ha Long Marina Square	Ha Long	100%	45,490	Shophouse	92%
Waterfront B14	Phu Quoc	100%	29,500	Shophouse	100%
Waterfront B89	Phu Quoc	100%	9,084	Shophouse	100%
Waterfront B2356	Phu Quoc	100%	44,972	Shophouse	99%
Marina Square Phu Quoc	Phu Quoc	100%	94,295	Shophouse	84%
Total			**330,317**		

Green Bay Tower

Green Bay Tower is a mid-end high-rise apartment project in Ha Long, Quang Ninh province. The project has a total site area of 11,575 square meters with a GFA of 51,594 square meters. Sales began in the fourth quarter of 2011, and the units were ready for handover in the third quarter of 2013. As of December 31, 2020, 95% of units had been sold. Being one of the first modern apartment projects in Ha Long, Green Bay Tower includes a swimming pool, an indoor gym and retail areas.



Ha Long Marine Plaza

Ha Long Marine Plaza is a landed house project in Ha Long, Quang Ninh province. The project has a total site area of 4,250 square meters with a GFA of 21,406 square meters. The project was first up for sale in the second quarter of 2013, and construction of the project was finished in the first quarter of 2015. As of December 31, 2020, 100% of the units had been sold. As one of the first projects to introduce the "shophouse" concept in Ha Long, Marine Plaza (Shopping Mall) is part of Ha Long Marine Plaza, the largest outdoor shopping center in North Vietnam.



Coral Bay

Coral Bay is a townhouse project in Ha Long, Quang Ninh province. The project covers a site of 12,969 square meters with a GFA of approximately 28,930 square meters. Sales of the project began in the second quarter of 2013, and the project was completed in the third quarter of 2015. As of December 31, 2020, 100% of the units had been sold. Coral Bay was one of first townhouse projects in Ha Long that was designed as part of a comprehensive township.



Little Vietnam

Little Vietnam (phase 1) is a mid-end shophouse project in Ha Long, Quang Ninh province. The site area of the project is 9,111 square meters with a total GFA of approximately 31,027 square meters. Sales of the project had started in the third quarter of 2014, and construction was finished in the first quarter of 2016. As of December 31, 2020, 100% of the units had been sold. Little Vietnam was the first project in Ha Long presenting the concept of double-frontage design, which seeks to promote foot traffic. Each unit has two facades, one features unique and traditional architecture of Hanoi and Hoi An while the other follows the modern design concept.



Sunrise Apartment (Phase 1 and 2)

Sunrise Apartment is an affordable mid-rise apartment project in Ha Long, Quang Ninh province. Comprising of two phases (Sunrise Apartment phase 1 and Sunrise Apartment phase 2), the site area of the project is 10,702 square meters with a total GFA of 32,813 square meters. Sales of Phase 1 started in the fourth quarter of 2014 while sales of Phase 2 commenced in the second quarter of 2018. Phase 1, which forms a majority part of the project, was completed in the third quarter of 2016, and the rest of the project was completed in the first quarter of 2020. As of December 31, 2020, 100% of units had been sold. Being what we believe to be one of the first affordable apartments projects in Quang Ninh, Sunrise Apartment presented a modern design within a master-planned township.



Green Bay Village

Green Bay Village is a mid-end townhouse project in Ha Long, Quang Ninh province. The project sits in a site of 13,640 square meters with a total GFA of 36,765 square meters. Sales of the project started in the first quarter of 2016 and the units were ready for handover in the fourth quarter of 2017. As of December 31, 2020, 100% of the units were sold. Green Bay Village was the first to introduce the model of a gated precinct to Quang Ninh. The project includes facilities such as a swimming pool, a clubhouse, a kids playground and green parks.



Green Bay Premium

Green Bay Premium is a mid-end high-rise apartment project in Ha Long, Quang Ninh province. The project has a total site area of approximately 6,259 square meters and a GFA of 49,453 square meters. The project was launched for sales in the third quarter of 2016 and construction was completed in the second quarter of 2018. As of December 31, 2020, 100% of the units were sold. Green Bay Premium's floor layout and unit design seeks to ensure all apartments can enjoy a beautiful view to Ha Long Bay. Green Bay Premium's facilities include a swimming pool, retail areas, among others.



Pearl Villas

Pearl Villas is a mid-end villa project in Ha Long, Quang Ninh province. The total site area is 26,183 square meters with a GFA of 22,139 square meters. The units were available for sale in the fourth quarter of 2016 and were ready for handover in the fourth quarter of 2018. As of December 31, 2020, 100% of the units were sold. The project seeks to portray a combination of modern and neoclassical design features. The villas are located along the water, which allows each unit to enjoy a beautiful view of Ha Long Bay.



Green Bay Garden (Phase 1)

Green Bay Garden (Phase 1) is a mid-end high-rise apartment project in Ha Long, Quang Ninh province. Located on a site of 12,285 square meters, the project's total GFA is approximately 105,948 square meters. Sales of the units commenced in the third quarter of 2017, and construction was completed in the third quarter of 2019. As of December 31, 2020, 90% of the units were sold.

As of its completion date, Green Bay Garden was one of the tallest buildings in Quang Ninh. Being part of the Green Bay Village precinct, the project offers facilities including swimming pools, clubhouse and green parks.



Ha Long Marina Square

Ha Long Marina Square is a high-end landed house project located in Ha Long, Quang Ninh province. The site area of the project is 45,490 square meters with a total GFA of 108,959 square meters. Pre-sales started in the second quarter of 2018, and the project was completed in the fourth quarter of 2019. As of December 31, 2020, 92% of the units were sold. Ha Long Marina Square forms a major part of the township's walking boulevard which leads to the beach square. There is also a spacious basement for parking and other usage.



Phu Quoc Waterfront

Phu Quoc Waterfront is a large-scale precinct of landed houses in Phu Quoc island, Kien Giang province. Comprising three phases (B1-B4; B8-B9; B2-B3-B5-B6), the project's total site area is approximately 83,557 square meters with a GFA of 124,168 square meters. Pre-sales began in the fourth quarter of 2016 and the whole precinct's construction was completed in the third quarter of 2019. As of December 31, 2020, 99% of the units were sold.

Being one of the first shophouse projects in Phu Quoc, Phu Quoc Waterfront has a large-scale basement area which spans through the site to ensure that each unit has a separate basement. All the houses have rear and front street frontages. The project offers a night market and walking streets leading to the beach square. Other facilities include a large-scale swimming pool, retail spaces and a spacious public parking area.



Marina Square Phu Quoc

Marina Square Phu Quoc is a landed house project located in Phu Quoc island, Kien Giang province. The project's total site area is 94,295 square meters while the GFA is 183,260 square meters. Pre-sales of the units began in the third quarter of 2018, and construction was completed in the fourth quarter of 2019. As of December 31, 2020, 84% of the units were sold. Presenting Mediterranean architectural features, Marina Square Phu Quoc includes large public plazas, pedestrian walkways with restaurants and bars along the side, green parks and four large-scale swimming pools.



Retail and office developments

The Group has developed and completed 15 retail and office properties (excluding completed projects that have subsequently been completely sold). The table below sets forth a description of the completed retail and office properties that the Group has an ownership interest in, as of December 31, 2020:

Project Name	Location	% Effective Ownership[(1)]	Total Site Area	Property Type	Status of Land Use Fee
			(sq.m.)		
Syrena Shopping Center . . .	Hanoi	100%	7,216	Retail	Annually Paid
Royal Square—Crowne Plaza Vientiane	Vientiane	80%	9,409	Office	Fully Paid
Marine Plaza (Shopping Mall)	Ha Long	100%	72,195	Retail	Fully Paid
Total			**88,820**		

Note:

(1) Effective ownership of the retail component

Syrena Shopping Center

Syrena Shopping Center is a 2-story high-end shopping mall that has been in operations since 2008. The shopping mall is part of the retail component of the Syrena Tower complex with a GFA of 9,802 square meters. Syrena Shopping Center is also located within the same complex with the Group's Fraser Suites Hanoi (Tower A) development, which in aggregate shares a land area of 7,216 square meters as of December 31, 2020. The land has a 50-year leasehold that commenced on November 15, 2011 and had an NLA of 3,934 square meters as of December 30, 2020. As of December 31, 2020, the Group had an effective interest of 100% in Syrena Shopping Center. The shopping mall contains high-end stores, restaurants and bars, supermarket, kid entertainment areas, souvenir shops, cosmetics and fashion retail shops and household durable retailers. The Group pays an annual land rental fee of VND4.9 billion (U.S.$214,479). The land use fee for this project has been fully paid by the Group.

The following is a photograph of Syrena Shopping Center:



The following table sets forth information on the average occupancy rate and average monthly rental (including service charges) per rented square meter for the retail space at Syrena Shopping Center during the periods indicated.

Period	Average Occupancy rate for retail space	Average monthly gross rental per square meter of NLA for retail space	
	(%)	(VND/sq.m.)	(U.S.$/sq.m.)
Year ended December 31, 2018	95%	553,039	23,7
Year ended December 31, 2019	95%	591,018	25,4
Year ended December 31, 2020[(1)]	84.5%	640,224	27,5

Note:

(1) As at December 31, 2020, the occupancy rate for retail space at Syrena Shopping Center was 84.5%.

As of December 31, 2020, there were 26 retail tenancies at Syrena Shopping Center. The following table sets forth the five largest retail tenants of Syrena Shopping Center for the year ended December 31, 2021 by NLA.

Tenant's name	Trading name	Industry classification	Tenancy expiry date	Percentage of monthly gross rental
				(%)
Vin Commerce	VINMART	Supermarket	31/7/2023	20%
Công ty TNHH Phân Phối Sành Điệu	Annam Finefood	Supermarket	15/5/2024	13%
Công ty TNHH Sức Khỏe Trọn Đời	Raffle Medical	Hospital	30/6/2025	15%
Công ty Chăm sóc sức khỏe Bờ Biển Tây	WestCoast	Clinic	31/10/2022	5%
Công ty Cà Phê Cao Nguyên	Highland coffee	Cafe	14/09/2023	6%

The following table sets forth a breakdown of the trade sectors of the Syrena Shopping Center retail tenants for the year ended December 31, 2020:

Trade sector	Percentage of total NLA[(1)]	Percentage of gross rental	Gross rental
	(%)	(%)	VND
Food and beverages	13.6%	20.4%	422,159,000
Supermarket	34.9%	35.5%	727,820,000
Business (Medical, Clinic, ATM)	25.2%	29.9%	619,526,000
Household durables	5%	7%	143,262,000
Kids clothing and accessories	1.9%	2.2%	45,746,000
Cosmetics	4%	2.6%	55,350,000
Vacant	15.5%	N/A	N/A
Total	**100.00**	**97.6**	**2,013,863,000**

Note:

(1) The total retail NLA of Syrena Shopping Center is 3,934 square meters.

The following table sets forth information relating to tenancies of the Syrena Shopping Center's retail tenants that will expire during the periods indicated as of December 31, 2020:

Period	Total number of expiring tenancies	NLA of expiring tenancies	Expiring tenancies as a percentage of monthly gross rental[(1)]	Average monthly gross rental per square meter of NLA for expiring tenancies
		(sq.m.)	(%)	(VND/sq.m.)
Year ended December 31, 2021	8	238	9.8%	858,594
Year ended December 31, 2022	6	527	17.2%	677,530
Year ended December 31, 2023	5	1,287	30.6%	492,907
Year ended December 31, 2024	1	343	9.2%	558,061
After January 1, 2025	1	800	20.8%	540,684
Total	**21**	**3,195**	**87.6%**	**3,127,776**

Note:

(1) Expiring tenancies as a percentage of gross retail rental income calculated using total gross retail rental income for the month ended December 31, 2020.

Royal Square—Crowne Plaza Vientiane

Royal Square—Crowne Plaza Vientiane is located between Setthathilath Rue and Sithong Rue, which are two of the major streets in central Vientiane. Royal Square—Crowne Plaza Vientiane is a mixed-use complex with a GFA of 43,892 square meters, including an office component of 7,735 square meters. The office component commenced operations in April 2017 and had an NLA of approximately 5,970 square meters as of December 31, 2020.

The Group obtained a land use right certificate for Royal Square—Crowne Plaza Vientiane (including the Holiday Inn & Suites) for a site of 20,000 square meters with a leasehold commenced in 2011. The Group holds a 80% indirect interest in Royal Square—Crowne Plaza Vientiane. The land use fee for this project has been fully paid by the Group.

The following image is a photograph of Royal Square—Crowne Plaza Vientiane:



The following table sets forth information on the average occupancy rate and average monthly rental (including service charges) per rented square meter for the office space at Royal Square—Crowne Plaza Vientiane during the periods indicated.

Period	Average Occupancy rate for office space	Average monthly gross rental per square meter of NLA for office space	
	(%)	(VND/sq.m.)	(U.S.$/sq.m.)
Year ended December 31, 2018	98	266,551	11.54
Year ended December 31, 2019	97	284,336	12.31
Year ended December 31, 2020[(1)]	84	304,894	13.2

Note:

(1) As of December 31, 2020, the occupancy rate for office space at Royal Square—Crowne Plaza Vientiane was 84%.

As of December 31, 2020, there were a total of 15 office tenants at Royal Square—Crowne Plaza Vientiane. The following table sets forth the five largest retail tenants as of December 31, 2020.

Tenant's name	Trading name	Industry classification	Tenancy expiry date	Percentage of monthly gross retail rental
Korean Embassy in Laos	Korean Embassy	Diplomatic	8/2/2023	34.3%
MMG Company Limited.	MMG	Mining	28/9/2021	9.0%
Newlife Technology Company Ltd	Newlife	Fintech	30/9/2023	7.7%
Toyota Laos Company Ltd	Toyota Laos	Car trading	22/6/2024	9.2%
KPMG Laos Company Ltd	KPMG	Auditing	19/4/2023	8.6%
Total				**68.8%**

For details on the Crown Plaza Vientiane that is the hotel component of Crown Plaza Vientiane. See "—Hospitality developments—Crown Plaza Vientiane."

Marine Plaza (Shopping Mall)

Marine Plaza (Shopping Mall) is a 2-story outdoor shopping mall with a GFA of 42,022 square meters. Marine Plaza (Shopping Mall) was put into operations in April 2013. The shopping mall had a site area of 72,195 square meters as of December 31, 2020 and an NLA of 23,583 square meters. As of December 31, 2020, the Group had an effective interest of 100% in Ha Long Marine Plaza. The shopping mall contains food and beverage areas, various retail stores focusing on local specialty products, and a night market. The land use fee for this project has been fully paid by the Group.



The following table sets forth information on the average occupancy rate and average monthly rental (including service charges) per rented square meter for the retail space at Marine Plaza (Shopping Mall) during the periods indicated.

Period	Average Occupancy rate for retail space	Average monthly gross rental per square meter of NLA for office space	
	(%)	(VND/sq.m.)	(U.S.$/sq.m.)
Year ended December 31, 2018	85%	135,618	5.87
Year ended December 31, 2019	76%	133,037	5.76
Year ended December 31, 2020[(1)]	50%	134,806	5.84

As of December 31, 2020, there were 234 retail tenancies, including night market kiosks, at Marine Plaza (Shopping Mall). The following table sets forth the five largest retail tenants of Marine Plaza (Shopping Mall) for the year ended December 31, 2021 by NLA.

Tenant's name	Trading name	Industry classification	Tenancy expiry date	Percentage of monthly gross retail rental
Công ty TNHH Hương Đường Thăng Long	Hương Đường	Supermarket	2023	46%
Mrs. HONG YEONSOO	V.Garllery	Supermarket	2024	10%
CN Công ty TNHH Lotteria Việt Nam	Lotteria	Fast Food	2023	8%
Nguyễn Thị Kim Huệ	Mini Mart	Supermarket	2022	2%
Công ty TNHH Tân Khởi Phát	Tân Khởi Phát	Supermarket	2024	22%

The following table sets forth a breakdown of the trade sectors of the Marine Plaza (Shopping Mall) retail tenants for the month ended December 31, 2020:

Trade sector	Percentage of total NLA[(1)]	Percentage of gross rental	Gross rental
	(%)	(%)	VND
Food and beverages	2%	4%	129,983,920
Supermarket	34%	67%	1,325,448,184
Business	5%	10%	48,000,000
BIM Group usage	9%	19%	163,561,090
Vacant	50%	0%	0
Total	**100.00**	**100.00**	**1,666,993,194**

The following table sets forth information relating to tenancies of the Marine Plaza (Shopping Mall)'s retail tenants that will expire during the periods indicated as of December 31, 2020:

Period	Total number of expiring tenancies	NLA of expiring tenancies	Expiring tenancies as a percentage of monthly gross rental[(1)]	Average monthly gross rental per square meter of NLA for expiring tenancies
	(sq.m.)	(%)	(VND/sq.m.)	
Year ended December 31, 2021 . .	0	0	0	0
Year ended December 31, 2022 . .	193	1,396	4%	53,544
Year ended December 31, 2023 . .	2	2,658	38%	240,154
Year ended December 31, 2024 . .	2	2,100	32%	252,111
After January 1, 2025	7	5,115	25%	82,991
Total	**204**	**11,269**	**100%**	**628,800**

Projects in planning, approval and developmental stages

The Group has controlling interests in 22 projects under development in Hanoi, Ha Long and Phu Quoc and Vientiane. 22 projects of which are in Vietnam and one project in Vientiane, Laos. The 22 projects under development have a total site area of approximately 2,089,981 square meters, and the Group has an effective interest of 2,088,209 square meters of site area. Of the 22 projects that are currently under various stages of development, 12 projects with total site area of 656,377 square meters are under construction (11 projects of which are in Vietnam and one project in Vientiane, Laos) and 10 projects with total site area of 1,433,604 square meters are currently in planning and approval stages.

Hospitality developments

The Group's current under-development and under construction pipeline consists of 15 projects with a total site area of 1,708,844 square meters in major tourism cities across Vietnam, including Ha Long and Phu Quoc, and Vientiane in Laos, as of December 31, 2020. Of the 15 projects that are currently under various stages of development, 7 projects with total site area of 281,294 square meters are under construction and 8 projects with total site area of 1,427,550 square meters are currently in planning, approval or developmental stages.

Under Construction

The following table sets forth information of the 7 hospitality projects that are under construction as of December 31, 2020:

Project Name	Location	Ownership[1]	Site Area	Property Type	Progress	Sold	Units Sold	Units for Sale
		%	(s.q. m.)			%		
Regent Phu Quoc	Phu Quoc	100%	154,926	Villas and condotel	Under construction	95%	112	118
InterContinental Ha Long Bay Residences	Ha Long	100%	35,218	Villas and condotel	Under construction	44%	18	41
Citadines Marina Ha Long	Ha Long	100%	5,287	Apartments/ Condotels	Under construction	99%	865	872
Holiday Inn & Suites Vientiane	Vientiane	80%	8,863	Hotel	Under construction	–	–	–
Fraser Suite Hanoi (Tower B)	Hanoi	100%	1,011	Hotel	Under construction	–	–	–
Sailing Club Villas Phu Quoc (Phase 1)	Phu Quoc	100%	75,104	Villas	Under construction	100%	130	130
Phu Quoc B89 Hotel	Phu Quoc	100%	885	Hotel	Under construction	–	–	–
Total			**281,294**					

Note:

(1) Effective stake

Regent Phu Quoc

The project is located in the center of Bai Truong, a beach with a coastline of more than 20 kilometers in the southwest of Pearl Island. The project lies in the heart of the Group's Phu Quoc Marina resort complex, which is equipped with modern transportation infrastructure and utilities that meet international standards. Regent Phu Quoc has access to key landmarks and areas of the island such as Phu Quoc International Airport, Duong Dong Town and An Thoi Town. The project was launched for sales in the fourth quarter of 2017 and construction was completed in the second quarter of 2021.

Carrying the Regent brand, the most luxurious brand within IHG Group, the project occupies a total site area of 154,926 square meters with a GFA of 104,930 square meters. Regent Phu Quoc consists of 120 luxurious hotel rooms, 76 resort villas and 42 high-end sky villas. The Group engaged Blink Design Group Co., Ltd and other experienced design consultants for architectural and interior consultations for this project.

The luxurious resort offers diversified villas for accommodation, with a lock-off system separating the rooms from the private pools. Each villa has at least two to six swimming pools.



InterContinental Ha Long Bay Residences

Possessing a beautiful terrain in one of the UNESCO World Heritage sites, InterContinental Ha Long Bay Residences will be the first international branded luxury coastal resort project in northern Vietnam. The hotel is expected to have a panoramic view of Ha Long Bay along a coastline of more than 580 meters. The project will occupy a site with a total area of approximately 5.2 hectares within the Peninsula 2 of Halong Marina Complex.

The project will be managed by a renowned management company. The project was designed by reputable design companies, including WATG, P49 Design, Cooper Hills and LPA, drawing inspiration of the natural beauty and marine lifestyle of Ha Long Bay. Environmentally friendly materials and products will be used in the interior of the hotel.

The project occupies a total land area of 35,218 square meters with a GFA of 88,982 square meters. InterContinental Ha Long Bay Residences is designed to feature 175 guest rooms, 50 cruise cabins, 60 sky residences, ranging from one to three bedrooms, and 41 villas. However, only the sky residences and villas will be up for sale. Guests and residents will be able to enjoy five restaurants and bars, four swimming pools, a gym, kids' club and spa facilities. The hotel is also expected to provide six meeting rooms with the largest room being able to accommodate up to 500 people and will all be well-equipped to cater various events.

The project will be built next to a beautiful sea square by the beach in Ha Long with a variety of facilities such as a sailing club, a beach club, a heritage spa, a gym, a pool, walking streets, a night market and CGV Cinema.

Pre-sales of the villas has started in the second quarter of 2020 and 43.9% of the units were sold as of December 31, 2020. The sky residences component is scheduled to launch in 2021. The project is expected to complete and be put into operations in 2023.



Citadines Marina Ha Long

The Citadines Marina Ha Long project, which is owned by the Group and expected to be managed by The Ascott International Limited, will be the first condominium and hotel project in Quang Ninh Province. The project occupies a total land area of 5,287 square meters with a GFA of 86,175 square meters. It will offer 292 one to three-bedroom condominiums and 580 from studio to one bedroom condotels. Every apartment is expected to enjoy panoramic views of Hạ Long Bay.

Units on floors 29 and 30 of the building will be dual-key apartments, each of which will comprise one regular unit and one small unit. These dual-key apartments are designed for families with multiple generations living together, or for those who want to rent out part of the apartment.

The project is also expected to offer a range of facilities including outdoor and indoor swimming pools, a spa and a gym. The project will also offer a commercial area, restaurants, a lounge and a rooftop bar. It will also have smart parking. The project is located next to Wavepool Halong which will likely become a key attraction of the area.

Pre-sales for the villas started in 2018 and 99% of the total units had been sold as of December 31, 2020. The project is expected to finish construction and start operation in the second half of 2021.

Holiday Inn & Suites Vientiane

Located near the city center, the Holiday Inn & Suites Vientiane is less than three kilometers away from the Wattay International Airport and has convenient access to embassies, government offices, banks and corporate offices in the city.

The project has a total land area of 8,863 square meters with a total GFA of 54,537 square meters. Holiday Inn & Suites Vientiane is expected to include 250 rooms, 50 of which will be long-stay suites. The project will be part of a mixed-use development, consisting of the existing Crowne Plaza Vientiane, office towers and a retail shopping complex.

Designed as a multi-use complex, guests are expected to not only be able to enjoy a range of shopping and dining options, but will also be given the opportunity to take a short stroll to downtown Vientiane from the hotel, or to explore key tourist attractions nearby, such as the night market along the Mekong River. Holiday Inn & Suites Vientiane will also provide well-equipped function spaces for meetings and events, including a large ballroom that can accommodate more than 1,000 people for banquets. Additionally, the hotel will also have a business center, outdoor swimming pool, gym, and two restaurants.


Syrena



Fraser Suites Hanoi Tower B

Fraser Suites Hanoi Tower B is phase 2 of the Syrena Building project, which is located at 51 Xuan Dieu Street, Quang An Ward, Tay Ho District, Hanoi. The project is about 150 meters away from West Lake, 5 kilometers away from the northwest of Hoan Kiem district, and 20 kilometers away from the Noi Bai Airport. The project is surrounded by numerous hotels and commercial properties such as Sedona Suites, Oriental Suites, Somerset West Point (serviced apartments), Sheraton Hanoi, Pan Pacific Hanoi, InterContinental Hanoi and Thang Loi (4-5 star hotel). Phase 1 of the project includes the Fraser Suites Hanoi Tower A and Syrena Shopping Center.

The whole project consists of two phases and is designed to create a large-scale commercial complex, including high-end serviced apartments, shopping centers, health clubs, and international clinics, among other facilities and services for its tenants.

The project occupies a total land site area of 1,011 square meters and a total GFA of 16,789 square meters. The serviced apartment complex is expected to include 96 apartments, the majority of which will be one-bedroom apartments. All apartments in Fraser Phase 2 will be equipped with 5-star furnishings and amenities with aesthetic and modern architecture, which is expected to provide comfortable spaces for tenants. Construction of the project has started in 2019 and the project is expected to start operations in the second quarter of 2021.



Sailing Club Villas Phu Quoc (Phase 1)

Located in the Phu Quoc Marina tourist complex, Sailing Club Villas Phu Quoc is situated in a preeminent location with a network of various utilities and amenities, including a waterpark, a beach club and festival street. The project is located right next to Festival Road, the main traffic axis leading directly to the Sailing Club entertainment complex, and the beach and sea square. The project is also close to the Phu Quoc Marina water park.

Sailing Club Villas Phu Quoc is the first project under the "Sailing Club" brand in Phu Quoc. The design of the project was led by the well-known architect, Garry Fell of GFAB, which incorporates an open design that aims to blend in the interior space with the surrounding nature. The total site area of the project is 75,104 square meters with a total GFA of 23,234 square meters. The property will consist of 130 villas with two to four bedrooms, of which 100 villas will be a part of the rental pool program and operated by the Group, and the remaining 30 units will be up for sale to buyers. The Group engaged architectural and landscape consultants from GFAB (Indonesia), and Interior and lighting consultants from KAZE (HCM) for the project.

The Sailing Club Villas Phu Quoc includes a club house which is designed to provide a 5-star vacation for its guests by providing a wide range of services and diversified facilities such as a swimming pool, gym, a yoga area, a tropical green garden, a bar, indoor and outdoor lounges, a spa, a minimart and restaurants with open kitchens.

Pre-sales for the villas started in the fourth quarter of 2018 and 100% of the units were sold as of December 31, 2020. The project is expected to start operations in first half of 2022.



Phu Quoc B89 Hotel

Phu Quoc B89 Hotel is a boutique hotel located on the beachfront in Phu Quoc Marina with uninterrupted views over the ocean. The project occupies an area of 885 square meters with a total GFA of 3,750 square meters. The hotel is located next to a beach club and is expected to have 60 guestrooms as well as restaurants and bars, and shopping areas.

Under the management of Sailing Club Leisure Group, the hotel is designed to attract young travelers with lively designs and personalized services and facilities. The hotel is expected to also have a strong connection with the local community. The project has commenced in the first half of 2020 and is expected to finish in the first half of 2022.

Under Development

The following table sets forth information of the 8 hospitality projects that are currently in planning, approval or developmental stages as of December 31, 2020:

Project Name	Location	Ownership[1]	Site Area	Property Type	Progress	Units for Sale
		%	(s.q. m.)			
Park Hyatt Phu Quoc	Phu Quoc	100%	438,900[2]	Hotel and villas for sale	Approval-in-principle	65
Grand Bay Resort Ha Long	Ha Long	100%	68,484	Villas and Condotel	Approval-in-principle	524
Wavepool Ha Long	Ha Long	100%	35,000	Wavepool	Approval-in-principle	–
Rosewood Vinh Hy	Ninh Thuan	100%	688,000	Hotel	Approval-in-principle	–
Waterpark Phu Quoc	Phu Quoc	100%	130,000	Waterpark	Approval-in-principle	–
Sailing Club Villas Ha Long	Ha Long	100%	51,900	Villas	Approval-in-principle	98
Sailing Club Beach Club Ha Long	Ha Long	100%	1,966	Beach club	Approval-in-principle	–
Condotel PQ	Phu Quoc	100%	13,300	Condotel	Approval-in-principle	900
Total			**1,427,550**			



Park Hyatt Phu Quoc

The Park Hyatt Phu Quoc project is situated on a prime location on the southwestern tip of Phu Quoc Island with an area of 44 hectares in An Thoi District, Phu Quoc City. The project is in close proximity to Phu Quoc national park and UNESCO World Heritage-designated Kien Giang Biosphere Reserve, one of the largest biosphere reserves in Southeast Asia. The reserve covers an extensive area of tropical rain forests, coral reefs and wetlands and is home to hundreds of species of plants and wild animals.

The Park Hyatt Phu Quoc project comprises a 120-key Park Hyatt Phu Quoc hotel as well as 65 residences with the land area ranging from 1,500 square meters to 2,500 square meters per residence. Other resort facilities will include two dining outlets, a bar, a pool side barbecue, two swimming pools, a lakeside spa, a gym house with a lap pool, a Camp Hyatt kids' village, more than 4,300 square feet (400 square meters) of event space and an organic farm.

With an emphasis on modern interior design, the Group intends for this project to offer discerning travelers a sophisticated resort destination surrounded by pristine nature. Park Hyatt Phu Quoc is expected to offer guests an exclusive oasis, a sophisticated home-away-from-home with design inspired by traditional Vietnamese villages. Featuring exceptional, luxurious interiors with exquisite Vietnamese accents, all guestrooms, suites and villas is expected to also offer stunning sea views. The villas pay homage to the traditional cultures across Vietnam, featuring exquisite handcrafted lacquer, rattan and bronze, alongside contemporary architecture and artwork. The development will stretch across 160 acres of land bordered by an expansive mile-long white sand beach on one side and lush undulating hills on the other. The resort is designed to be reminiscent of a tranquil Vietnamese village with its bamboo paths and green terrace rice fields. The 65 villas—available in two-, three- and four-bedroom configurations as single- and double-story residences—are modeled after traditional Vietnamese houses. Each villa will come with wide full-height windows and expansive swimming pools, offering a seamless sense of space so that residents can fully enjoy the surrounding natural beauty. The resort is situated in an exceptional

natural terrain surrounded by undulating hills and blue waters. The tropical landscape will be enhanced with colorful flowers and greenery around the beach villas while the terrace fields and fruit trees by the lake villas will echo the landscape of a northern Vietnamese village. The hill villas, perched at a higher elevation, will be nestled amid the site's original tropical forest.

Park Hyatt Phu Quoc will be a 30-minute drive from Phu Quoc International Airport, with direct access via the main north-south highway, and 40 minutes from Duong Dong, the island's main town.

The following is artist's impression of the Park Hyatt Phu Quoc project and may be subject to change:







The Group expects to finance the development costs through a combination of funding provided from pre-sales of residential units and additional debt financing with the majority of such funding expected to be from the proceeds of such pre-sales.

Grand Bay Resort Ha Long

Grand Bay Resort Ha Long is situated on a piece of land with a total area of approximately seven hectares in Ha Long, which is approximately 160 kilometers North East from Hanoi, 60 kilometers West from Hai Phong and 180 kilometers East from Mong Cai international border gate. The development is planned to include 403 hotel rooms and 456 condotels with large MICE facilities, restaurants and various guest amenities. There is also expected to be 68 units of three-story hotel villas along the coastline. Both the hotel and hotel villas will be positioned to face towards Ha Long Bay, with an excellent view of the bay and surrounding pinnacles.

The project occupies a total land of 68,484 square meters with a total GFA of 181,103 square meters. The hotel villas are expected to be arranged in four clusters and held together by a series of man-made lagoons. Key public spaces and food and beverage outlets will be positioned at locations with a view of Ha Long Bay.

The Group engaged WATG for the design of the hotel, with a desire to bring a different style of architecture to the Ha Long Bay area. The hotel is designed to accommodate large groups with two separate motor-courts to allow difference size of vehicles coming into the resort. The motor-courts are designed in the manner of Art Deco architecture, combined with in-fill motifs and patterns inspired by Indochine art.

Construction is expected to start and sales is expected to begin in 2021.



Wavepool Ha Long

Ha Long Wavepool is located on the third peninsula of the Halong Marina complex and will be surrounded by a variety of resorts and accommodation facilities. The project occupies an area of 35,000 square meters featuring an 8,000 square meters swimming pool, a selection of rides, and a range of food and beverage outlets to be opened to both the public and waterpark guests.

The waterpark will have two main food and beverage zones offering a wide range of dinging options, including indoor restaurants and food courts, to both the waterpark guests and the general public to help drive traffic for the waterpark.



Rosewood Vinh Hy

The Rosewood Vinh Hy project occupies an area of 688,000 square meters with a total GFA of 29,636 square meters. The hotel is expected to have 100 bungalows as well as restaurants, each with a view of overlooking the Vinh Hy Bay, Vietnam's iconic central coast. The project will sit on a wide, mountainous promontory, approximately 55 kilometers south of the Cam Ranh Airport. The property is located in the area of Nui Chua National Park, a marine reserve that is home to a large variety of sea corals, tropical fish species, and hawksbill and green sea turtles. The property is expected to have a spectacular hilltop infinity pool which is expected to boast magnificent views, along with a Central Pavilion, which will house a restaurant, bar and library, and a lakeside spa. Down on the shore, the Beach Club will have a dining area and second swimming pool that will overlook a private area of the beach..

This resort is expected to offer contemporary designed villas nestled into its surrounding that can offer intimacy and privacy to all guests. A range of facilities is expected to provide guests a chance to relax, rejuvenate, and refresh from the noise of everyday life.



Waterpark Phu Quoc

The waterpark is located within the Phu Quoc Marina complex. It is expected to be the first water park in Phu Quoc operated by an international brand and was designed to be a unique and innovative attraction for guests of all ages and families in the Bai Truong area. The waterpark's concept is inspired by different types of landscape in Vietnam such as Sapa terraces, Son Doong Caves and Ha Long Bay. Occupying an area of 130,000 square meters, the project is expected to accommodate up to approximately 5,000 guests per day.



Sailing Club Villas Ha Long

The Sailing Club Villas Ha Long is located in the Ha Long Marina complex. The project is expected to have 98 villas and 206 hotel keys, with a total land area of 5.4 hectares. The project is located at the doorstep of the Group's 203-berth marina complex. Being the first sailing club in Ha Long, the club is expected to offer short-term berthing for yacht enthusiasts and watersport lovers.

The Sailing Club Villas Ha Long is expected to have an uninterrupted view over Ha Long Bay. Under the management of Sailing Club Leisure Group, the hotel is expected to offer high quality accommodations.



Sailing Club Beach Club Ha Long

Sailing Club Beach Club Ha Long is expected to be the partner club of Sailing Club Beach Club Phu Quoc in Ha Long. Sailing Club Beach Club Ha Long is expected to have same concept as the existing Sailing Club Phu Quoc and would be under the same management team. The project covers 1,966 square meters of land with 1,966 square meters GFA.

The project is located in Ha Long Marina with a view of the ocean, and is next to the Intercontinental Ha Long Bay Residences. Like the beach club in Phu Quoc, Sailing Club Beach Club Ha Long is expected to provide a beach club experience. The club will offer casual dining and event spaces that are capable of serving small groups and large events as well as entertainment activities that are suitable for all ages.



Condotel PQ

Condotel PQ is a 5-star residential development adjacent to the Phu Quoc Waterfront project. The development is expected to provide resort style facilities including a swimming pool, a restaurant, meeting spaces, a rooftop bar, a rooftop infinity swimming pool, a cafe, a spa and massage rooms and conference room.

The project occupies an area of 13,300 square meters with total GFA of 85,432 square meters. The project is expected to be operated by a reputable operator and will include 900 hotel style residences, all of which will have a 180-degree ocean view and be available for sale.



Residential and commercial projects under construction and development

As of December 30, 2020, the Group has 7 residential and commercial properties projects under construction and development with total gross floor area of approximately 576,470 square meters. Of the 7 projects that are currently under various stages of development, five projects with total gross floor area of 435,115 square meters are under construction and two projects with total gross floor area of 141,355 square meters are currently in planning, approval or developmental stages.

Under construction

The following table sets forth the Group's residential and commercial properties projects that are under construction as of December 31, 2020.

Project	Progress	Actual/Estimated Construction Commencement Date	Estimated End Date of Construction	Sold	Units Sold	Units for Sale
				%		
Harbor Bay	Under construction	2019	2020	100%	375	375
Palm Garden	Under construction	2019	2021	94%	90	96
Aqua City	Under construction	2019	2021	94%	289	307
Grand Bay Ha Long Townhouse	Under construction	2019	2021	100%	106	106
Grand Bay Ha Long Villas	Under construction	2020	2022	–	–	89

The following table sets forth the gross floor area of the Group's residential and commercial property projects that are currently under construction as of December 31, 2020.

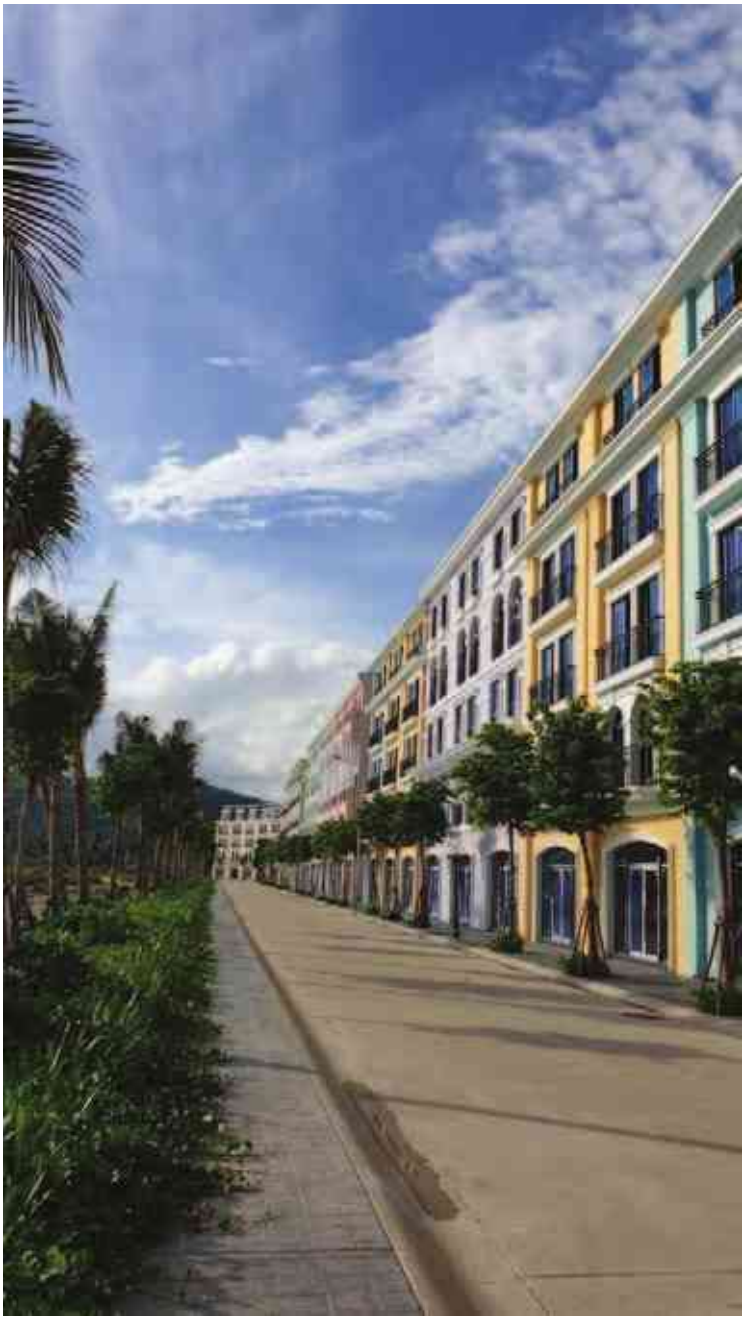
Project/Property to be developed	Gross floor area
	(sq.m.)
Harbor Bay	161,250
Palm Garden	30,720
Aqua City	159,598
Grand Bay Ha Long Townhouse	35,574
Grand Bay Ha Long Villas	47,973
Total	**435,115**

Harbor Bay

Harbor Bay is a mid-end landed house project located in Ha Long, Quang Ninh province. The project occupies a total site area of approximately 115,134 square meters with a total GFA of 161,250 square meters. Presales began in the second quarter of 2019, and the project was ready for handover in the fourth quarter of 2020. As of December 31, 2020, 100% of the inventory had been pre-sold.

Harbor Bay was built with the concept of a typical Mediterranean town including public plazas and beachfront promenade. The project is located adjacent to a mid-scale marina where boats and cruises depart for bay trips. Ancillary facilities include swimming pools and green parks.





Palm Garden

Palm Garden is a landed house project in Phu Quoc island, Kien Giang province. Covering a site of approximately 70,621 square meters, the project is constructed as a low density project with only 96 shop-villa units and a total GFA of 30,720 square meters. Presales began in the second quarter of 2019 and the projected handover timeline would be within the second quarter of 2021. As of December 31, 2020, 95% of units had been sold.

Palm Garden consists of four villa clusters, each of which has its own green core and beautiful swimming pool. Other ancillary facilities include outdoor sports area, kids' playground and public plazas.



Aqua City

Aqua City is a landed house project in Ha Long, Quang Ninh province. Covering a land parcel of approximately 91,582 square meters, Aqua City has a total GFA of 159,598 square meters, which will consist of 307 units. Pre-launched in the fourth quarter of 2019, the project achieved a sales rate of 94% as of December 31, 2020. Located along the bayside and lakeside, Aqua City is adjacent to the future marina development and includes various ancillary facilities. The project began in the fourth quarter of 2019 and is expected to be handed over in the fourth quarter of 2021.



Grand Bay Ha Long (Grand bay Villa and Grand Bay Townhouse)

Grand Bay is a complex of landed houses in Ha Long, Quang Ninh province. The project sits in a premium bayfront site of approximately 10 hectares and will provide only 89 detached villas and 106 townhouses with a GFA of 83,546 square meters. The project is designed by WATG, a renowned architecture firm, and is expected to be managed by an international operator. The townhouse component was launched in the third quarter of 2019 and achieved a 100% sales rate as of December 31, 2020. The villa component, which is branded as one of the most luxury landed house developments in Ha Long, is to be launched for sale in 2021.

Under Development

The following table sets forth the Group's residential and commercial properties projects that are in planning, approval or developmental stages as of December 31, 2020.

Project	Progress	Actual/ Estimated Construction Commencement Date	Estimated End Date of Construction	Units for Sale
ICON 40	For future development	2021	2023	612
Green Bay Heritage	For future development	2022	2024	618

The following table sets forth the gross floor area of the Group's residential and commercial properties projects that are currently in planning, approval or developmental stages as of December 31, 2020.

Project/Property to be developed	Gross floor area (sq.m.)
ICON 40	69,734
Green Bay Heritage	71,621
Total	**141,355**



ICON 40

ICON 40 is a 40-story high-end apartment development that is strategically located at the heart of the Group's Ha Long Marina township. Comprising 612 units, the project has a total GFA of approximately 70,000 square meters and is expected to be pre-launched in 2021. ICON 40 boast a full glass façade that is expected to be a landmark in Ha Long city. ICON 40 is expected to house a range of facilities which include automated parking, retail facilities, and wellness amenities, among others. The project is located next to the upcoming Lotte Mall, which is expected to be the first international shopping mall in Ha Long.

The project is expected to start construction and sale launch in 2021.



Green Bay Heritage

Green Bay Heritage is a 30-story mid-end apartment development located in Ha Long city, Quang Ninh province. The project has a total GFA of approximately 71,621 square meters which will comprise of 618 units, each of which is approximately 37 to 82 square meters. Sale activities are expected to commence in early 2022. Being a part of the Green Bay Village gated community, the project can enjoy a number of facilities including swimming pools, a clubhouse, green parks and other amenities.

Other Activities

Although property development and hospitality operations make up the Group's core business, the Group operates a cruise ship service under the Syrena Cruises brand. The Group has also made ancillary investments in businesses that supplement services for its buildings such as the production of pre-mixed cement.

Syrena Cruise

Syrena Cruises operates a luxurious cruise ship service in Halong Bay. The Syrena Cruises fleet comprises of two boats, which offer a total of 34 luxury cabins and suites and can accommodate a total of 68 passengers for cruises or hosted events such as weddings, corporate retreats, incentives, meetings and conferences, against the backdrop of Halong Bay.

Undeveloped Land Bank

As of March 15, 2021, the Group had completed the acquisition of a 66.67% stake in Green Town JSC, which in turns owns 77% of Thanh Xuan JSC that owns the Vinh Phuc project. The acquisition of the remaining 12% of the Vinh Phuc project by Green Town JSC is expected to complete in the second quarter of 2021. The Group also intends to increase its stake in Green Town JSC to 68.5% in the second quarter of 2021 and subsequently to 70% at a later stage. Upon the completion of the acquisitions, the Vinh Phuc project will add 166 hectares of landbank to the 384 hectares of landbank owned by the Group in Quang Ninh, Kiên Giang, Ninh Thuan, and Hanoi, Vietnam.

The Vinh Phuc land bank is located at 48 kilometers from Hanoi city center and 20 kilometers from Noi Bai International Airport. The Hanoi Ring Road V project is currently being constructed to improve connectivity between Hanoi, Bac Ninh, Bac Giang, Hung Yen and Vinh Phuc, which is expected to be completed in 2025. The land is partially freehold with the remainder of land on 50 year leasehold from the Government. The Company plans to allocate 43 hectares of land for residential development, 43 hectares of land for retail, hospitality and others development, and 80 hectares of land for green areas. Resettlement was completed by the previous developer previously and the land use right certificate has already been granted to the project company.

Standard Lease and SPA Terms

Sale and purchase agreements of the Group generally reflect market practice in Vietnam in line with Vietnamese regulations on the real estate industry. The purchase price is indicated in Vietnamese Dong and buyers are required to pay a 2% maintenance fee required by the Law on Residential Housing with respect to purchases of residential apartments. The payment schedule of such property sales is typically aligned with the construction schedule of the building with around 15% of the purchase price within 7 business days from the signing of the sale and purchase agreement, three separate 15% payments and one 10% payment due as construction progresses, and 25% due at the time of hand over of the property, with the remaining 5% to be collected when the Group transfers the Ownership Certificate to buyers. The Group has the option to terminate the sale and purchase agreement as a result of a buyer's failure to pay and impose a penalty up to 8% of the purchase price. The Group's failure to hand-over the property within 90-180 days (varies among different projects) of the specified hand-over date will result in a penalty equal to accrued interest on the amount of the payment made by a purchaser for the period of late delivery at an interest rate equal to 1.5 times of 12-month lending rate of Vietcombank. If the Group fails to hand-over the property after 180-270 days (varies among different projects) from the specified hand-over date, the purchaser will have the right to terminate the sale and purchase agreement and recover the amount paid by the purchaser and a penalty equal to 8% of the purchase price. If the buyer chooses to

terminate the sale and purchase agreement unilaterally, the same penalty and indemnification clauses will apply as if the buyer is late on his or her payments.

Lease terms for the Group's commercial properties are generally for periods of three years except for anchor tenants which typically have longer lease terms. Management believes these lease terms are consistent with market practice in Vietnam. The terms of such leases typically provide tenants with the option to renew their respective tenancies at terms to be agreed by reference to the prevailing market rate at the relevant time or to terminate their respective tenancies upon the service of three months to six months' notice (depending on the size of tenant) prior to the expiration of their respective tenancies and the payment of penalty equivalent to three month rent and service fee. The service charge payable by tenants for maintenance of the common areas may be varied by the Group at its discretion during the term of a lease.

Beginning in January 2011, in line with governmental regulations, rents for the retail and office properties are listed and paid in Vietnamese Dong. Rents for the retail and office properties can be: (i) adjusted for the national CPI, as provided by the General Statistics Office of Vietnam, at the time of payment rather than at the time of execution of, or amendment to, the contract (such adjustments are limited to an increase of 0.6% per month) or (ii) capped at 5% per annum depending on the lease. The Group is in the process of amending pre-existing contracts and agreements to reflect the new pricing mechanism with all of the Group's retail lease agreements. Over time, the Group expects to have the adjustments capped at 5% per annum.

The Group seeks to provide tenants with quality service in respect of the management of its commercial properties. The Group believes that this is a key factor in the maintenance of high occupancy levels. To ensure that tenants receive service of the highest quality, the Group has developed its own in-house leasing and property management capabilities to assist with the provision of day-to-day leasing and property management services. Such services include conducting regular inspections and ensuring high standards of maintenance and building security.

Hotel Rental Program

Certain of the Group's hospitality projects, for example Intercontinental Phu Quoc Long Beach Resort, Regent Phu Quoc, and Citadines Marina Ha Long, include an arrangement whereby certain number of units within the projects are sold to individual buyers under a rental program. Such units shall be operated as part of the hotel inventory and are managed by the Group through its hotel operator partners.

Under the program, the Group and a unit owner will enter into a rental pool agreement (in case of a pool program) or a rental program agreement. The Group, as rental manager, shall manage and operate the unit as a guest room. The Group enjoys a proportion of room revenue from the unit or the pool whereas the unit owners enjoys the remaining revenue after deductions of other relevant expenses, including but not limited to management fees, maintenance fees and common use area maintenance fees. The unit owner is also required to pay an amount on a quarterly basis, typically equal to 4% of room revenue to fund the rental program reserve which will be spent on capital expenditure (including expenses for replacement of furniture, fixture and equipment and other capital replacement items). The program offers the unit owner a guaranteed return during the first few years of the term. During this period, the unit owner shall enjoy, whichever is higher, a fixed amount guaranteed return (calculated as a percentage of the property purchase price) or a return calculated based on the actual business outcome of the rental program. In addition, the unit owner is offered certain nights of complimentary stay in his/her property per year.

Major Customers

No customer of the Group's properties accounted for 5% or more of the Group's revenue in the financial year ended December 31, 2018, 2019 and 2020.

Suppliers

The Group engages independent contractors to provide services such as design and architecture, construction, piling and laying of foundations, interior design, landscaping and the installation of services such as air-conditioning units and elevators. Contractors are selected through an invitation tender process, based on their reputation, experience, quality of work and cost competitiveness. The terms of the Group's contracts with contractors contain warranties from such contractors with respect to the quality and timely completion of the project. The Group requires all its contractors to comply with Vietnamese laws and regulations relating to the quality of construction projects as well as the Group's own standards and specifications. Contractor's fees are denominated in Vietnamese Dong and are paid in installments, according to the progress of construction. To date, the Group has had no material disputes with its contractors.

In order to supervise the work of its contractors and sub-contractors and ensure that developments are on course for timely completion, the Group has a dedicated construction management board consisting of experienced industry experts and construction audit personnel, which is responsible for the management and supervision of the construction and development of the Group's properties. Construction work is constantly monitored by the construction management board through regular on-site inspections and progress reports. The Group also engages the services of independent construction consulting and management firms, such as Mace and FQM Co, which are market leaders in Vietnam, to oversee the construction and development of its projects.

In addition to the dedicated project management board and the engagement of independent construction consultants, the Group has established a construction consultation board charged with oversight of the construction management board. The purpose of the Group's project management structure is to create an effective control and monitoring system which facilitates the timely completion of projects of the highest quality.

The Group has stringent financial controls and actively manages and controls its costs through careful budget planning. In order to optimize procurement, the Group has employed internal staff to compete with each other to source the best quotes in its procurement and contractor selection process taking into consideration both price and quality, and allows effective comparison of quotes from contractors and sub-contractors. Through this system, the Group is able to prioritize cost effective local materials of similar quality whilst meeting international brand standards. The Group is also leverage its track record, creditworthiness and long-term relationships with reputable contractors to reduce costs. To further manage material costs, the Group utilizes fixed all-in construction contracts where possible, making contractors bear the risk of any price fluctuations for materials, especially foreign materials.

The Group has access to a wide network of suppliers. The Group's business or profitability is not materially dependent on any patent or license, or industrial, commercial or financial contract (including a contract with a supplier).

Below is a list of the Group's top suppliers for each of the years ended December 31, 2018, 2019 and 2020:

Contractor/Consultant	Number of contracts	Total amount incurred by the Group (VND)	Nature of work
2018			
Hoa Binh Construction Group	9	871,619,372,867	Civil Constructor
Xuan Mai Corp	8	531,199,468,250	Civil Constructor
AA Corporation	6	448,249,625,035	Furnishing Contractor
VINACONEX9	3	111,186,976,379	Civil Constructor
Quan Dat JSC	6	67,279,931,014	Civil Constructor
2019			
Central Construction Joint Stock Company	5	676,199,190,779	Civil Constructor
Hoa Binh Construction Group	1	497,634,971,636	Civil Constructor
Alliance Construction & Trading Company	12	484,064,548,574	Fit Out Contractor
Constrexim CIC	5	430,068,063,375	Civil Constructor
Xuan Mai Corp	4	183,155,349,121	Civil Constructor
2020			
NEM Furniture Joint Stock Company	13	254,488,743,868	Furnishing Contractor
Hoa Binh Construction Group	1	218,339,228,027	Civil Constructor
Constrexim CIC	3	195,467,243,573	Furnishing Contractor
TTT Corporation	2	145,070,930,211	Furnishing Constructor
COTECONS Construction JSC	1	116,712,540,365	Civil Constructor

Hotel Partners

In connection with the Group's hospitality projects, the Group works with local and international hotel partners, including InterContinental Hotels & Resorts, Hyatt Hotels & Resorts, Fraser Hospitality Group and Ascott Limited, to design, construct and operate the projects. In connection with the Vinh Hy project, the Group has also entered into a letter of intent with Rosewood Hotels and Resorts. The Group's partners are involved in the entire process from inception to master planning, design, construction, then through pre-opening to an operational hotel. The Group's relationship with its hotel partners is typically governed a technical service agreement, which relates to multiple design and construction steps during hotel pre-opening, and a hotels management agreement, which relates to the pre-opening and operation periods. The below life-cycle flowchart indicates the typical process and areas which the Group cooperates with its hotel partners:



Under a typical technical service agreement, the hotel partner will provide the Group with technical services, including advice on product mix, design consultant recommendations, design and technical brand guidelines, fire life safety guidelines, reviews of designs, on-site construction progress reviews and testing and commissioning support and rectification guidance prior to project soft opening. The hotel partner provides such technical services during master planning, through the design and construction stages, and at pre-opening and into the early stages of hotel operations in exchange for a technical service fee.

During matter-planning and construction, the Group would enter into a Hotel Management Agreement ("HMA") with the hotel partner or operator, relating to hotel operations. Under a typical HMA, the hotel partner/operator would be responsible for operating the Group's hotel project for a management fee, which could include an incentive component based on the gross operating profit of the hotel. All key commercial terms will be included in the HMA. Throughout the operation period, the Group continues to be involved with management oversight, including signing off on the annual business plan (inclusive of the manning guidelines), reviewing month-end reporting for performance against budget and forecast expectations, approving capital expenditure requirements and approving the hiring of key personnel and staff employed on expatriate and within senior positions, which forms the basis for the hotel partner/ operator relationship. In addition, the hotel operator is required to cooperate with an internationally recognized auditor appointed by the Group and provide all information and documents as reasonably requested by the Group or the auditor appointed by the Group for the purpose of the annual audit.

The performance of the hotel partner/operator is assessed against performance tests, which are based on gross operating profit and revenue per available room ("**RevPAR**"), considered as key performance indicators. Under a typical HMA, if the actual gross operating profit falls below a certain percentage of budgeted gross operating profit or if the hotel's achieved RevPAR is lower than a certain percentage of the RevPAR of an agreed group of competitors, then the Group has the right to terminate the management agreement. A typical HMA will provide commentary as to the operator's requirements whereby they will nominate mandatory or optional programs to support Operational, Finance, Sales, Revenue, Marketing, and Human Resources

An Overview of the Property Development Process in Vietnam

Procedures relating to a property development project consist of various steps regulated by law and are subject to different views taken by local authorities in Vietnam. Such procedures often vary depending on the specific details of each property project. In general, the Group's property development process begins with site selection. As part of this process, the Group conducts an initial assessment and an in-depth feasibility study of the site, followed by final review and approval by its management.

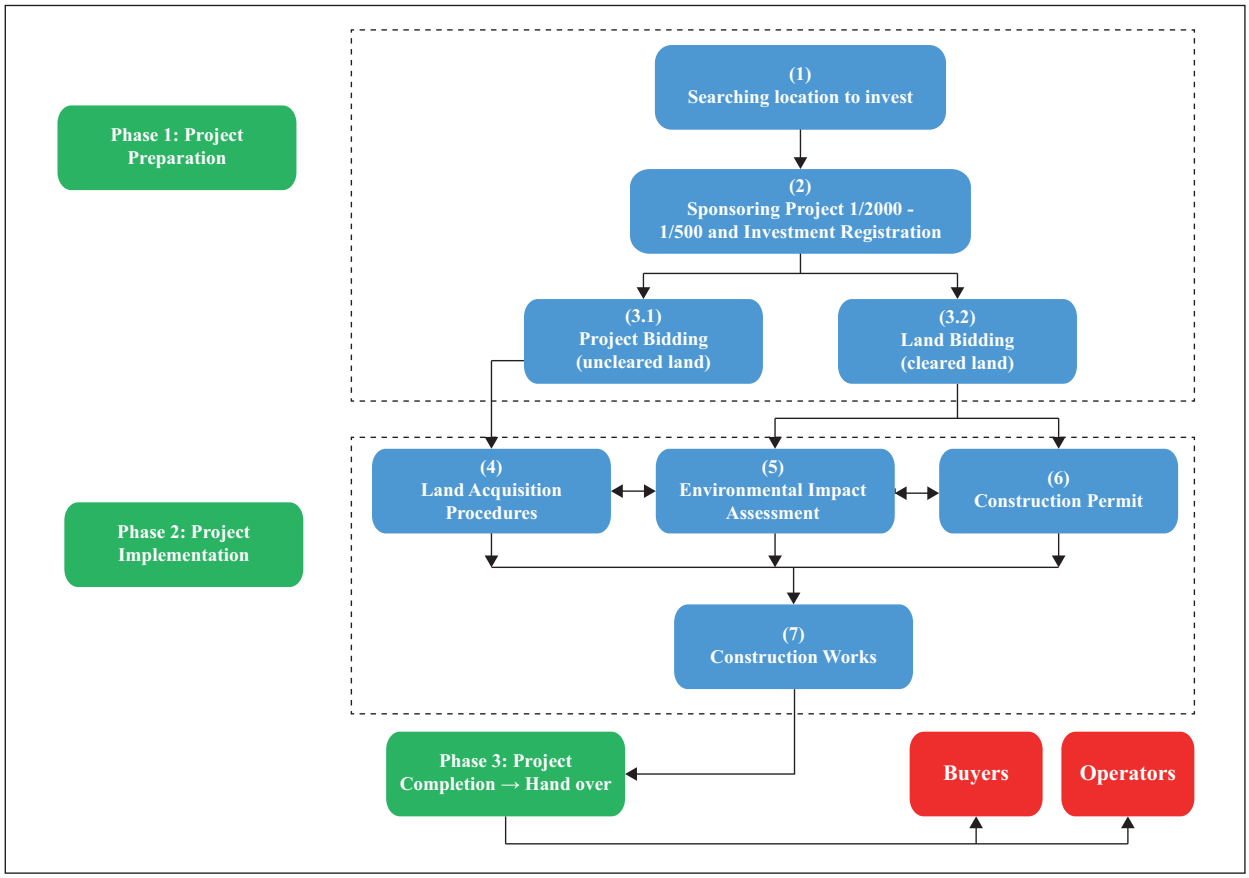
Vietnamese laws and regulations also require all proposed development projects (other than projects offered by the Government through competitive bidding and/or auction) to be granted in-principle investment approval from the provincial People's Committee or, in certain cases, the Vietnamese Prime Minister before project implementation commences.

Once the Group has received in-principle investment approval for a project, the project site area must be cleared in order to receive a land allocation or land lease decision and begin construction. The Government is in charge of site clearance, including identification and appraisal of property to be removed, setting the amount of resettlement compensation to be paid, resettling existing users and delivering the land to us. In order to expedite the land clearance process, the Group typically pays its estimated land use or rental fees in advance, and the Government uses those advanced payments to pay prior occupants resettlement compensation. The Group's pre-project division also negotiates directly with prior occupants to obtain their land use rights, in which case the Group also obtains the right to resettlement compensation from the Government. In either case, the amounts that the Group pays toward land clearance are credited towards the land use or rental fees that the Group is later required to pay pursuant to its land allocations and land lease contracts. Any amounts that the Group pays directly to prior occupants in excess of the resettlement compensation amount set by the Government are not credited toward the Group's land use or rental obligations and instead are recognized as project implementation expenses.

Upon land clearance completion, the provincial People's Committee will issue the Group a land allocation or land lease decision for the Group to implement the project. Construction on a project can begin once land clearance is complete and the Group has received a land allocation. The Group is responsible for obtaining the construction permit prior to the commencement of construction for each project, which is granted by the relevant construction management appraisal agency, which is either the Department of Construction or the Ministry of Construction, depending on the size of the project, based on their review of our construction drawing design. Subject to the nature of scale of each project, the Group shall submit either an environmental impact assessment report ("**EIAR**") to the Ministry of Natural Resources and Environment ("**MONRE**") provincial-level people's committee or other relevant Ministries for approval as part of the project preparation process, or an environmental protection plan ("**EPP**") to the local Department of Natural Resources and Environment, district-level people's committee, ward-level people's committee or industrial zone/export processing zone/economic zone board management where applicable for registration and confirmation before the project is commenced. 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 environment standards are complied with.

Upon completion of construction and prior to the transfer of ownership to customers, the Department of Construction or the Ministry of Construction, as applicable, must also give its written approval for the project to be put into use.

The order of the foregoing steps may differ from case to case. In addition, some steps may be commenced and/or completed simultaneously. A chart describing these procedures is set out below.



Financing of Projects

To date, the Group's financing strategy has involved the development of its projects predominantly through the use of existing debt facilities and equity contributions, in order to manage the level of external funding required. As a result, the Group's principal sources of financing for the development of its projects have been funds from property sales, the leasing of retail space of 27,517 square meters and office space of 5,970 square meters, income from the Group's hospitality projects and debt financings including banks loans. The Group also utilizes loans and pre-sales received from potential purchasers of its properties. See "*—Pre-sales*" and "*Description of Material Indebtedness*" for further information.

Pre-Sales

The Group has a dedicated business development department charged with, amongst other, sales and leasing and the co-ordination of pre-selling of its properties. Under Vietnamese law, the sale of off-plan real properties is only allowed after the project developer obtains land documents, project documents and construction drawing approved by the competent agencies, construction permit (if required), certification of completion of technical infrastructure corresponding to project progress, and for off-plan apartment buildings or residential mix-use buildings, the certificate of completion of foundation work for the

building. In addition, with respect to off-plan residential properties, the project developer is required to notify the state agency in charge of housing of the satisfaction for sale of its off-plan residential properties. Under Vietnamese law, the sale of off-plan apartment buildings or residential mix-used buildings by way of a sale and purchase agreement is only allowed after the Group obtains a certificate from the contractor that the foundation work has been completed or that the construction of the first floor area has been completed if the developer applies the method of top-down construction according to the approved design.

Before a sale and purchase agreement can be entered in accordance with Vietnamese laws, there are two kinds of contracts that are available for potential buyers who are interested in the project in pre-sale period, construction investment cooperation contract (which apply for non-residential projects) and service agreement (which may apply for all types of project).

The construction investment cooperation contract is entered between the project developer and potential buyer. Under this contract, potential buyers shall contribute capital (in accordance with the timeline under the contract) to build the property and shall have the right to use, enjoy economic interest of the property and enter into a sales and purchase agreement when eligible under the laws of Vietnam. An interest rate equal to 150% of 12-month deposit interest rate (applicable to organizations) of Vietcombank will be applied for any late payment by the potential buyer, and if the buyer breaches the contract, a penalty 8% of total contribution capital and actual damage compensation will be imposed, subject to further payment of compensation, penalty, overdue interest and other related costs that may be incurred by the potential buyer. If the potential buyer fails to pay the capital contribution for more than 30 days, then the Group may terminate the contract. On the other hand, if the Group fails to hand over the property to the potential buyer within 90-180 days (exact number varies among different projects) after the tentative hand-over date, an interest rate equal to 150% of 12-month deposit interest rate (applicable to organizations) of Vietcombank will be applied on the Group. If the Group fails to hand over the property to the potential buyer within 180-270 days (exact number varies among different projects) after the tentative hand over date, then the potential buyer may choose to terminate the contract, receive a full refund plus overdue interest at the rate equal to 150% of 12-month deposit interest rate (applicable to organizations) of Vietcombank. In addition, if the Group does not enter into the sale and purchase agreement when eligible under the laws of Vietnam without valid reasons, the potential buyer may choose to terminate the contract, receive a full refund and impose a penalty of 8% on the paid-up capital and request actual damage compensation.

The service agreement is entered between a potential buyer and a service provider (which is a company engaged by the project developer under a separate arrangement for market research and survey related to the projects). Under the service agreement, the service provider's scope of work is generally to introduce and advise on the project's product to a potential buyer and, only after the unit is eligible for sale under Vietnamese laws, to assist the potential buyers in entering into the sales and purchase agreement with the project developer. Before the unit is eligible for sales, the potential buyer shall pay deposits to the service provider in order to demonstrate its willingness and commitment towards the service provider as well as his financial ability to fulfill the obligations under the service agreement. If more than 6 months from the expected sale time has elapsed (exact number varies among different projects), and the project's products is still not eligible for sale then the potential buyer may choose to terminate the service agreement, request the service provider for full refund of the deposit and impose a penalty that is equal to the deposit amount paid by the potential buyer plus the interest accrued on the deposit amount at an interest rate equal to 150% of the 12-month deposit interest rate (applicable to organizations) announced by Vietcombank or require the service provider to continue providing the services and impose the above-mentioned penalty. On the other hand, if the potential buyer fails to pay the deposit on time, he or she has to pay the service provider a penalty equal to interest accrued on the late payment amount with interest rate equal to 150% of the 12-month deposit interest rate (applicable to

organizations) announced by Vietcombank. A late payment more than 10-30 business days (exact number varies among different projects) after the due date by a potential buyer shall enable the service provider to terminate the service agreement and forfeit the deposit amount already paid by potential buyer.

The Group believes that the above structure is in line with the applicable regulations on real-estate business activities.

Sales and Marketing

The Group's marketing strategy is to (1) increase and strengthen brand awareness of the Group's real estate projects to achieve sales targets and (2) promote destination branding to increase foot traffic surrounding the real estate projects. When formulating the Group's marketing strategies, the Group ensures the focus of the marketing campaigns are aligned with the target customers, its brand image and target markets of the real estate project.

The marketing team may outsource to third-party agencies certain marketing activities such as branding, creative concepts and media procurement, while the Group's in-house marketing team will be responsible for the overall strategy, budget allocations, implementation and record keeping of the marketing products.

In order to increase and strengthen brand awareness of the Group's real estate projects, the Group's marketing strategy is formulated by analyzing target markets, identifying customer segmentations, developing unique selling points and value propositions to propose creative concepts and customizing integrated marketing and communication plans to build brand awareness and promote sales. Marketing methods for each project may include 3D renderings, brochure, leaflet, website and sales applications. Each real estate project will be differentiated by a customized push and pull marketing tactic. A push marketing tactic includes direct marketing via digital advertisement in social media and televised commercials, physical billboards and public relations events, etc. A pull marketing tactic includes tailor-made events, gifts and partnerships. The marketing team will also educate sales agents on each project's marketing strategy and approach in order to ensure the sales and marketing efforts are consistent and effective.

In order to promote destination branding, the Group's marketing strategy focuses on positioning "Ha Long Marina" and "Phu Quoc Marina" as top travel destinations for visitors. For each destination, the marketing team will identify its target customers and brand positioning in order to propose customized events, activities and communication campaigns to enhance the destination as a "must-visit" attraction for travelers. The Group will promote heavily via above-the-line channels to maximize brand coverage while social media, public relation events, sponsorships and customized events are implemented to drive foot traffic to the destinations.

The Group also provides after-sale services. The Group has a dedicated customer service team providing comprehensive after-sales services, which include assisting customers in obtaining property title certificates, handling customer complaints and sponsoring social events for customers. In addition, the Group's customer service team is responsible for conducting customer satisfaction surveys to help improve the Group's projects' design, marketing strategies and quality of service.

Property Management

The Group has more than 20 years of expertise in property management through management of its operational properties including commercial and retail buildings, hotels and other completed properties as well as working with its hospitality partners for certain of its hotels. See "Hotel Partners." The Group continuously enhances its internal property management capabilities by implementing international management standards and employing highly talented and experienced experts in the field.

Competition

Real Estate Operations

Vietnam's real estate development industry is currently fragmented and has no dominant market players and is highly competitive. The Group's existing and potential competitors include other major domestic developers and a growing number of foreign developers. The major competitors that are broadly comparable to the Group are subsidiaries of Vingroup Joint Stock Company (including Vinhomes JSC, Vinpearl JSC and Vincom JSC), Sun Group, C.E.O. Group Joint Stock Company, Novaland Investment Joint Stock Company, Sovico Group's subsidiaries and Sunshine Group.

The Group competes by acquiring suitable development sites to attract local and international customers. With the entry of foreign property developers, the property development market in Vietnam is becoming increasingly competitive. Foreign companies may have access to more extensive financial resources and a wider pool of skilled manpower than the Group. The Group believes, however, that the extensive experience built up by its senior management in property investment and development, and management will enable the Group to compete effectively. Furthermore, the Group believes that the Group's strategy of acquiring sites in prime locations at reasonable cost, developing high quality properties and providing premium customer services will enable the Group to maintain its reputation as a developer of high-end properties.

Hospitality Operations

The hospitality and resort industry in which the Group operates is highly competitive. The Group competes for guests with other resorts and hotels in the locations where the Group operates. The Group's ability to maintain its relatively high average room rates and achieve high levels of occupancy may be constrained by the competition it faces in the locations in which it operates. The Group experiences significant price competition for its hotel and resorts. Competitive factors at each destination include room rates, quality of accommodation and service, brand recognition and convenience of location, and to a lesser extent, the quality and scope of other amenities. Competition on a location level depends on competing supply, political stability, social conditions, market perception, accessibility of the location, local culture, the location's success in promoting itself as a tourist destination, and other macro-level factors. In terms of its resort properties market, the Group's major competitors are in the locations where the Group operates resorts, including hotels and resorts operated by competitors of the Group's international hotel partners. The Group, however, believes it is well positioned to face such competition by leveraging on its various strengths, such as the Group's established brand reputation in the tourism and hospitality industry along with the brand reputation of its international hotel partners, prime locations of resorts in Phu Quoc and Ha Long, offering of wide range of choices of facilities and activities, and its experience in the industry.

Insurance

Real Estate Operations

For completed and operational projects, the Group maintains insurance policies with Post and Telecommunication Joint stock Insurance Corporation (PTI), BIDV Insurance Corporation (BIC) and PVI Insurance Corporation (PVI),covering fully completed and operational properties and public liability for fully completed and operational developments. These insurance policies (including compulsory fire and explosion certificate in accordance with the Government's Decree No. 23/2018/ND-CP dated February 23, 2018 and its guiding documents) are effected on an "all risk" basis, covering all unforeseen and physical loss or damage to the property owned by the insured person or which the insured person has responsibility for, custody and care, arising from any cause not specifically excluded in the policy; and any compensation to third parties if the above mentioned properties become legally liable during the course of operation, except for liability specifically excluded in the policy.

For properties under construction, the Group primarily maintains insurance policies with Post and Telecommunication Joint stock Insurance Corporation (PTI), BIDV Insurance Corporation (BIC) and PVI Insurance Corporation (PVI).These insurance policies provide coverage for all unforeseen and physical loss or damage to the properties under construction, any compensation to third parties if the Group becomes legally liable during the course of construction, except for liability specifically excluded in the policy. Such insurance policies are valid during the project's relevant construction period with a 12-24 month extended warranty.

For properties under construction that are held through interests in associate companies, insurance policies are arranged by such companies on the Group's behalf.

In line with what the Group believes to be industry practice, certain types of risks, are not covered by such insurance policies, including common excluded losses or damages resulting from war, nuclear disaster, the destruction of property by order of any public authority and acts of terrorism, and any losses or damages resulting from pandemics. See "*Risk Factors—Risks associated with the Group—The Group is subject to risks related to being uninsured or underinsured*".

Hospitality Operations

The Group maintains insurance policies including property all risks insurance which includes compulsory fire insurance, bought by the owner, public liability insurance, worker's compensation insurance, employer's liability insurance, and vehicle insurance, which are part of hotel expenses, to cover loss or damage suffered through legal and contractual liabilities, property damage, business interruption, business travel and general liabilities relating to the Group's hospitality operations.

Risk Management

Risk management is handled by several key divisions of the Group, namely, its legal, financial control and internal audit divisions.

These divisions carefully monitor the Vietnamese market in order to react in a timely and appropriate manner.

The Group believes that risks have to be managed at the outset and, as a result, any project that the Group undertakes should be profitable, even in difficult economic conditions. The Group performs thorough due diligence and analysis in respect of the investment projects it undertakes, and prepares feasibility studies and financial models in order to evaluate potential projects. The Group considers the legal, environmental and reputational risks it may face as part of its evaluation process.

The Group's approach to risk management focuses on management of risks associated with business operations and financial activities. To that end, an internal audit division (the "**Internal Audit Division**") has been established to ensure that the Group produces accurate financial reports and complies with applicable laws and the internal rules and procedures of the Group. Construction audit is also conducted to ensure project performance and the performance of contractual obligations by reviewing various aspects of the project.

The Group also has an experienced in-house legal team which enables it to manage its legal risks and compliance.

Environmental Matters

The Group is subject to Vietnamese environmental protection laws and regulations, which include regulations on air pollution, noise emissions and water and waste discharge. Each property developed by the Group must undergo an environmental assessment and an environmental impact study report or environment protection commitment must be submitted to the relevant regulatory authorities before any approval is granted for work and the development may 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 associated with the Group—The Group may be subject to higher compliance costs if Vietnamese environmental protection laws become more onerous or if the Group breaches any such laws, which may materially and adversely affect its operations and financial performance*" and "*Regulations—Other applicable Laws and Regulations—Vietnamese Environmental Regulations*".

The Group employs various frameworks in accordance with Vietnamese environmental protection laws and regulations, which include (i) three Environmental and Social Management Systems ("ESMS") manuals, (ii) occupational health and safety ("OHS") guidelines for contractors, (iii) worker's accommodation, (iv) periodic ESMS external monitoring and (v) excellent in design for greater efficiency ("EDGE") certification.

The Group implements the ESMS manuals for each pre-construction stage, construction stage and operation stage. The pre-construction stage ESMS manual is implemented to ensure land acquisition and site selection stakeholder engagement and grievance redress procedures, environmental impact assessment development and demolition are in compliant to obtain statutory permits prior to ground breaking. The construction stage ESMS manual is implemented to ensure proper implementation and monitoring of environmental and social, OHS and labor plans to address and identify the environmental and social risks and impacts of the construction work. The operation stage ESMS manual is implemented to ensure the operations and management of the properties follow industry's best practices for life and fire safety, water park safety, food safety, etc. The ESMS will be communicated to employees and training will be provided to ensure proper implementation and monitoring. The ESMS manuals are only required for IFC projects. Once complete, the Group will consider using these manuals for other projects.

The Group has developed a proprietary OHS contractor management program to define resources and procedures to manage OHS risks at construction sites. The program allows the Group to identify OHS risks and hazards at construction sites, define supervisory personnel requirements and responsibilities, define operational standards aligned with international standards, and define monitor and reporting protocols, including an independent bi-annual assessment for submission to IFC. The OHS guidelines is only required for IFC projects and is currently in progress of completion. Once complete, the Group will consider using the OHS guidelines for other projects.

The Group will ensure the development and implementation of worker's accommodation standards are aligned with IFC requirements. The standards shall be introduced to contractors and subcontractors, and be implemented over time to ensure consistency with key aspects of the IFC's workers accommodation standards in a local context. The worker's accommodation standards are only required for IFC projects but the Group has applied the same standards in its other projects. The design of the worker's accommodation for InterContinental Ha Long Bay Residences, Condotel PQ and Phu Quoc Waterpark submitted by the Group to IFC has been accepted.

The Group requires a qualified external consultant to undertake periodic ESMS to ensure the implementation and effectiveness of the ESMS employed in all site areas. External reports will be submitted directly to the Group's head of environment, health and safety, and is retained until the site is commissioned and handed to the Group's future partner/operator for the project. The Group is currently looking for qualified external consultants. In light of the COVID-19 pandemic, the first report is due to IFC in the late third quarter of 2021.

The EDGE certificate is pioneered by the IFC which helps proprietary developers build and certify "green" in an efficient and affordable fashion. The Group is in the process of procuring EDGE certificates for Citadines Phu Quoc and Holiday Inn & Suites Vientiane. The Group has completed registration for EDGE certificate for Intercontinental Ha Long Bay Residences, Condotel PQ and Holiday Inn & Suites Vientiane.

Corporate and Social Responsibility

As part of its commitment to corporate and social responsibility, the Group regularly engages in social and charitable initiatives. In 2006 to 2007, the Group spent VND10 billion to build Hung Thang Junior high school in Hung Thang ward, Quang Ninh Province. In 2012 to 2013, the Group spent VND8 billion to build Van Khanh Secondary School in An Minh ward, Kien Giang Province. The Group is also involved in the construction of various public facilities including sea dikes at Ha Long and Phu Quoc and access roads for the benefit of the general public. To help reduce flooding, the Group built sewage infrastructure and rain drainage system. In 2020, the Group participated in the Typhoon-Resilient Low-Income Housing Project in central Vietnam. Over the past years, members of the Group also participated in volunteering activities including cleaning public beaches and the "1000 square cakes for you" program where gifts were distributed to orphans for Lunar New Year.

Employees

As at December 31, 2020, the Group had 2,540 employees (excluding independent contractors) of which almost all are employed on a full time basis, of whom 1,250 employees have undergraduate degrees and 80 employees have postgraduate degrees.

The following table summarizes the number of the Group's employees by function as at December 31, 2018, 2019 and 2020:

	As of December 31,		
	2018	**2019**	**2020**
Management	1	2	6
Assistant to Board of Management	5	4	4
Investment	3	3	3
Sales	15	16	15
Project Construction and Management	59	91	86
Project Research and Development	3	4	6
Building Management and Security	33	34	35
Marketing and Public Relations	11	10	20
Legal Department	7	9	10
Finance, Accounting and Auditing	115	108	99
IT	10	10	13
Administrative and Human Resources	39	42	38
Hotel and Services	1,047	1,093	969
Others	1,433	1,646	1,236
Total	**2,781**	**3,072**	**2,540**

The Group does not employ a significant number of short-term employees.

The Group provides social, unemployment and health insurance to all of its employees. Under Vietnamese law, the requisite social insurance contributions comprise a 17.53% employer's contribution and a 8% employee's contribution. The requisite unemployment insurance contributions comprise a 1% employer's contribution and a 1% employee's contribution. Similarly, the requisite health insurance contributions comprise a 3% employer's contribution and a 1.5% employee's contribution. In addition, the Group voluntarily provides accident insurance for all its employees, although there is no requirement under Vietnamese law for it to do so.

All of the Group's employees are members of a trade union. The Group consults these trade unions regularly on issues such as salary and benefit variations. The Group believes that it has a good relationship with its employees. The Group has not experienced any strikes or disruptions to its operations due to labor disputes. 10% of the Group's employees are short-term employees.

Intellectual Property

The Group's business or profitability is not materially dependent on any patent or license, or industrial, commercial or financial contract (including a contract with a customer) relating to intellectual property.

Research and Development

The nature of the Group's business does not require it to carry out research and development, and the Group has not carried out any significant research and development for the past three fiscal years.

Legal Proceedings

The Group is not engaged in any material legal or arbitration proceedings (either as plaintiff or defendant), including those which are pending or known to be contemplated, that are not in the ordinary course of business which may have, or have had a material effect on the Group's financial position or profitability. The Board of Management has no knowledge of any proceedings pending or threatened against the Group or any of its subsidiaries or any facts likely to give rise to any litigation, claims or proceedings that might materially affect the financial position, profitability or the business of the Group or any of its subsidiaries.

Board of Management

Under Vietnamese Enterprises Law, the Board of Management is responsible for the management of a joint stock 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 Management, whether in their capacity as executive or non-executive members, have the same power as a member of the Board of Management. All non-public companies that do not have an Inspection Committee are required to ensure that the Board of Management maintains a balance between the executive and non-executive members, with at least 20% of the Board of Management being non-executive members, and in which case, there must be an inspection board under the Board of Management.

Our Board of Management is elected at a general meeting of the Company's shareholders and comprises seven members, one of whom serves as chairman.

The principal responsibilities of the Board of Management 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 the Company's shareholders;
- reporting to shareholders on matters such as proposed dividends, financial statements, business strategy and the general business condition of the Company; and
- formulating the organizational and management structure of the Company and the regulations within which it operates.

Vietnamese Enterprises Law requires "Members of the board of management are responsible to implement their duties in an honest and diligent manner in the best legitimate interests of the company".

The Board of Management comprises the following seven members:

Name	Age	Position in the Company/ Principal Occupation
Mr. Doan Quoc Viet	66	Non-Executive Director and Chairman
Mrs. Khong Thi Hien	66	Member, Non-Executive Director
Mr. Huy Doan	37	Vice Chairman, Chief Executive Officer and Executive Director
Ms. Mai Doan	39	Vice Chairman, Chief Operational Officer and Executive Director
Mr. Dzung Le	46	Chief Commercial Officer and Executive Director
Ms. Ha Bui	47	Member, Chief Financial Officer and Executive Director
Mr. Peter Ryder	67	Member, Non-executive Director

Mr. Doan Quoc Viet

Mr. Doan Quoc Viet is the founder and majority shareholder of the Group. He relocated to Vietnam and established Ha Long Development and Investment Co., Ltd in 1994 with the first project being Ha Long Plaza Hotel. He was appointed to the Board of Management and elected as the Chairman to the Board of Management in 1997. Mr. Viet has more than 27 years of work experience with the Group. Before founding the Group, he worked in the Institute of Energy Vietnam from 1980 to 1985. Mr. Doan then worked as a businessman in Poland from 1988 to 1994, and acted as the Chairman of VHD Limited in Poland with a focus on the hospitality and food and beverages sectors, and the Chairman and General Director of BIM Co. mainly engaging in import and export activities, and garment and restaurant businesses at the same time.

Mr. Doan obtained a Bachelor's degree of Science from the Hanoi Polytechnic University and a Doctor's degree of science from Warsaw University of Technology.

Mrs. Khong Thi Hien

Mrs. Khong Thi Hien is a co-founder and a minority shareholder of the Group. She was appointed to the Board of Management in 1994. She acted as the Group's Chief Financial Officer from 1994 to 2008. From 1995 until present, she has served various roles in the Group, including the Vice Chairwoman of BIM Group, the Chief Executive Officer of Syrena JSC, the Deputy Chief Executive Officer of BIM Land, Ha Long Investment and Development Co., Ltd, Syrena Vietnam JSC and various other entities of the Group. She is also a founder of Elite Fitness and BIM Energy, and a Board member of BIM Group and BIM Foods. Before founding the Group, Mrs. Khong was in Poland doing businesses from 1988 to 1994. She obtained a Bachelor's degree of Science from Hanoi Polytechnic University and a Doctor's degree of Science of Warsaw University of technology.

Mr. Huy Doan

Mr. Huy Doan was appointed to the Board of Management in 2013. He serves as the Vice Chairman to the Board of Management, the Chief Executive Officer and Executive Director of the Group. Mr. Doan was the Chairman of Syrena Vietnam JSC from 2011 to 2012, the Deputy Chief Executive Officer of Ha Long Investment and Development Co., Ltd and the Chief Executive Officer of BIM Land JSC from 2007 to 2012, and the Head of Marketing Department of Ha Long Investment and Development Co., Ltd. from 2005 to 2006. Mr. Doan has more than 16 years of work experience with the Group and more than 16 years of experience in the property development industry. Prior to his current positions, he was a founder of Lifestyle Vietnam JSC and a Co-founder of BIM Energy Holding JSC. Mr. Doan obtained a Master's degree of Business Administration from Stanford University.

Ms. Mai Doan

Ms. Mai Doan was appointed to the Board of Management in 2013. She serves as the Vice Chairman to the Board of Management, Chief Operational Officer and Executive Director of the Group. Since 2013, Ms. Doan has served as the Deputy Chief Executive Officer of the Group, the Company, Ha Long Investment and Development Co., Ltd., and other entities of the Group, and the Chief Executive Officer of Syrena Vietnam JSC. From 2008 to 2013, Ms. Doan served as the advisor to the Board of Management of the Group. From 2005 to 2008, she was the Head of Project Development Department of Ha Long Investment and Development Co., Ltd.. From 2003 to 2004, she worked as an underwriter at Premier Mortgage Group. Ms. Doan has more than 16 years of work experience with the Group and more than 16 years of experience in real estate focusing on hotel management and operations. Ms. Doan obtained a Master's degree of Business Administration from the University of California, Los Angeles.

Mr. Dzung Le

Mr. Dzung Le was appointed to the Board of Management in 2019. He has served as the Chief Commercial Officer and Executive Director of the Group since 2019, and the Deputy Chief Executive Officer of Syrena Vietnam JSC since October 2014. Mr. Le has more than 7 years of experience with the Group and more than 26 years of work experience in real estate sales and operations. Prior to his current position, he held managerial position at CBRE from 2004 to 2014, responsible for managing and providing advisory services for mergers and acquisitions, investments, creating sales strategy as well as business development with a wide variety of asset products for domestic and foreign investors. He also held managerial position at Vinaconex from 1996 to 2003. He served as a member of the board of Parkson Vietnam from 2007 to 2012 and Ascott CapitaLand Vietnam from 2008 to 2013. Mr. Le obtained a Master's degree of Business Administration from the University of Greenwich, London.

Ms. Ha Bui

Ms. Ha Bui was appointed to the Board of Management in 2018. She is the Chief Financial Officer and Executive Director of the Group. Ms. Bui has more than 3 years of work experience with the group and more than 20 years of experience in capital markets in London, New York, Hong Kong and Singapore. Prior to joining the Group, Ms. Bui served as a director in structured fixed income sales at ING from 2010 to 2018 in Hong Kong and Singapore. She also worked as a vice president of structured lending, emerging markets at Credit Suisse from 2007 to 2009 in Singapore and vice president of hedge funds sales, credit products at J.P. Morgan from 2006 to 2007 in Hong Kong. Before that Ms. Bui worked as an associate in emerging markets debt origination at ABN Amro Bank in London from 2000 to 2002, as an assistant vice president in emerging markets debt origination, Latin America in New York from 2002 to 2004, and as a credit analyst at Bluebay Asset Management in London from 2004 to 2006. She obtained a Master's degree of Economics from London School of Economics.

Mr. Peter Ryder

Mr. Peter Ryder was appointed to the Board of Management in 2018. He serves as an Independent Non-executive Director of the Group. He has more than 3 years of experience with the Group and has worked in Vietnam since 1992. Mr. Ryder had worked in investment across various sectors including real estate, construction, information technology and banking. Prior to joining the Group, Mr. Ryder worked as the real estate finance director at Solomon Brothers from 1983 to 1992 and the director of Asia Pacific region in Tokyo from 1987 to 1990, where he was responsible for U.S.$3 billion of investment in office space, retail, residential and hotel projects. From 1992 to 1998, Mr. Ryder was a partner in two New York-based investment companies and was active in investing in Vietnam across various sectors, including real estate, construction, IT, consumer services and products, banking, and education. Since 1999, he has served as the Chief Executive Officer of Indochina Capital, the subsidiary of which is one of the leading advisory and real estate development companies in Vietnam. Mr. Ryde also acted as the Chairman of the America Chamber of Commerce in Hanoi from 1999 to 2001 and served as a board member from 1995 to 2005.

Management Team

The Group's management team is appointed by the Board of Management and currently comprises eight department heads, the chief of legal counsel and the chief accountant. The Group's management team are not appointed for a fixed term nor are they employed pursuant to any management service contracts.

The principal responsibilities of the management team are:

- the implementation of decisions made by the Board of Management, in particular those relating to the execution of business plans;
- the recommendation to the Board of Management of proposed organizational structures and regulations relating to the internal management of the Group; and
- the management and supervision of day-to-day operation of the Group.
- the appointment and revocation of appointments of senior managers; and
- the execution of contracts and other documents on behalf of the Group.

The Company's management team currently comprise the following members:

Name	Age	Position in the Company/ Principal Occupation
Mr. Huy Doan	37	Chief Executive Director
Ms. Khong Thi Hien	66	Deputy Chief Executive Director
Ms. Mai Doan	39	Deputy Chief Executive Director
Mr. Dzung Le	46	Chief Commercial Officer
Ms. Ha Bui	47	Chief Financial Officer
Mr. Gary Sharp	68	Head of Design, Sustainable and Strategic Project Planning
Mr. Tinh Nguyen	41	Head of Project Management
Ms. Tra Nguyen	37	Head of Procurement
Ms. Giang Nguyen	46	Head of Public Relations and Marketing
Mr. Adam Riley	57	Head of Hospitality
Mr. Viet Mai	59	Chief of Legal Counsel
Mr. Hang Tran	40	Chief Accountant
Mr. Cuong Do	62	Head of Environmental and Social Environmental, Health and Safety
Ms. Yen Tran	50	Head of Enterprise Resource Planning and Internal Control
Mr. Hung Tran	43	Head of Human Resources and Administrations

Mr. Huy Doan

Please see "Management—Board of Management—Mr. Huy Doan" of this Offering Circular.

Ms. Khong Thi Hien

Please see "Management—Board of Management—Ms. Khong Thi Hien" of this Offering Circular.

Ms. Mai Doan

Please see "Management—Board of Management—Ms. Mai Doan" of this Offering Circular.

Mr. Dzung Le

Please see "Management—Board of Management—Mr. Dzung Le" of this Offering Circular.

Ms. Ha Bui

Please see "Management—Board of Management—Ms. Ha Bui" of this Offering Circular.

Mr. Gary Sharp

Mr. Gary Sharp has been appointed as the Head of Design, Sustainable and Strategic Project Planning since 2013. He has more than 8 years of work experience with the Group and more than 45 years of experience in urban master planning and project design. Prior to joining the Group, Mr. Sharp held the position of General Director at PTW Vietnam from 2003 to 2013. He also worked as a Product Manager at PTW Sydney from 1990 to 2003 and worked in the corporate retail design department of John Grove & Associates from 1996 to 1989. He obtained a Bachelor's degree of Architecture from Newcastle University, Australia.

Mr. Tinh Nguyen

Mr. Tinh Nguyen has been appointed as the Head of Project Management since 2018. He has more than 18 years of work experience with the Group since 2003 as well as experience in real estate with the Company. He is mainly responsible for project management. He served as the General Manager of the the Group's Project Management Committee in Quang Ninh province from 2015 to 2018 and worked in the Legal Permits Department of Ha Long Investment and Development Co., Ltd. from 2007 to 2014, and the Land Compensation Department from 2003 to 2007. He obtained a Bachelor's degree of Business Finance from the National Economics University and a Bachelor's degree of Engineering of Land Management from University of Agriculture.

Ms. Tra Nguyen

Ms. Tra Nguyen has been appointed as the Head of Procurement since 2016. She has more than 5 years of work experience with the Group and over 15 years of experience in procurement and tendering. Prior to joining the Group, Ms. Nguyen worked in the Department of Technical Planning at Delta Group from 2006 to 2016. She obtained a Bachelor's degree of Construction Management and Economics from the University of Construction.

Ms. Giang Nguyen

Ms. Giang Nguyen has been appointed as the Head of Public Relations and Marketing since 2018. She has more than 3 years of work experience with the Group and over 20 years of experience in public relations and marketing. She previously worked as the Head of Public Relations and Marketing at Vietnam International Commercial Joint Stock Bank in 2015, the Marketing Director of Vingroup from 2015 to 2016 and the Head of Public Relations and Marketing at Openasia from 2016 to 2018.

Mr. Adam Riley

Mr. Adam has worked as the Head of Hospitality since 2019. He has more than 2 years of work experience with the Group and over 30 years of experience in hospitality. Prior to joining the Group, he held the position of Vice President in Operation at InterContinental Hotels Group, Shanghai from 2011 to 2019. He also worked as a general manager at Crowne Plaza West Hanoi, Vietnam from 2010 to 2011, Alpensia Resort, South Korea from 2008 to 2010 as well as various hotels in New Zealand, Australia, Vietnam and Fiji. Mr. Riley obtained a Master's degree of Business Administration from the International Graduate School of Business, University of South Australia.

Mr. Viet Mai

Mr. Viet Mai has worked as the Chief Legal Counsel since 2016. He has more than 5 years of work experience with the Group and over 20 years of experience in the legal industry. Prior to joining the Group, Mr. Viet Mai had worked as a partner in the Hanoi office of DS Advocates, a French law firm, from 2008 to 2016, and a senior Associate from 1997 to 2006. He also worked as an associate at DS Pollack & Partners from 1995 to 1997 and as a senior associate at Nguyen Huy Thiep & Associates Firm from 2006 to 2008.

Ms. Hang Tran

Ms. Hang Tran has worked as the Chief Accountant of the Company since 2019. She has more than 19 years of work experience with the Group. From 2002 to 2019, Ms. Hang Tran worked as an accountant or chief accountant at various companies of the Group. She obtained a bachelor's degree from the National Economic University.

Mr. Cuong Do

Mr. Cuong Do has been the Head of Environmental and Social Environmental, Health and Safety since 2018. He has been with the Group since inception. In these 27 years, he held various managerial positions. Prior to joining the Group, he worked at the Ministry of Science and Technology from 1985 to 1993.

Mr. Hung Tran

Mr. Hung Tran has worked as the Head of Human Resources and Administration since 2020. He joined the Group last year and has more than 27 years of experience in human resources management. Prior to joining the Group, he served as the Head of Human Resources at BiboMart Group from 2017 to 2020, at Vinecom, Almaz-Vinhomes from 2013 to 2015 and at FPT Information System, FPT Group from 2003 to 2012.

Inspection Committee

The Inspection Committee is elected at a general meeting of the Company's Shareholders and currently consists of three members, each appointed for a three-year term.

Under Vietnamese laws, among others, the members of a company's board of management are not allowed to be members of its Inspection Committee, and members of the Inspection Committee are required to be independent of the board of management. Members of the Inspection Committee must have expertise in economic, finance, accounting, law, business management or another expertise relating to the company's business, and must not (i) be family member of the Board of Management, General Director

and other managers; or (ii) hold other managerial positions in the company. More than 50% of the members of the Inspection Committee must reside in Vietnam. The Head of the Inspection Committee must have expertise in economic, finance, accounting, law, business management or another expertise relating to the company's business (by possessing a university degree (or higher) in such areas), unless the charter of the company require higher standards.

Under the laws of Vietnam and the Company's charter, the Inspection Committee has the following responsibilities, among other things:

(i) to supervise the conduct of the Board of Management and General Director in the management and operation of the Company;

(ii) to inspect the reasonableness, lawfulness, truthfulness and carefulness of the management and operation of business activities, of the organization of accounting and statistical tasks, and of the preparation of financial statements;

(iii) to evaluate the completeness, lawfulness and truthfulness of business performance reports, annual and semi-annual financial statements of the Company, and management evaluation reports of the Board of Management, and submit reports on these evaluations to the annual meetings of the General Meeting of Shareholders; to review contracts and transactions with related persons which are subject to approval of the Board of Management or the General Meeting of Shareholders; to give recommendation on the contracts and tractions which are subject to approval of the Board of Management or the General Meeting of Shareholders;

(iv) to review, inspect and evaluate the effectiveness of the internal control, internal audit, risk management and early warning systems of the Company;

(v) to review the accounting books and other documents of the Company, and the management and operation of the Company, whether at its discretion or at the request of a shareholder or group of shareholders owning more than 10% shares of the Company in the continuous 6 months;

(vi) upon request of a shareholder or group of shareholders owning more than 10% shares of the Company in the continuous 6 months, to carry out an inspection within 7 working days from the day on which the request is received, and within 15 days after the end of the inspection, to submit a report to the Board of Management or the requesting shareholder or group of shareholders. The inspection must not obstruct normal operation of the Board of Management or interrupt the Company's business operation;

(vii) to propose to the Board of Management or the General Meeting of Shareholders measures to amend, improve or enhance the organizational structure of the Company, or the management and operation of the Company's business activities;

(viii) to promptly submit a written notification to the Board of Management a member of the Board of Management or the General Director fails to comply with the obligations of a manager of the Group; and to request the violator to cease the violations and implement remedial measures;

(ix) to participate in and discuss at the general meeting of shareholders, meetings of the Board of Management and other meetings of the Company;

(x) to employ independent advisors or internal audit unit of the Company to perform the assigned duties;

(xi) to discuss with the Board of Management before submitting reports and proposals to the General Meeting of Shareholders; and

(xii) such other rights and obligations prescribed by this applicable laws, the Company's charter and resolution of the General Meeting of Shareholders.

The characteristics of the Inspection Committee described herein are reflected in the Company's charter.

The Inspection Committee currently comprises the following members:

Name	Age	Principal Occupation/ Position in the Company
Mr. Ha Nguyen	43	Head of Inspection Committee
Mrs. Yen Tran	50	Member
Mr. Binh Nguyen	66	Member

Mr. Ha Nguyen

Mr. Ha Nguyen has worked as the Head of Inspection Committee since 2020. He joined the Group in 2019. He has more than 20 years of experience in finance, audit and accounting. Prior to his current position, Mr. Nguyen served as the Head of Subsidiaries Financial Control at Techcombank from 2015 to 2019 and the Global Finance Manager of Y-TEC Vietnam Co., Ltd from 2014 to 2015. He also worked as an auditor at Iyer Practice from 2012 to 2013, a Finance Manager at HSBC Insurance Asia Pacific from 2010 to 2011, and an auditor at PricewaterhouseCoopers from 2004 to 2010.

Ms. Yen Tran

Ms. Yen Tran has worked as the Head of Enterprise Resource Planning and Internal Control since 2015, and a Member of the Inspection Committee of BIM Land JSC since 2020. She has joined the Group for more than 6 years since 2015. She has more than 28 years of experience in finance, audit and internal control. She had previously held the positions of Chief Financial Officer and Head of Cost Control at Vinecom LLP from 2014 to 2015. From 2013 to 2014, Ms. Tran served as an advisor to the Board of Directors of Klever Fruit and a Chief Financial Officer of Golden Gate Group. She had also served as a board member of various entities, including VIFON II JSC Co. and VIFON JSC from 2011 to 2012, Duy Thinh Co. Ltd from 2009 to 2014, and Thuan Phat Group from 2009 to 2014 where she was also the Chief Financial Officer. Ms. Tran also worked as a consultant on occupation orientation for high level managers at Manpower Vietnam from 2008 to 2009, the Chief Financial Officer and a member of the investment board of BigC Vietnam from 2007 to 2008, a merger and acquisition manager at Mazars Vietnam from 2004 to 2007, and an auditor at THNN Ernst & Young Vietnam from 1996 to 2004.

Mr. Binh Nguyen

Mr. Binh Nguyen has served as a Member of Inspection Committee of BIM Land JSC since 2020. He joined the Group in 2012 as an assistant to the Chairman on construction inspection activities. Before he joined the Group, he had served in the army from 1972 to 2011. He worked as an Air Force Inspector for the Ministry of Defense from 1994 to 2010, and a professional military officer from 1972 to 2010.

PRINCIPAL SHAREHOLDERS

The following table sets forth details about the beneficial ownership of the Company as of December 31, 2020:

Name	Number of Shares	% Shareholding
Mr. Doan Quoc Viet[(1)]	299,875,562	99.96
Mr. Huy Doan	124,438	0.04

Note:

(1) Mr. Doan Quoc Viet and Ms. Khong Thi Hien hold 88% and 12% ownership interest, respectively, in BIM Group Limited which holds 99.92% of the Company's outstanding shares.

Set out below is a summary of certain principal laws and regulations of Vietnam in effect and to which we are subject as of the date of this Offering Circular. This summary does not purport to be a complete review of all laws and regulations of Vietnam 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% 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% (or another percentage as provided in the company's charter) of the total value of the assets of the company as recorded in the latest financial statements, a proposal to pass such resolutions will require the approval of shareholders representing at least 65% of the voting shares held by those presenting 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.

Minority shareholders may form a group 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 Management ("**BOM**"), 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 BOM and other documents apart from the documents relating to commercial secrets, business secrets of the company; (ii) request the convening of a general shareholders' meeting in circumstances prescribed by law or the charter; and (iii) where appropriate, request the inspection committee to investigate a particular issue relating to the management and/or administration of operations of such company. Minority shareholders may form a group holding at least 10% (or a smaller threshold as provided in the company's charter) collectively nominate candidates to the BOM 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 two parties may request a valuation organization to determine the price.

Corporate Governance of a Non-public Joint Stock Company

Under the Law on Enterprises, a non-public joint stock company shall be organized in either of the following two models. The first model consists of the general meeting of shareholders, the BOM, the inspection committee and chief executive officer. The second model consists of the general meeting of shareholders, the BOM and the chief executive officer. In this case, at least 20% of the BOM must be independent and there must be an audit committee affiliated to the BOM.

An independent member of the BOM must satisfy the following qualifications, among others:

(i) not being a person currently working (or having worked in at lease three preceding years) for the company or its parent company or its subsidiary;

(ii) 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);

(iii) not being a person whose spouse, biological/adoptive father/mother, (adopted) child or sibling is a major shareholder of the company, or a manager of the company or its subsidiary;

(iv) not being a person directly or indirectly owning at least 1% of the total voting shares in the company; and

(v) not being a person having been a member of the BOM or member of the inspection committee of the company for at least five preceding years, except those who are appointed for 2 consecutive terms.

Related Party Transactions of a Non-public Joint Stock Company

The concept of a related person of a company is broadly defined under Law on Enterprises as any organization or individual having a direct or indirect relationship with the company, and includes the following persons:

- the parent company, the manager and the legal representative of the parent company, and the person competent to designate the manager of the parent company;
- subsidiaries, the manager and the legal representative of the subsidiaries;
- an individual or organization or group of individuals or organizations that is/are capable of controlling the operation of the enterprise through owning or acquiring shares or contributed capital amounts or through the decision-making process of enterprise;
- executives of the company, legal representative or controller;
- spouses, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law of the executive officer, legal representative, controllers, members/partners and shareholders holding the controlling stakes/ shares;
- any individual that is the authorized representative of the companies or organizations mentioned in three first points above;

- Any enterprise in which an individual, company or organization mentioned in the above points owns shares at a level entitling it to control the decision-making of the company.

While the concept of a related person is broadly defined under the Law on Enterprises, the law does not regulate all related party transactions but only the contracts or transactions entered into by a joint stock company and any of the following related persons: (i) shareholders, authorized representative of the corporate shareholders holding more than 10% of total number of ordinary shares of the company, their related persons; (ii) members of the BOM, the director, the general director and their related persons; and (iii) a company in which a member of the BOM, or a member of the inspection committee, or the director or general director and other managers of the company hold shares or contributes capital or in which their related persons jointly or severally own more than 10% of charter capital (each, a "**Statutory Related Party Transaction**").

The Law on Enterprises sets out certain statutory requirements for the approval of Statutory Related Party Transactions. If the value of a Statutory Related Party Transaction of a joint stock company is less than 35% of the total assets recorded in the latest financial statements of the company unless another smaller percentage or value is specified in the company's charter, such Statutory Related Party Transaction must be approved by the BOM and member(s) of the BOM who have interest in the transaction must abstain from voting. Any Statutory Related Party Transaction with a value of 35% or more of the total assets recorded in the latest financial statements of such company requires a resolution of the general meeting of shareholders. The person representing the company to execute such Statutory Related Party Transactions shall notify the BOM and the inspection committee of the parties participated in such Statutory Related Party Transactions and enclose the draft of contract or main contents of the Statutory Related Party Transactions. The BOM shall make a decision on approval of the contract within 15 days from the date of receipt of the notice, except where the company charter provides for other time-limit. The members of the BOM or the shareholders having related interests are not allowed to vote on such Statutory Related Party Transaction.

Multiple-member Limited Liability Company ("LLC")

A company may also be incorporated in the form of a multiple-member LLC. The charter capital of a multiple-member LLC is not divided into shares but consists of capital contribution portions which are contributed by the members. A multiple-member LLC cannot have more than 50 members.

Under the Law on Enterprises, the organizational structure a LLC shall consist of the members' council ("**MC**"), the chairperson of the MC and the director or general director.

Under the Law on Enterprises, members of a LLC have the right to attend and vote at the MC's meeting. A MC's resolution on most of the matters subject to a decision of the MC will be passed by the vote of such members representing at least 65% of the charter capital present in person or by proxy at a meeting, save for certain matters which are subject to the approval of members representing 75% of the charter capital present in person or by proxy at a meeting, including sales of assets equal to or exceeding 50% (or such lower percentage or value as provided in the company's charter) of the total value of the assets of the company as recorded in its latest financial statements, amendments and supplements to the company's charter, and the restructuring and/or dissolution of the company. The company's charter may stipulate a different threshold for the passing of MC's resolutions.

Under the Law on Enterprises, transactions between a LLC on one hand and the following persons on the other hand will be subject to the approval of the MC: (i) members, their authorized representatives, the director or general director, the legal representative of the company and their related persons; and (ii) the managers of the parent company, persons who have the power to appoint such managers and their

related persons. The signatory on behalf of the Company in such transaction shall send to the MC and the inspector a notice of entities involved in such transaction and enclose the draft contract or a notice of main contents of the transaction needed to be conducted. Unless otherwise stipulated in the company charter, the MC shall make a decision on approval or disapproval of such transaction within 15 days from the date of receipt of the notice. The transaction shall be approved upon agreement by the members representing at least 65% of the total voting capital. Members who are related to such transactions are not allowed to vote on resolutions regarding it.

Vietnamese Securities Law

In Vietnam, securities and securities market are regulated by the Law on Securities which was promulgated on November 26, 2019 (taking effect as from January 1, 2021) ("**Law on Securities**"). The State Securities Commission (the "**SSC**") is the organ charged with the organization, development and supervision of the country's securities market. Before February 2004, the SSC had operated as an organ reporting directly to the Prime Minister. On February 19, 2004, the management of the SSC was transferred to the Ministry of Finance (the "**MOF**").

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.

Issuance of International Corporate Bonds

Issuance of bonds is mainly governed by Decree 153/2020/ND-CP of the Government dated December 31, 2020 on the issuance of corporate bonds ("**Decree 153**"), as implemented by Circular 122/2020/TT-BTC dated December 31, 2012 of the Ministry of Finance. The issuance of international bonds is also governed by Circular 17/2013/TT-NHNN of the State Bank of Vietnam (the "**SBV**") dated July 16, 2013 guiding foreign exchange management in the issuance of international bonds which are not guaranteed by the government, as amended by Circular No. 29/2015/TT-NHNN dated December 22, 2015 of the SBV. According to Article 25 of Decree 153, enterprises may issue bonds (convertible or non-convertible) if they meet 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 Vietnamese legislation;
- satisfying the conditions on capital adequacy ratio and other restrictions ensuring safety during operation provided in specialized branch 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 a bond issuance plan approved by a competent body; and
- for convertible bonds, the issuer must be a joint-stock company, ensuring the ratios of foreign investors participations as prescribed by applicable laws and ensuring the interval of at least six months between the two issue tranches.

A plan on issuance of convertible bonds must be adopted by the shareholders' general meetings of the issuer whilst a plan on issuance of non-convertible bonds is subject to approval of the shareholders' general meetings or the BOM, members' council or representatives of equity owners of the issuer, depending on the type of relevant corporate entity and its charter.

To offer corporate bonds to international market and to list the bonds on a foreign stock exchange, an issuer is required to obtain the following key regulatory approvals:

- to obtain 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 and thereafter to register the issuance of international bonds with the SBV;

- to obtain registration with the SSC for the offering of the bonds to international market pursuant to Article 26 of Decree 153/2020/ND-CP (as amended), and for the listing of the bonds on foreign stock exchanges in pursuant with Article 127 of Decree 155/2020/ND-CP (as amended); and

- register the issuance amount of bonds with the SBV in pursuant with Article 12 of Circular 17/2013/TT-NHNN (as amended).

The issuer is also required to provide a written notice of pre-issuance public disclosure to the Vietnam Stock Exchange ("**VNX**") at least 1 business day prior to issue date, and after the issue is completed, submit reports on result of its international 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 on Foreign Stock Exchanges

The listing of bonds on Foreign Stock Exchange is mainly governed by Decree 155/2020/ND-CP of the Government dated December 31, 2020 on guiding the implementation of Law of Securities ("**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 be engaged 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 shall have been approved by the general meeting of shareholders (for joint stock companies), members' council (for limited liability companies with at least 2 members) or the company's owner (for one-member limited liability companies);

- the offshore listing must comply with foreign exchange regulations;

- 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; and

- for issuer operating in conditional business sectors, the issuer must obtain approval of the relevant competent authority.

The issuer must submit an offshore listing application to the SSC for approval, make public disclosure relating to the listing and, post-listing, it has on-going compliance obligations regarding preparation of financial statements and public disclosure under the disclosure rules in Vietnam and of the offshore 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 freehold ownership over land is not permitted, persons may have legal rights to use land in Vietnam, and are regarded as land users. 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 constitute 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 the 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 and its implementing regulations (the "**Land Law**").

The State determines, amongst other things, the following matters in relation to land: the land use period, land allocation and lease of land, land withdrawal, the purpose of the use of particular land, land evaluation, land use fees, land rental rates, land tax and the 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) through an auction organized by the competent authority; (iv) lease from an authorized lessor; and (v) taking 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 paid in lump sum or annually by the developers (in the case of land lease). However, only land use rights that are allocated to the developer can be used to construct residential property for sale. Land use rights that are leased to the developer (whether with land rental paid in lump sum or annually) can only be used to construct residential property for lease or other public facilities for commercial purpose. Enterprises who pay the land use fees not using State budget funds or pay land rental in lump sum will have rights such as being able to mortgage the land use rights and the assets attached to the land, to use the land use rights for the provision of guarantees and to make capital contributions in the form of the land use rights. In comparison, an enterprise which elects to pay the land use fees using State budget funds or to pay land rental by annual installments can only use the assets attached to the land to make capital contribution or exercise collateral rights.

All legitimate land users are entitled to obtain land use right certificates in their name. Similarly, all legitimate owners of property or buildings constructed on land are entitled to obtain certificates of property ownership. These certificates constitute conclusive 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.

Vietnamese Laws on Residential Housing

The existing Law on Residential Housing was adopted on November 25, 2014 and took effect as from July 1, 2015 (the "Law on Residential Housing"). The Law on Residential Housing provides a legal framework for housing development and construction in Vietnam and aims to strongly encourage organizations and individuals from all sectors of the economy to participate in housing development. 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 be extended upon its expiry, and foreigners cannot, in aggregate, own more than 30% of the apartments in an apartment building or in an area having a population equivalent to that of a ward, 10% of separate houses in an area where there is only one project with the number of separate houses below 2,500 or 10% of separate houses in each project where there are more than 02 projects with the aggregate number of separate house equivalent to 2,500; and where there is only one project with the number of separate houses equivalent to 2,500, the foreigners cannot own more than 250 separate houses.

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**") and 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 still retains the dual treatment of Vietnamese nationals and foreigners with regard to 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 out or grant 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 houses and buildings other than residential houses 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) in case of land transferred from organizations, family households, or individual, to invest in construction of houses, and construction works for sale, lease or grant of hire purchase;

(vii) in case of land leased from organizations, family households, or individual, to invest in construction of houses and construction works for lease in accordance with the land use purpose;

(viii) to receive a part of or entire real estate projects from investors to construct houses and construction works for sale, lease or grant of hire purchase;

(ix) to receive 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 activities described in sub-paragraphs (iii), (v) and (viii), and to invest in construction of houses on land allocated by the state for sale, lease, or grant of hire purchase and construction of 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 purpose. In general, foreign investors are required to develop property rather than to purchase developed property for the purpose of carrying out 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, 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

As from the effective date of the Law on Real Estate Business (i.e., July 1, 2015), any enterprise engaging in real estate business (excluding real estate brokerage, management and consulting services) must have a charter capital of at least VND20 billion. Pursuant to the Law on Enterprises, the charter capital of an enterprise must be fully paid up within 90 days from the issuance of relevant enterprise registration certificate. This regulation requires project developers to have a strong financial capacity.

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 bank guarantee for pre-sale. A project developer may sell or grant hire purchase of apartments constructed in the future only after completion of the building foundation and if the conditions for sale of such apartments are notified to and are confirmed to be satisfactory by the provincial Department of Construction. In addition, financial obligations of the project developer to the home buyers must be

guaranteed by a qualified commercial bank pursuant to which, in case the project developer fails to hand-over the residential houses according to the undertaken schedule, the bank shall refund the advance payment and other payments to the home buyers in accordance with the sale and purchase agreement and the guarantee. These requirements aim to protect the home buyers, although it may affect the capital mobilization of the project developer.

The Law on Real Estate Business also introduces certain requirements on pre-sales and capital mobilization for development of housing projects. For instance, a domestic developer of a property project is restricted from collecting pre-sales more than 70% of the full sale price before handover of the property and is not permitted to use pre-sale funds for purposes other than to develop such apartment project. Developers of housing projects can borrow funds for the development but only from credit institutions and financial institutions operating in Vietnam.

In October 2015, the Government issued Decree No. 99/2015/ND-CP ("**Decree 99**") implementing the Law on Residential Housing which took effect as from December 10, 2015. Decree 99 allows project developers to raise financing only 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, to offer the right to purchase housing units, or to accept deposits in consideration of the right to purchase housing units;

(ii) collecting pre-sales from purchasers for the housing units; and

(iii) borrowing from credit institutions and financial institutions operating in Vietnam.

A 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 the notice on satisfaction of conditions for mobilizing funds has been issued by the provincial Department of Construction. However, it may not mobilize funds under paragraph (ii) until after completion of the building foundation and if the conditions for sale of such residential houses are notified to and are confirmed by the provincial Department of Construction.

These are tighter regulations compared with previous regulations which allow the developer to pre-sell housing products by way of capital contribution contract or business cooperation contract in order to distribute housing products.

The Government 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, a developer of commercial residential project with a land area of less than 10 hectares in urban areas of grade 3 or above (e.g., HCMC) is required to choose one of the following methods for development of social residential houses: (i) using 20% of the project land area for construction of social residential houses; (ii) converting a number of houses having value equal to 20% of the price of the project land into social residential houses; or (iii) contributing an amount equivalent to 20% of the price of the project land to the state budget.

In addition, new regulations on banking may affect the development of real estate projects, in particular, The SBV's Circular 22/2019/TT-NHNN dated November 15, 2019 on prudential requirements reduced the ratio of short-term funding sources used for long term funding activities by a commercial bank at (i) 40% from January 01, 2020 to September 30, 2020, (ii) 37% from October 01, 2020 to

September 30, 2021, (iii) 34% from October 01, 2021 to September 30, 2022, and (iv) 30% from October 01, 2022. 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.

Other Applicable Laws and Regulations

Vietnamese Labor Code

The Labor Code of Vietnam (the "Labor Code") was enacted by the National Assembly on 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. On 20 November 2019, the National Assembly of Vietnam has adopted a new labor code which will come into effective on January 1, 2021, and replace the Labor Code.

Pursuant to the Labor Code and its implementing regulations, any labor contract must be in writing and signed by and between an employee and the legal representative of a 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 period of up to 36 months.

Vietnamese Environmental Regulations

Law on Protection of Environment No. 55/2014/QH13 passed by the National Assembly on June 23, 2014 sets out the general legal framework for the protection of the environment in Vietnam and rights and obligations of individuals and organizations in relation to environment protection. It aims to limit adverse impact on the environment, recover from environmental incidents, degradation and pollution, control environmental hazards and exploitation, rehabilitate the environment, encourage reasonable exploitation and proper use of natural resources.

Depending on the nature and scale of each project (for example, a manufacturing plant or a clinic), either one of the following shall be required:

(i) A environmental impact assessment report ("**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 will be submitted to the Ministry of Natural Resources and Environment, local people's committee 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 the People's Committee 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, 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.

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 environment standards are complied with.

Vietnamese Fire Safety Laws and Regulations

Prior to the commencement of most commercial construction works (for example, of guest houses and hotels), a developer must submit have the fire prevention and fighting design of the project appraised by the provincial or central Police Department of Fire Prevention, Fighting, Relief and Rescue, subject to the scale of the construction works, and obtain the relevant certificate before the competent authority can approve the design of the construction works and grant the construction permit, only upon which construction works can commence. Upon completion of construction, the completed building must be subject to further fire prevention and fighting tests and be issued with a certificate of acceptance of fire safety before the building can be put into operation.

Vietnamese Law on Tourism

The hospitality business in Vietnam is under the supervision of Ministry of Culture, Sports and Tourism ("**MCST**"). The MCST assists the Government in performing State administration of tourism. It is also the government agency responsible for drafting and submitting to the Government and National Assembly for promulgating regulations on this sector. Together with the MCST, provincial People's Committees perform State administration of tourism in their localities, formalize tourism development strategies, master plans, plans, mechanisms and policies in conformity with 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, environment sanitation, safety, and fire prevention and protection. 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 business 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.

Vietnamese Law on Food Safety

Vietnam does not have a unified food law; instead, there are sets of overlapping laws and regulations that regulate food safety, hygiene, product quality and standards. Food safety and hygiene is currently regulated by Law No. 55/2010/QH12 on Food Safety on July 1, 2011 (the "**Food Safety Law**"). The Food Safety Law regulates, among other things, food safety in production and trading, food advertising and labeling, remedies for food safety incidents, food safety risk analysis and the responsibilities of state food safety management. In addition, on February 02, 2018, the Government issued Decree 15/2018/ND-CP implementing certain articles of the Food Safety Law.

Moreover, the food safety is also regulated by various decisions and circulars issued from time to time by the Ministry of Health, the Ministry of Agriculture and Rural Development and other ministries provide guidelines on food safety and hygiene. In order to operate resort business, the Company shall need varied certificates and licenses from different levels and departments of authorities.

RELATED PARTY TRANSACTIONS

The Group entered into significant transactions for the years ended December 31, 2018, 2019 and 2020 and had balances as of December 31, 2018, 2019 and 2020 with the following related parties:

Related parties	Relationship
Ha Long Production Development and Investment Company Limited	Parent Company up to August 31, 2018 Subsidiary since August 31, 2018
BIM Group Company Limited	Parent Company since August 31, 2018
BIM Foods Joint Stock Company	Affiliate
Lifestyle Viet Nam Joint Stock Company	Affiliate
BIM Salt Manufacturing and Processing Joint Stock Company	Affiliate
BIM Renewable Energy Joint Stock Company	Affiliate
BIM Rice Joint Stock Company	Affiliate
Ca Na Ninh Thuan Salt Joint Stock Company	Affiliate
Sailing Club Phu Quoc Joint Stock Company	Associate
Executive Board	Operating the Company
Mr. Doan Quoc Viet	Shareholders/Executive Company
Mr. Quoc Huy	Shareholders/Executive Company

The following table sets forth the significant transactions between the Group and its related parties in 2018, 2019 and 2020.

	For the year ended December 31,			
	2018	2019	2020	2020
	VND (audited)	VND (audited)	VND (audited)	U.S.$ (unaudited)
Sales of goods and rendering of services				
BIM Group Company Limited	–	13,074,022,339	11,995,053,435	519,311
Affiliates	6,030,547,431	16,935,897,659	22,696,971,167	982,638
BIM Ha Long	77,757,899,866	–	–	–
Associate	33,600,000	741,392,599	239,217,287	10,357
	83,822,047,297	**30,751,312,597**	**34,931,241,889**	**1,512,306**
Purchases of goods and services				
BIM Group Company Limited	–	19,545,242,704	19,089,237,125	826,445
Affiliates	92,719,803,396	27,857,420,082	21,893,827,965	947,867
BIM Ha Long	8,270,208,893	–	–	–
Associate	–	260,757,202	56,482,378	2,445
	100,990,012,289	**47,663,419,988**	**41,039,547,468**	**1,776,758**

	For the year ended December 31,			
	2018	2019	2020	2020
	VND (audited)	VND (audited)	VND (audited)	U.S.$ (unaudited)
Interest income				
BIM Group Company Limited	17,685,665,438	74,654,387,361	102,180,667,670	4,423,789
Affiliates	1,145,784,888	4,497,482,064	–	–
BIM Ha Long	35,600,000,674	–	–	–
Associate	45,444,521	845,752,018	1,351,628,463	58,517
	54,477,895,521	**79,997,621,443**	**103,532,296,133**	**4,482,306**
Interest expenses				
Affiliates	4,744,619,768	–	–	–
	4,744,619,768	**–**	**–**	**–**
Dividends distributed				
BIM Group Company Limited	1,149,071,124,000	799,360,000,000	799,360,000,000	34,607,325
Other Shareholders	928,876,000	640,000,000	640,000,000	27,708
	1,150,000,000,000	**800,000,000,000**	**800,000,000,000**	**34,635,033**
Capital contribution				
Sailing Club Phu Quoc JSC	2,450,000,000	2,392,050,000	2,400,000,000	103,905
	2,450,000,000	**2,392,050,000**	**2,400,000,000**	**103,905**

For the year ended December 31, 2020, sales of goods and rendering of services to the Group's related parties in the aggregate constituted 0.6% of the Group's revenue, and the purchase of goods and services from the Group's related parties in the aggregate constituted 1.4% of the Group's cost of goods sold.

A portion of the Company's non-current assets in the form of land use right certificates is pledged as security for certain bank borrowings of the Company's affiliates which are not Restricted Subsidiaries. Prior to the Restructuring, such affiliates had entered into such bank borrowing arrangements with lenders which accepted a common security package for loans by different borrowers within the same corporate group. As part of the Restructuring, the Company intends to unencumber such assets owned by the Company pledged as security for borrowings of its affiliates. For more details on the Restructuring, see "Business – BIM Group Restructuring." For further details on the pledged security, see note 33 of the Company's audited consolidated financial statements for the year ended December 31, 2020. As of December 31, 2020, the affiliates that are not Restricted Subsidiaries had VND490.5 billion (U.S.$21.2 million) in borrowings, which are secured by the assets of the Group. See "Risk Factors—Risks Associated with the Notes and the Subsidiary Guarantees—Certain of the Group's indebtedness, including indebtedness of the Group's affiliates that are not Restricted Subsidiaries, are secured by the Group's properties and assets and Noteholders are effectively subordinated to such secured obligations."

The Company has also entered into a business cooperation contract with BIM Foods Joint Stock Company ("**BIM Foods**") in connection with the development of Park Hyatt Phu Quoc project in February 2021 ("**Park Hyatt BCC**"). Under Park Hyatt BSS, BIM Foods (as the investor) is responsible for the construction, obtaining of all necessary licenses and approvals for preparation, operation, and trading products of the Park Hyatt Phu Quoc project while the Company is liable for cash contribution for completion and operation of the project. In turn, BIM Foods and the Company will receive their respective amounts of profits. The profits will be distributed by the end of each financial year. However, the Company may also be entitled to request BIM Foods for a temporary profit amount, the

method and terms of which are subject to further agreement by the parties. BIM Foods and the Company may establish a Coordination Commission including representatives therefrom to coordinate and supervise the implementation of the Park Hyatt BCC. The Park Hyatt BCC can be unilaterally terminated if one party adversely breaches the terms and conditions thereunder without any remedy within 30 days from the date of receipt of a remedy request from the non-breaching party. As of December 31, 2020, the Company has recorded a receivable of VND367.1 billion under such contract.

On March 30, 2021 and April 1, 2021, the Company's subsidiary BIM Kien Giang received a full repayment in aggregate of a VND250 billion advance to a Board of Management member, which was provided in 2020 in connection with bids for new real estate projects.

The above transactions were entered into with the related parties on an arm's length basis. All of the Group's future related party transactions are expected to be on an arm's length basis in compliance with (i) covenants in existing loan agreements and any future loan agreement or bond, (ii) any legal requirements and (iii) the Group's financial policy. Any related party transaction would need to be reviewed through a consultation process by the Board's inspection committee for approval.

The following table sets forth the Group's related parties balances as of December 31, 2018, 2019 and 2020.

	As of December 31,			
	2018	**2019**	**2020**	**2020**
	VND (audited)	**VND (audited)**	**VND (unaudited)**	**U.S.$ (unaudited)**
Short-term receivable from customers				
BIM Group Company Limited.	209,993,641	14,542,835,146	30,570,198,998	1,323,500
Affiliates	15,595,383,457	14,230,547,125	13,675,942,156	592,083
Associate	421,044,785	944,109,866	863,040,991	37,364
	16,226,421,883	**29,717,492,137**	**45,109,182,145**	**1,952,948**
Other short-term receivables				
Members of the Board of Management . . .	18,585,637,631	179,955,948,115	254,993,900,059	11,039,652.79
BIM Group Company Limited.	–	–	4,518,120	195.61
Affiliates	20,490,000,000	11,502,606,726	198,493,578	8,593.54
Associate	–	165,688,688	39,179,536	1,696.23
	39,075,637,631	**191,624,243,529**	**255,236,091,293**	**11,050,138**
Other long-term assets				
Affiliates	–	172,876,501,560	367,126,501,560	15,894,298
	–	**172,876,501,560**	**367,126,501,560**	**15,894,298**
Short-term loans and receivables				
BIM Group Company Limited.	829,493,192,894	1,102,648,584,315	734,782,710,003	31,811,530
Associate	6,500,000,000	2,280,000,000	7,362,943,854	318,770
	835,993,192,894	1,104,928,584,315	742,145,653,857	32,130,299

	As of December 31,			
	2018	2019	2020	2020
	VND (audited)	VND (audited)	VND (unaudited)	U.S.$ (unaudited)
Long-term loans and receivables				
BIM Group Company Limited.	–	–	119,000,000,000	5,151,961
Affiliates	81,779,699,842	–	–	–
Associates.	–	5,662,900,000	707,862,500	30,646
	181,779,699,842	**5,662,900,000**	**119,707,862,500**	**5,182,607**
Short-term payables to suppliers				
BIM Group Company Limited.	–	21,499,766,974	32,747,881,610	1,417,780
Affiliates	11,156,224,068	6,177,564,179	4,991,730,891	216,111
Associates.	–	7,969,000	88,193,020	3,818
	11,156,224,068	**27,685,300,153**	**37,827,805,521**	**1,637,709**
Other short-term payables				
BIM Group Company Limited.	8,261,860,203	950,000,000	–	–
Affiliates	6,710,345,995	2,223,549,661	2,260,974,661	97,886
Members of the Board of Management . . .	31,258,698,148	200,396,588,411	33,366,665,633	1,444,569
Associates.	4,718,242,039	5,834,502,364	–	–
	50,949,146,385	**209,404,640,436**	**35,627,640,294**	**1,542,456**
Other long-term payables				
Members of the Board of Management . . .	13,288,738,028	13,213,715,429	13,213,715,429	572,072
	13,288,738,028	**13,213,715,429**	**13,213,715,429**	**572,072**

DESCRIPTION OF THE NOTES

For purposes of this "*Description of the Notes*", the term "Company" refers only to BIM Land Joint Stock Company, and any successor obligor on the Notes, and not to any of its Subsidiaries. Each Subsidiary of the Company that guarantees the Notes is referred to as a "Subsidiary Guarantor", and each such guarantee is referred to as a "Subsidiary Guarantee".

The Notes are to be issued under an indenture (the "**Indenture**"), effective as of the Original Issue Date, among the Company, the Subsidiary Guarantors, as guarantors, and The Bank of New York Mellon, London Branch, as trustee (the "**Trustee**").

The following is a summary of certain provisions of the Indenture, the Notes and the Subsidiary Guarantees. This summary does not purport to be complete and is qualified in its entirety by reference to all of the provisions of the Indenture, the Notes and the Subsidiary Guarantees. It does not restate those agreements in their entirety. Whenever particular sections or defined terms of the Indenture not otherwise defined herein are referred to, such sections or defined terms are incorporated herein by reference. For so long as any of the Notes remain outstanding, upon prior written request and satisfactory proof of holdings, copies of the Indenture will be (i) available to Holders during normal business hours (being between 9.00 a.m. and 3.00 p.m.) on or after the Original Issue Date at the principal office of the Trustee at One Canada Square, London E14 5AL United Kingdom and at the specified office of the Principal Paying Agent, and (ii) available electronically via e-mail from the Principal Paying Agent.

Brief Description of the Notes

The Notes are:

- general obligations of the Company;
- senior in right of payment to any future obligations of the Company expressly subordinated in right of payment to the Notes;
- at least *pari passu* in right of payment with all other unsecured, unsubordinated Indebtedness of the Company (subject to any priority rights of such unsubordinated Indebtedness pursuant to applicable law);
- guaranteed by the Subsidiary Guarantors on a senior basis, subject to the limitations described below under "*—The Subsidiary Guarantees*" and in "*Risk Factors—Risks Associated with the Notes and the Subsidiary Guarantees*";
- effectively subordinated to all existing and future obligations of the Non-Guarantor Restricted Subsidiaries (as defined below); and
- effectively subordinated to all existing and future secured obligations of the Company and the Subsidiary Guarantors to the extent of the collateral securing such obligations.

The Notes will mature on May 7, 2026, unless redeemed earlier pursuant to the terms thereof and the Indenture. The Indenture allows additional Notes to be issued from time to time (the "**Additional Notes**"), subject to certain limitations described under "*—Further Issues*". Unless the context requires otherwise, references to the "Notes" for all purposes of the Indenture and this "*Description of the Notes*" include any Additional Notes that are actually issued. The Notes will bear interest at 7.375% per annum from the Original Issue Date or from the most recent interest payment date to which interest has been paid or duly provided for, payable semiannually in arrears on May 7 and November 7 of each year (each an "**Interest Payment Date**"), commencing November 7, 2021.

Interest on the Notes will be paid to Holders of record at the close of business on the fifteenth calendar day immediately preceding an Interest Payment Date (each, a "**Record Date**"), notwithstanding any transfer, exchange or cancelation thereof after a Record Date and prior to the immediately following Interest Payment Date. In any case in which the date of the payment of principal of, or premium (if any) or interest on, the Notes is not a Business Day in the relevant place of payment or in the place of business of the Trustee, then payment of principal, premium (if any) or interest need not be made in such place on such date but may be made on the next succeeding Business Day in such place. Any payment made on such Business Day shall have the same force and effect as if made on the date on which such payment is due, and no interest on the Notes shall accrue for the period after such date. Interest on the Notes will be calculated on the basis of a 360-day year comprised of twelve 30-day months.

*Notwithstanding the foregoing, so long as the Global Note is held on behalf of Euroclear, Clearstream or any other clearing systems, each payment in respect of the Global will be made to the person shown as the Holders in the register of Holders 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 January 1 and December 25.*

The Notes will be issued only in fully registered form, without coupons, in denominations of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. No service charge will be made for any registration of transfer or exchange of the Notes, but the Company may require payment of a sum sufficient to cover any transfer tax or other similar governmental charge payable in connection therewith.

All payments on the Notes will be made in U.S. dollars by the Company at the office or agency of the Company maintained for that purpose in New York (which initially will be the office of the Principal Paying Agent (as defined herein), currently located at The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, United Kingdom, and the Notes may be presented for registration of transfer or exchange at such office or agency; *provided* that, at the option of the Company, payment of interest may be made by wire transfer. Interest payable on the Notes held through Euroclear or Clearstream will be available to Euroclear or Clearstream participants (as defined herein) on the Business Day following payment thereof.

The Subsidiary Guarantees

On the Original Issue Date, the initial Subsidiary Guarantors will consist of BIM Building Materials Manufacturing and Trading Limited Company, BIM Kien Giang Company Limited, Coral Housing Construction and Development JSC, Ha Long Production Development and Investment Company Limited, Ha Long Plaza Limited Liability Joint Venture Company, Hung Thang Land JSC, New Life Service and Trading Company Limited, Syrena Phu Quoc JSC, Syrena Ha Long JSC, Syrena Hung Thang JSC, Syrena JSC and Syrena Vietnam JSC.

All of the Restricted Subsidiaries that are not Subsidiary Guarantors, which on the Original Issue Date will be Vientiane Limited Company, Green Town JSC and Thanh Xuan JSC, are collectively referred to herein as the "Non-Guarantor Restricted Subsidiaries".

The Company will cause each of its future Wholly Owned Subsidiaries (other than any such Wholly Owned Subsidiary if the laws or rules of the jurisdiction in which it is incorporated prohibits the Person from guaranteeing the payment of the Notes), as soon as practicable and in any event within 30 days after becoming a Restricted Subsidiary, to execute and deliver to the Trustee a supplemental indenture to the Indenture pursuant to which such Restricted Subsidiary will guarantee the due and punctual payment of all sums from time to time payable by the Company in respect of its obligations under the Notes and the

Indenture. In addition, any future Restricted Subsidiaries that provide a guarantee of certain Indebtedness (to the extent permitted under the Indenture) may also be required to provide a Subsidiary Guarantee in accordance with the covenant described under "*—Certain Covenants—Limitation on Issuances of Guarantees by Restricted Subsidiaries*".

Although the Indenture contains limitations on the amount of additional Indebtedness that the Company and/or Restricted Subsidiaries may incur, the amount of such additional Indebtedness, including such additional Indebtedness of Non-Guarantor Restricted Subsidiaries, could be substantial. In the event of the insolvency, bankruptcy, liquidation or reorganization of any Non-Guarantor Restricted Subsidiary, the Non-Guarantor Restricted Subsidiary will pay the holders of its debt and its trade creditors before it will be able to distribute any of its assets to the Company. As of December 31, 2020,

- the Company and its consolidated subsidiaries had VND3,814 billion (U.S.$165 million) of consolidated indebtedness outstanding, of which VND3,814 billion (U.S.$165 million) was secured;

- the Company and the Subsidiary Guarantors had VND3,531 billion (U.S.$153 million) of secured indebtedness outstanding; and

- the Non-Guarantor Restricted Subsidiaries had VND283 billion (U.S.$12 million) of consolidated indebtedness outstanding.

The Subsidiary Guarantee of each Subsidiary Guarantor:

- is a general obligation of such Subsidiary Guarantor;

- is senior in right of payment to all future obligations of such Subsidiary Guarantor expressly subordinated in right of payment to such Subsidiary Guarantee;

- ranks at least *pari passu* with all other unsecured, unsubordinated Indebtedness of such Subsidiary Guarantor (subject to any priority rights of such unsubordinated Indebtedness pursuant to applicable law);

- is effectively subordinated to all existing and future obligations of the Non-Guarantor Restricted Subsidiaries; and

- is effectively subordinated to secured obligations of such Subsidiary Guarantor, to the extent of the collateral securing such obligations.

Under the Indenture, and any supplemental indenture to the Indenture, as applicable, each of the Subsidiary Guarantors will jointly and severally guarantee the due and punctual payment of the principal of, premium, if any, and interest on, and all other amounts payable under, the Notes. Each of the Subsidiary Guarantors will (a) agree that its obligations under its Subsidiary Guarantee will be enforceable irrespective of any invalidity, irregularity or unenforceability of the Notes or the Indenture and (b) waive its right to require the Trustee to pursue or exhaust the Trustee's legal or equitable remedies against the Company prior to exercising the Trustee's rights under its Subsidiary Guarantee. Moreover, if at any time any amount paid under a Note or the Indenture is rescinded or must otherwise be restored, the rights of the Holders under the Subsidiary Guarantees will be reinstated with respect to such payments as though such payment had not been made. All payments under the Subsidiary Guarantees will be required to be made in U.S. dollars.

Under the Indenture, and any supplemental indenture to the Indenture, as applicable, each Subsidiary Guarantee will be limited in an amount not to exceed the maximum amount that can be guaranteed by the applicable Subsidiary Guarantor without rendering the Subsidiary Guarantee, as it relates to such Subsidiary Guarantor, voidable under applicable law relating to fraudulent conveyance or fraudulent transfer, unfair preference, financial assistance, absence or inadequacy of corporate benefit, insolvency or similar laws affecting the rights of creditors generally. If a Subsidiary Guarantee were to be rendered voidable, it could be subordinated by a court to all other indebtedness (including guarantees and other contingent liabilities) of the applicable Subsidiary Guarantor, and, depending on the amount of such indebtedness, a Subsidiary Guarantor's liability on its Subsidiary Guarantee could be reduced to zero.

The obligations of each Subsidiary Guarantor under its Subsidiary Guarantee may be limited, or possibly invalid, under applicable laws. See "*Risk Factors—Risks Associated with the Notes and the Subsidiary Guarantees—Risks Relating to the Subsidiary Guarantees in connection with insolvency laws*"

Release of the Subsidiary Guarantees

A Subsidiary Guarantee given by a Subsidiary Guarantor may be released in certain circumstances, including:

- upon repayment in full of the Notes;
- upon a defeasance as described under "*—Defeasance*" or satisfaction and discharge as described under "*—Satisfaction and Discharge*";
- upon the designation by the Company of a Subsidiary Guarantor as an Unrestricted Subsidiary in compliance with the terms of the Indenture; or
- upon the sale, transfer, conveyance or other disposition (including by way of merger or consolidation) of the Capital Stock of such Subsidiary Guarantor in compliance with the terms of the Indenture (including the covenants under "*—Certain Covenants—Limitation on Sales and Issuances of Capital Stock of Restricted Subsidiaries,*" "*—Certain Covenants—Limitation on Asset Sales*" and "*Certain Covenants—Consolidation, Merger and Sale of Assets*") resulting in such Subsidiary Guarantor no longer being a Restricted Subsidiary, so long as such Subsidiary Guarantor is simultaneously released from its obligations in respect of any of the Company's other Indebtedness or any Indebtedness of any other Restricted Subsidiary.

No release of a Subsidiary Guarantor from its Subsidiary Guarantee shall be effective against the Trustee or the Holders until the Company has delivered to the Trustee an Officers' Certificate stating that all requirements relating to such release have been complied with and that such release is authorized and permitted by the terms of the Indenture.

Under the circumstances described below under "*—Certain Covenants—Designation of Restricted and Unrestricted Subsidiaries*", the Company will be permitted to designate certain of its Subsidiaries as "Unrestricted Subsidiaries". The Company's Unrestricted Subsidiaries will generally not be subject to the restrictive covenants in the Indenture and will not guarantee the Notes.

Further Issues

Subject to the covenants described below and in accordance with the terms of the Indenture, the Company may, from time to time, without notice to or the consent of the Holders, create and issue Additional Notes having the same terms and conditions as the Notes (including the benefit of the Subsidiary Guarantees) in all respects (or in all respects except for the issue date, issue price and the first interest period and, to the extent necessary, certain temporary securities law transfer restrictions) so that such Additional Notes may be consolidated and form a single class with the previously outstanding Notes and vote together as one class on all matters with respect to the Notes; *provided* that the issuance of any such Additional Notes will then be permitted under the "*—Certain Covenants—Limitation on Indebtedness*" covenant described below and the other provisions of the Indenture.

Optional Redemption

At any time on or after May 7, 2024, the Company may at its option redeem the Notes, in whole or in part, at the redemption prices (expressed as percentages of principal amount) set forth below, plus accrued and unpaid interest, if any, on the Notes redeemed, to (but not including) the applicable date of redemption, if redeemed during the twelve-month period beginning on May 7 of the years indicated below, subject to the rights of holders of Notes on the relevant Record Date to receive interest on the relevant Interest Payment Date:

Year	Redemption Price
2024	103.6875%
2025	101.84375%

At any time prior to May 7, 2024, the Company may at its option redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes redeemed plus the Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date (subject to the rights of holders of Notes on the relevant Record Date to receive interest on the relevant Interest Payment Date). Neither the Trustee nor any of the Agents shall be responsible for verifying or calculating such Applicable Premium.

At any time prior to May 7, 2024, the Company may at its option redeem up to 35% of the aggregate principal amount of the Notes with the Net Cash Proceeds of one or more Equity Offerings at a redemption price of 107.375% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to (but not including) the redemption date (subject to the rights of holders of Notes on the relevant Record Date to receive interest on the relevant Interest Payment Date); *provided* that at least 65% of the aggregate principal amount of the Notes originally issued on the Original Issue Date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related Equity Offering. Notice of any redemption upon any Equity Offering may be given prior to the completion of such Equity Offering in connection thereof, and any such redemption or notice may, at the Company's discretion, be conditioned on the completion of such Equity Offering.

The Company will give not less than 10 days' nor more than 60 days' notice of any redemption. If less than all of the Notes are to be redeemed at any time. The Notes for redemption will be selected as follows:

- if the Notes are listed on any securities exchange or are held through any clearing system, in compliance with the requirements of the principal securities exchange on which the Notes are then traded or the clearing system through which the Notes are held; or

- if the Notes are not listed on any securities exchange and are not held through the clearing systems, on a pro rata basis, by lot or by such other method as the Trustee deems fair and appropriate in its sole and absolute discretion or otherwise in accordance with applicable law.

Notes in denominations larger than U.S.$200,000 may be redeemed in part but only in whole multiples of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. If any Note is to be redeemed in part only, the notice of redemption relating to such Note will state the portion of the principal amount to be redeemed. A new Note in principal amount equal to the unredeemed portion will be issued upon cancelation of the original Note.

Unless the Company shall default in payment of the redemption price plus accrued interest to (but not including) the redemption date specified in such notice, on and after the redemption date interest ceases to accrue on such redeemed Notes.

Repurchase of Notes Upon a Change of Control Triggering Event

Not later than 30 days following a Change of Control Triggering Event, the Company will make an Offer to Purchase all outstanding Notes (a "**Change of Control Offer**") at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to (but not including) the Offer to Purchase Payment Date (as defined in clause (b) of the definition of "Offer to Purchase") (subject to the rights of holders of Notes on the relevant Record Date to receive interest on the relevant Interest Payment Date).

The Company has agreed in the Indenture that it will, following a Change of Control Triggering Event, timely repay all Indebtedness or obtain consents as necessary under or terminate, agreements or instruments that would otherwise prohibit a Change of Control Offer required to be made pursuant to the Indenture. Notwithstanding this agreement of the Company, it is important to note that if the Company is unable to repay (or cause to be repaid) all of the Indebtedness, if any, that would prohibit repurchase of the Notes or is unable to obtain the requisite consents of the holders of such Indebtedness, or terminate any agreements or instruments that would otherwise prohibit a Change of Control Offer, it would continue to be prohibited from purchasing the Notes. In that case, the Company's failure to purchase tendered Notes would constitute an Event of Default under the Indenture.

Certain of the events constituting a Change of Control Triggering Event under the Notes will also constitute an event of default under certain other debt instruments. Future debt of the Company may also (1) prohibit the Company from purchasing Notes in the event of a Change of Control Triggering Event; (2) provide that a Change of Control Triggering Event is a default; or (3) require repurchase of such debt upon a Change of Control Triggering Event. Moreover, the exercise by the Holders of their right to require the Company to purchase the Notes could cause a default under other Indebtedness, even if the Change of Control Triggering Event itself does not, due to the financial effect of the purchase on the Company. The Company's ability to pay cash to the Holders following the occurrence of a Change of Control Triggering Event may be limited by the Company's then existing financial resources. There can be no assurance that sufficient funds will be available when necessary to make the required purchase of the Notes. See "*Risk Factors—Risks Associated with the Notes and the Subsidiary Guarantees—The Company may not have the ability to raise the funds necessary to finance an offer to repurchase the Notes upon the occurrence of certain events constituting a Change of Control Triggering Event as required by the Indenture*".

The definition of Change of Control Triggering Event includes a phrase "all or substantially all" as used with respect to the assets of the Company. No precise definition of the phrase has been established under applicable law, and the phrase will likely be interpreted under applicable law of the relevant jurisdictions based on particular facts and circumstances. Accordingly, there may be a degree of uncertainty as to the ability of a Holder of Notes to require the Company to repurchase such Holder's Notes as a result of a sale of less than all the assets of the Company to another person or group.

Notwithstanding the above, the Company will not be required to make a Change of Control Offer following a Change of Control Triggering Event if a third party makes the Change of Control Offer in the same manner, at the same times and otherwise in compliance with the requirements set forth in the Indenture applicable to a Change of Control Offer made by the Company and purchases all Notes validly tendered and not withdrawn under such Change of Control Offer.

Except as described above with respect to a Change of Control Triggering Event, the Indenture does not contain provisions that permit the Holders to require that the Company purchase or redeem the Notes in the event of a takeover, recapitalization or similar transaction.

The Trustee shall not be required to take any steps to ascertain whether a Change of Control Triggering Event or any event which could lead to the occurrence of a Change of Control Triggering Event has occurred and shall not be liable to any person for any failure to do so and shall be entitled to assume that no such event has occurred until it has received written notice to the contrary from the Company. The Trustee shall not be required to take any steps to ascertain whether the condition for the exercise of the rights herein has occurred. The Trustee shall not be responsible for determining or verifying whether a Note is to be accepted for redemption and will not be responsible to the Holders for any loss arising from any failure by it to do so. The Trustee shall not be under any duty to determine, calculate or verify the redemption amount payable hereunder and will not be responsible to the Holders for any loss arising from any failure by it to do so.

No Mandatory Redemption or Sinking Fund

There will be no mandatory redemption or sinking fund payments for the Notes.

Additional Amounts

All payments by, or on behalf of, the Company or any of the Subsidiary Guarantors in respect of principal, premium, if any, and interest on the Notes or under the Subsidiary Guarantees shall be made free and clear of, and without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within any Relevant Taxing Jurisdiction (as defined below), unless such withholding or deduction is required by law. In that event, the Company or the relevant Subsidiary Guarantor, as the case may be, shall pay such additional amounts ("**Additional Amounts**") as will result in receipt by the Holders of such amounts as would have been received by them had no such withholding or deduction been required, except that no Additional Amounts shall be payable for or on account of:

(a) any tax, duty, assessment or other governmental charge that would not have been imposed but for:

    (i) the existence of any present or former connection between such Holder and Vietnam or, in the case of a payment by a Subsidiary Guarantor, the jurisdiction of incorporation of such Subsidiary Guarantor, other than merely holding such Note or by the receipt of amounts in respect of the Note, or the exercise or enforcement of rights under any Note or Subsidiary Guarantee; or

    (ii) presentation of such Note (where presentation is required) more than 30 calendar days after the later of (A) the date on which the payment first became due and payable and (B) if the full amount payable has not been received by the Trustee or the Principal 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 Holders, except to the extent that such Holder would have been entitled to such Additional Amounts if it had presented such Note for payment on the last day of such period of 30 calendar days; or

(b) any withholding or deduction imposed by reason of the failure of the Holder, following the Company's written request addressed to the Holder, to comply with any certification, identification, information or other reasonable reporting requirements (to the extent that such Holder is legally eligible to do so), whether required by statute, treaty, regulation or administrative practice of a Relevant Taxing Jurisdiction, as a precondition to exemption from, or reduction in the rate of withholding or deduction of, taxes imposed by the Relevant Taxing Jurisdiction (including, without limitation, a certification that the Holder is not resident in the Relevant Taxing Jurisdiction).

Whenever there is mentioned in any context the payment of principal of, and any premium or interest on, any Note or under any Subsidiary Guarantee, such mention shall be deemed to include payment of Additional Amounts provided for in the Indenture to the extent that, in such context, Additional Amounts are, were or would be payable in respect thereof.

Redemption for Taxation Reasons

The Notes may be redeemed, at the option of the Company, as a whole but not in part, upon giving not less than 30 days' nor more than 60 days' notice to the Holders (which notice shall be irrevocable) and to the Trustee, at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest (including any Additional Amounts), if any, to the date fixed by the Company or the Surviving Person, as the case may be, for redemption if the Company determines and certifies to the Trustee in an Officers' Certificate immediately prior to the giving of such notice that, as a result of:

(1) any change in, or amendment to, the laws or treaties (including any regulations or rulings promulgated thereunder) of any jurisdiction in which the Company or any of the Subsidiary Guarantors is incorporated, resident or doing business for tax purposes or from or through which any of the foregoing, or any person on behalf of the foregoing, makes any payment on the Notes or by or within any department, political subdivision or governmental authority of or in any of the foregoing having power to tax (each, a "**Relevant Taxing Jurisdiction**") affecting taxation; or

(2) any change in official position regarding the application, interpretation or administration of such laws, treaties, regulations or rulings (including a holding judgment or order by a court of competent jurisdiction),

which change, amendment, application, interpretation or administration is announced and becomes effective on or after the Original Issue Date with respect to any payment due or to become due under the Notes or the Indenture, the Company (or if any Subsidiary Guarantee were called, any of the Subsidiary Guarantors) is, or on the next Interest Payment Date would be, required to pay Additional Amounts on or in respect thereof and such obligation to pay Additional Amounts cannot be avoided by the taking of reasonable measures by the Company or any of the Subsidiary Guarantors), as the case may be; *provided* that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Company or any of the Subsidiary Guarantors would be obliged to pay such Additional Amounts were a payment then due. For the avoidance of doubt, the Notes may not be redeemed pursuant to this provision as a result of any change or amendment to the laws or treaties of Vietnam unless the rate of withholding or deduction in respect of which such Additional Amounts for Vietnamese taxes are required is in excess of 5%.

Prior to the mailing of any notice of redemption of the Notes pursuant to the foregoing, the Company, a Surviving Person or a Subsidiary Guarantor, as the case may be, will deliver to the Trustee at least 30 days but not more than 60 days before a redemption date:

(1) an Officers' Certificate, stating that the Company is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Company so to redeem have occurred; and

(2) an Opinion of Counsel or written advice of a qualified tax expert, such counsel or tax expert being from an internationally recognized law or accountancy firm, that the Company or any of the Subsidiary Guarantors, as the case may be, has or will become obliged to pay Additional Amounts as a result of such change, amendment, application, interpretation or administration.

The Trustee shall accept such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent described above, in which event it shall be conclusive and binding on the Holders.

Any Notes that are redeemed will be canceled.

Certain Covenants

Set forth below are summaries of certain covenants contained in the Indenture.

Limitation on Indebtedness

(a) The Company will not, and will not permit any Restricted Subsidiary to, Incur, directly or indirectly, any Indebtedness (including Acquired Indebtedness); *provided* that the Company and any Subsidiary Guarantor may Incur Indebtedness (including Acquired Indebtedness) if, after giving effect to the Incurrence of such Indebtedness and the receipt and the application of the proceeds therefrom, (x) no Default has occurred and is continuing, and (y) the Fixed Charge Coverage Ratio would be not less than 2.75 to 1.0.

Notwithstanding the foregoing, the Company will not, and will not permit any Restricted Subsidiary to, Incur any Disqualified Stock (other than Disqualified Stock held by the Company or a Subsidiary Guarantor, so long as it is so held).

(b) Notwithstanding the foregoing, the Company and, to the extent provided below, any Restricted Subsidiary may Incur each and all of the following:

(i) Indebtedness under the Notes (excluding any Additional Notes) and the Subsidiary Guarantees;

(ii) Indebtedness of the Company or any Restricted Subsidiary outstanding on the Original Issue Date excluding Indebtedness permitted under clause (iii) below;

(iii) Indebtedness of the Company or any Restricted Subsidiary owed to the Company or any Restricted Subsidiary; *provided* that (A) any event which results in any such Restricted Subsidiary ceasing to be a Restricted Subsidiary or any subsequent transfer of such Indebtedness (other than to the Company or any Restricted Subsidiary) will be deemed, in each case, to constitute an Incurrence of such Indebtedness not permitted by this clause (iii) and (B) if the Company or any Subsidiary Guarantor is the obligor on such Indebtedness (and such Indebtedness is not owed to the Company or a Subsidiary Guarantor), such Indebtedness must be unsecured and expressly be subordinated in right of payment to the Notes, in the case of the Company, or the Subsidiary Guarantee of such Subsidiary Guarantor, in the case of a Subsidiary Guarantor;

(iv) Indebtedness of the Company or any Restricted Subsidiary ("**Permitted Refinancing Indebtedness**") issued in exchange for, or the net proceeds of which are used to refinance or refund, replace, exchange, renew, repay, defease, discharge or extend (collectively, "refinance" and "refinances" and "refinanced" shall have a correlative meaning), then outstanding Indebtedness (or Indebtedness repaid substantially concurrently with the Incurrence of such Permitted Refinancing Indebtedness) Incurred under the proviso in paragraph (a) above or clauses (i), (ii), (vi), (xiv) or (xviii) of this paragraph (b) and any refinancings thereof in an amount not to exceed the amount so refinanced or refunded (plus premiums, defeasance costs, accrued interest, fees and expenses); *provided* that (A) Indebtedness the proceeds of which are used to refinance or refund the Notes or Indebtedness that is *pari passu* with, or subordinated in right of payment to, the Notes or a Subsidiary Guarantee will only be permitted under this clause (iv) if (x) in case the Notes are refinanced in part or the Indebtedness to be refinanced is *pari passu* with the Notes or a Subsidiary Guarantee, such new Indebtedness, by its terms or by the terms of any agreement or instrument pursuant to which such new Indebtedness is issued or remains outstanding, is expressly made *pari passu* with, or subordinate in right of payment to, the remaining Notes or such Subsidiary Guarantee, or (y) in case the Indebtedness to be refinanced is subordinated in right of payment to the Notes or a Subsidiary Guarantee, such new Indebtedness, by its terms or by the terms of any agreement or instrument pursuant to which such new Indebtedness is issued or remains outstanding, is expressly made subordinate in right of payment to the Notes or such Subsidiary Guarantee at least to the extent that the Indebtedness to be refinanced is subordinated to the Notes or such Subsidiary Guarantee, (B) such new Indebtedness, determined as of the date of Incurrence of such new Indebtedness, does not mature prior to the Stated Maturity of the Indebtedness to be refinanced or refunded, and the Average Life of such new Indebtedness is at least equal to the remaining Average Life of the Indebtedness to be refinanced or refunded, (C) such new Indebtedness has an aggregate principal amount, or if Incurred with original issue discount, an aggregate issue price, that is equal to or less than the aggregate principal amount, or if Incurred with original issue account, the aggregate accreted value, then outstanding or committed, plus fees and expenses, including any premium and defeasance costs, under the Indebtedness being refinanced and (D) in no event may Indebtedness of the Company or any Subsidiary Guarantor be refinanced pursuant to this clause (iv) by means of any Indebtedness of any Restricted Subsidiary (other than any Subsidiary of the Company that issues debt obligations similar to the Notes in the future) that is not a Subsidiary Guarantor;

(v) Indebtedness Incurred by the Company or any Restricted Subsidiary pursuant to Hedging Obligations for the purpose of protecting the Company or any such Restricted Subsidiary from fluctuations in interest rates, currencies or commodity prices and not for speculation;

(vi) Indebtedness Incurred by the Company or any Restricted Subsidiary represented by Capitalized Lease Obligations or mortgage financings, purchase money obligations or other Indebtedness in each case for the purpose of financing all or any part of the purchase price or cost of construction, installation or improvement of property (real or personal) (including the lease purchase price of land use rights), plant or equipment (including through the acquisition of Capital Stock of any Person that owns property, plant or equipment which will, upon such acquisition, become a Restricted Subsidiary) to be used in the Permitted Business; *provided* that (i) the aggregate principal amount of such Indebtedness shall not exceed such purchase price or cost, (ii) such Indebtedness shall be Incurred no later than 180 days after the acquisition, construction, installation or

improvement of such property (real or personal), plant or equipment and (iii) on the date of Incurrence of such Indebtedness and after giving effect thereto, the aggregate principal amount outstanding of all such Indebtedness permitted by this clause (vi) (together with refinancings thereof but excluding any Contractor Guarantee Incurred under this clause (vi) to the extent the amount of such Contractor Guarantee is otherwise reflected in such aggregate principal amount), together with the aggregate principal amount outstanding of Indebtedness permitted to be Incurred under clause (xiv) below (together with refinancings of each thereof), does not exceed an amount equal to 20.0% of Total Assets;

(vii) Indebtedness Incurred by the Company or any Restricted Subsidiary constituting reimbursement obligations with respect to workers' compensation claims or self-insurance obligations or bid, performance or surety bonds (in each case other than for an obligation for borrowed money);

(viii) Indebtedness Incurred by the Company or any Restricted Subsidiary constituting reimbursement obligations with respect to letters of credit or trade guarantees or similar instruments issued in the ordinary course of business to the extent that such letters of credit or trade guarantees or similar instruments are not drawn upon or, if drawn upon, to the extent such drawing is reimbursed no later than 30 days following receipt by the Company or such Restricted Subsidiary of a demand for reimbursement;

(ix) Indebtedness arising from agreements providing for indemnification, adjustment of purchase price or similar obligations, or from guarantees or letters of credit, surety bonds or performance bonds securing any obligation of the Company or any Restricted Subsidiary pursuant to such agreements, in any case, Incurred in connection with the disposition of any business, assets or Restricted Subsidiary, other than guarantees of Indebtedness Incurred by any Person acquiring all or any portion of such business, assets or Capital Stock of a Restricted Subsidiary for the purpose of financing such acquisition; *provided* that the maximum aggregate liability in respect of all such Indebtedness shall at no time exceed the gross proceeds actually received by the Company or a Restricted Subsidiary from the disposition of such business, assets or Capital Stock of a Restricted Subsidiary;

(x) Indebtedness Incurred by the Company or any Restricted Subsidiary arising from the honoring by a bank or other financial institution of a check, draft or similar instrument drawn against insufficient funds in the ordinary course of business; *provided*, *however*, that such Indebtedness is extinguished within five Business Days of Incurrence;

(xi) (A) guarantees by the Company or a Subsidiary Guarantor of Indebtedness of the Company or any other Subsidiary Guarantor, (B) guarantees by any Non-Guarantor Restricted Subsidiary of Indebtedness of another Non-Guarantor Restricted Subsidiary or (C) guarantees by the Company or any Restricted Subsidiary pursuant to and in accordance with the Credit Facility Agreement; *provided* that in the case of each of (A), (B) and (C), the Indebtedness guaranteed was permitted to be Incurred by another provision of this covenant;

(xii) Pre-Registration Mortgage Guarantees by the Company or any Restricted Subsidiary;

(xiii) Indebtedness of the Company or any Restricted Subsidiary constituting an obligation to pay the deferred purchase price of Capital Stock of a Person pursuant to a Staged Acquisition Agreement, to the extent that such deferred purchase price is paid within 12 months after the date the Company or such Restricted Subsidiary closes the acquisition transaction under such Staged Acquisition Agreement;

(xiv) Indebtedness of the Company or any Restricted Subsidiary which is secured by Investment Properties owned by the Company or such Restricted Subsidiary; *provided* that on the date of the Incurrence of such Indebtedness and after giving effect thereto, the aggregate principal amount outstanding of all such Indebtedness permitted by this clause (xiv) (together with refinancing thereof but excluding any Contractor Guarantee Incurred under this clause (xiv) to the extent the amount of such Contractor Guarantee is otherwise reflected in such aggregate principal amount), together with the aggregate principal amount outstanding of Indebtedness permitted to be Incurred under clause (vi) above (together with refinancings of each thereof), does not exceed an amount equal to 20.0% of Total Assets;

(xv) any Subordinated Shareholder Loan;

(xvi) Indebtedness of the Company or any Restricted Subsidiary with a maturity of one year or less used by the Company or any Restricted Subsidiary for working capital; *provided* that the aggregate principal amount of Indebtedness permitted by this clause (xvi) at any time outstanding does not exceed U.S.$20.0 million (or the Dollar Equivalent thereof);

(xvii) Indebtedness of the Company or any Restricted Subsidiary constituting guaranteed return obligations or other similar obligations under any rental pool agreement, rental program agreement or similar arrangements in the ordinary course of business; and

(xviii) Indebtedness of the Company or any Restricted Subsidiary in an aggregate principal amount at any time outstanding (together with refinancings thereof) not to exceed U.S.$20.0 million (or the Dollar Equivalent thereof).

(c) For purposes of determining compliance with this "*—Limitation on Indebtedness*" covenant, in the event that an item of Indebtedness meets the criteria of more than one of the types of Indebtedness described above, including under the proviso in the first sentence of paragraph (a) of this covenant, the Company, in its sole discretion, shall classify, and from time to time may reclassify, such item of Indebtedness in one or more types of Indebtedness described above.

(d) Notwithstanding any other provision of this covenant, the maximum amount of Indebtedness that may be Incurred pursuant to this covenant will not be deemed to be exceeded with respect to any outstanding Indebtedness due solely to the result of fluctuations in the exchange rate of currencies.

(e) The accrual of interest or Preferred Stock dividends, the accretion of original issue discount, the payment of interest on any Indebtedness in the form of additional Indebtedness with the same terms and the payment of dividends on Preferred Stock or Disqualified Stock in the form of additional shares of the same class of Preferred Stock or Disqualified Stock will not be deemed to be an incurrence of Indebtedness or an issuance of Preferred Stock or Disqualified Stock for purposes of this covenant; *provided*, in each such case, that the amount thereof is included in Consolidated Fixed Charges as accrued. For purposes of determining compliance with any U.S. dollar-denominated restriction on the incurrence of Indebtedness, the Dollar

Equivalent principal amount of Indebtedness denominated in a foreign currency shall be calculated based on the relevant currency exchange rate in effect on the date such Indebtedness was incurred (or first committed, in the case of revolving credit debt); *provided*, that if such Indebtedness is incurred to refinance other Indebtedness denominated in a foreign currency, and such refinancing would cause the applicable U.S. dollar-denominated restriction to be exceeded if calculated at the relevant currency exchange rate in effect on the date of such refinancing, such U.S. dollar-denominated restriction shall be deemed not to have been exceeded so long as the principal amount of such refinancing Indebtedness does not exceed the principal amount of such Indebtedness being refinanced. The principal amount of any Indebtedness incurred to refinance other Indebtedness, if incurred in a different currency from the Indebtedness being refinanced, shall be calculated based on the currency exchange rate applicable to the currencies in which such respective Indebtedness is denominated that is in effect on the date of such refinancing.

Limitation on Restricted Payments

The Company will not, and will not permit any Restricted Subsidiary to, directly or indirectly (the payments or any other actions described in clauses (a) through (d) below being collectively referred to as "**Restricted Payments**"):

(a) declare or pay any dividend or make any distribution on or with respect to the Company's or any Restricted Subsidiary's Capital Stock (other than dividends or distributions payable or paid solely in shares of the Company's or any Restricted Subsidiary's Capital Stock (other than Disqualified Stock or Preferred Stock) or in options, warrants or other rights to acquire shares of such Capital Stock) held by Persons other than the Company or any Restricted Subsidiary;

(b) purchase, call for redemption or redeem, retire or otherwise acquire for value any shares (including options, warrants or other rights to acquire such shares of Capital Stock) of Capital Stock of the Company, any Restricted Subsidiary or any direct or indirect parent of the Company held by any Persons other than the Company or any Restricted Subsidiary;

(c) make any voluntary or optional principal payment, or voluntary or optional redemption, repurchase, defeasance, or other acquisition or retirement for value, of Indebtedness that is subordinated in right of payment to the Notes or any Subsidiary Guarantee (excluding any intercompany Indebtedness between or among the Company and any Restricted Subsidiary) or make any payments in respect of any Subordinated Shareholder Loan; or

(d) make any Investment, other than a Permitted Investment;

if, at the time of, and after giving effect to, the proposed Restricted Payment:

(A) a Default has occurred and is continuing or would occur as a result of such Restricted Payment;

(B) the Company could not Incur at least U.S.$1.00 of Indebtedness under the proviso in paragraph (a) of the covenant described under "*—Limitation on Indebtedness*"; or

(C) such Restricted Payment, together with the aggregate amount of all Restricted Payments made by the Company and its Restricted Subsidiaries after the Original Issue Date, shall exceed the sum (without duplication) of:

(i) 50% of the aggregate amount of the Consolidated Net Income of the Company (or, if the Consolidated Net Income is a loss, minus 100% of the amount of such loss) accrued on a cumulative basis during the period (taken as one accounting period) beginning on January 1, 2021 and ending on the last day of the Company's most recently ended quarterly fiscal period for which consolidated financial statements of the Company (which the Company shall use its reasonable best efforts to compile in a timely manner and which may be internal financial statements) are available and have been provided to the Trustee at the time of such Restricted Payment; plus

(ii) 100% of the aggregate Net Cash Proceeds received by the Company after the Original Issue Date as a capital contribution to its common equity or from the issuance and sale of its Capital Stock (other than Disqualified Stock) to a Person who is not a Subsidiary of the Company, including any such Net Cash Proceeds received upon (x) the conversion or exchanges of any Indebtedness (other than Subordinated Indebtedness) of the Company or any Restricted Subsidiary into Capital Stock (other than Disqualified Stock) of the Company, or (y) the exercise by a Person who is not a Subsidiary of the Company of any options, warrants or other rights to acquire Capital Stock of the Company (other than Disqualified Stock), in each case after deducting (to the extent such amounts are not included as Restricted Payments or already excluded under clause (iii) or (iv) below) the amount of any such Net Cash Proceeds used to redeem, repurchase, defease or otherwise acquire or retire for value any Subordinated Indebtedness or Capital Stock of the Company; plus

(iii) the amount by which Indebtedness of the Company or any Restricted Subsidiary is reduced on the Company's balance sheet upon conversion or exchange (other than by a Subsidiary of the Company) subsequent to the Original Issue Date of any Indebtedness of the Company or any Restricted Subsidiary convertible or exchangeable into Capital Stock (other than Disqualified Stock) of the Company (less the amount of any cash, or the Fair Market Value of any other property, distributed by the Company upon such conversion or exchange, to the extent such amounts are not included as Restricted Payments); plus

(iv) an amount equal to the net reduction in Investments (other than reductions in Permitted Investments) that were made after the Original Issue Date in any Person resulting from (a) payments of interest on Indebtedness, dividends or repayments of loans or advances by such Person, in each case to the Company or any Restricted Subsidiary (except, in each case, to the extent any such payment or proceeds are included in the calculation of Consolidated Net Income), (b) the unconditional release of a guarantee provided by the Company or any Restricted Subsidiary after the Original Issue Date of an obligation of another Person, (c) the Net Cash Proceeds from the sale of any such Investment (except to the extent such Net Cash Proceeds are included in the calculation of Consolidated Net Income) or (d) from redesignations of Unrestricted Subsidiaries as Restricted Subsidiaries, not to exceed, in each case, the amount of Investments made by the Company or a Restricted Subsidiary after the Original Issue Date in any such Person.

The foregoing provision shall not be violated by reason of:

(1) the payment of any dividend or redemption of any Capital Stock within 90 days after the related date of declaration or call for redemption if, at said date of declaration or call for redemption, such payment or redemption would comply with the preceding paragraph;

(2) the redemption, repurchase, defeasance or other acquisition or retirement for value of Subordinated Indebtedness of the Company or any Subsidiary Guarantor with the Net Cash Proceeds of, or in exchange for, a substantially concurrent Incurrence of Permitted Refinancing Indebtedness;

(3) the redemption, repurchase or other acquisition of Capital Stock of the Company or any Restricted Subsidiary (or options, warrants or other rights to acquire such Capital Stock) in exchange for, or out of the Net Cash Proceeds of a substantially concurrent capital contribution or sale (other than to a Subsidiary of the Company) of, shares of Capital Stock (other than Disqualified Stock) of the Company (or options, warrants or other rights to acquire such Capital Stock); *provided* that the amount of any such Net Cash Proceeds that are utilized for any such Restricted Payment will be excluded from clause (C)(ii) of the preceding paragraph;

(4) the redemption, repurchase, defeasance or other acquisition or retirement for value of Subordinated Indebtedness of the Company or any Subsidiary Guarantor in exchange for, or out of the Net Cash Proceeds of a substantially concurrent capital contribution or sale (other than to a Subsidiary of the Company) of, shares of Capital Stock (other than Disqualified Stock) of the Company (or options, warrants or other rights to acquire such Capital Stock); *provided* that the amount of any such Net Cash Proceeds that are utilized for any such Restricted Payment will be excluded from clause (C)(ii) of the preceding paragraph;

(5) the payment of any dividends or distributions declared, paid or made by a Restricted Subsidiary payable, on a pro rata basis or on a basis more favorable to the Company to all holders of any class of Capital Stock of such Restricted Subsidiary, a majority of which is held, directly or indirectly through Restricted Subsidiaries, by the Company;

(6) the repurchase, redemption or other acquisition or retirement for value of any Capital Stock (including options, warrants or other rights to acquire such Capital Stock) of the Company or any Restricted Subsidiary held by an employee benefit plan of the Company or any Restricted Subsidiary, any current or former officer, director, consultant, or employee of the Company or any Restricted Subsidiary (or permitted transferees, authorized representatives, estates or heirs of any of the foregoing); *provided* that the aggregate price paid for all such repurchased, redeemed, acquired or retired Capital Stock may not exceed U.S.$2.0 million (or the Dollar Equivalent thereof) in any twelve-month period;

(7) cash payments in lieu of the issuance of fractional shares in connection with the exercise or conversion of any warrants, options, other securities convertible or exchangeable for or other rights to acquire Capital Stock of the Company; *provided* that any such cash payment shall not be for the purpose of evading the limitations of this covenant;

(8) the repayment or redemption on Stated Maturity of, and the declaration and payment of dividends or distributions on, Indebtedness comprising Preferred Stock of a Restricted Subsidiary or Disqualified Stock which was permitted to be Incurred by the covenant described under the caption "*—Limitation on Indebtedness*";

(9) an Investment in the Capital Stock of a Restricted Subsidiary held by a minority shareholder which Investment increases the proportion of the Capital Stock of such Restricted Subsidiary held, directly or indirectly by the Company;

(10) other Restricted Payments in an aggregate amount, when taken together with all other Restricted Payments made pursuant to this clause (10), not to exceed U.S.$20.0 million (or the Dollar Equivalent thereof) since the Original Issue Date; and

(11) payments made under a Staged Acquisition Agreement to acquire the Capital Stock of a Person, *provided* that such Person becomes a Restricted Subsidiary on or before the last date in the period stipulated in such Staged Acquisition Agreement for which the purchase price can be made (such date not to exceed 12 months from the date the Staged Acquisition Agreement was entered into) (the "**Deadline Date**"); *provided further* that in the event such Person does not become a Restricted Subsidiary on or before the Deadline Date, all payments previously made under this clause (11) shall be aggregated and constitute Restricted Payments made on the Deadline Date and such Restricted Payments must satisfy the other conditions under this "*—Limitation on Restricted Payments*" covenant;

provided that, in the case of clause (2), (3), (4) or (10) of this paragraph, no Default shall have occurred and be continuing or would occur as a consequence of the actions or payments set forth therein.

Each Restricted Payment permitted pursuant to clause (1) of the above paragraph shall be included in calculating whether the conditions of clause (C) of the first paragraph of this "*—Limitation on Restricted Payments*" covenant have been met with respect to any subsequent Restricted Payments.

The amount of any Restricted Payments (other than cash) will be the Fair Market Value on the date of the Restricted Payment of the asset(s) or securities proposed to be transferred or issued by the Company or the Restricted Subsidiary, as the case may be, pursuant to the Restricted Payment. The value of any assets or securities that are required to be valued by this covenant will be the Fair Market Value. The Board of Directors' determination of the Fair Market Value of a Restricted Payment or any such assets or securities must be based upon an opinion or appraisal issued by a Recognized Firm if the Fair Market Value exceeds U.S.$10.0 million (or the Dollar Equivalent thereof).

Not later than the date of making any Restricted Payment in an amount in excess of U.S.$10.0 million (or the Dollar Equivalent thereof), the Company will deliver to the Trustee an Officers' Certificate stating that such Restricted Payment is permitted and setting forth the basis upon which the calculations required by this "*—Limitation on Restricted Payments*" covenant were computed, together with a copy of any fairness opinion or appraisal required by the Indenture.

Limitation on Dividend and Other Payment Restrictions Affecting Restricted Subsidiaries

(a) Except as provided below, the Company will not, and will not permit any Restricted Subsidiary to, create or otherwise cause or permit to exist or become effective any encumbrance or restriction on the ability of any Restricted Subsidiary to:

(i) pay dividends or make any other distributions on any Capital Stock of such Restricted Subsidiary owned by the Company or any other Restricted Subsidiary;

(ii) pay any Indebtedness or other obligation owed to the Company or any other Restricted Subsidiary;

(iii) make loans or advances to the Company or any other Restricted Subsidiary; or

(iv) sell, lease or transfer any of its property or assets to the Company or any other Restricted Subsidiary;

provided that (i) the priority of any Preferred Stock in receiving dividends or liquidating distributions prior to dividends or liquidating distributions being paid on Common Stock; (ii) the subordination of loans or advances made to the Company or any Restricted Subsidiary to other Indebtedness Incurred by the Company or any Restricted Subsidiary; and (iii) the provisions contained in documentation governing Indebtedness requiring transactions between or among the Company and any Restricted Subsidiary or between or among any Restricted Subsidiaries to be on fair and reasonable terms or on an arm's length basis, in each case, shall not constitute an encumbrance or restriction prohibited by this covenant.

(b) The provisions of paragraph (a) do not apply to any encumbrances or restrictions:

(i) existing in agreements as in effect on the Original Issue Date, or in the Notes, the Subsidiary Guarantees, the Indenture and any extensions, refinancings, renewals, supplements, amendments or replacements of any of the foregoing agreements; *provided* that the encumbrances and restrictions in any such extension, refinancing, renewal, supplement, amendment or replacement, taken as a whole, are no more restrictive than those encumbrances or restrictions that are then in effect and that are being extended, refinanced, renewed, supplemented, amended or replaced;

(ii) existing under or by reason of applicable law (including any statute, rule, regulation or government order);

(iii) with respect to any Person or the property or assets of such Person acquired by the Company or any Restricted Subsidiary, existing at the time of such acquisition and not incurred in contemplation thereof, which encumbrances or restrictions are not applicable to any Person or the property or assets of any Person other than such Person or the property or assets of such Person so acquired, and any extensions, refinancings, renewals, supplements, amendments or replacements thereof; *provided* that the encumbrances and restrictions in any such extension, refinancing, renewal, supplement, amendment or replacement, taken as a whole, are no more restrictive in any material respect than those encumbrances or restrictions that are then in effect and that are being extended, refinanced, renewed, supplemented, amended or replaced;

(iv) that otherwise would be prohibited by the provision described in clause (a)(iv) of this covenant if they arise, or are agreed to in the ordinary course of business, and that (A) restrict in a customary manner the subletting, assignment or transfer of any property or asset that is subject to a lease or license, (B) exist by virtue of any Lien on, or agreement to transfer, option or similar right with respect to any property or assets of the Company or any Restricted Subsidiary not otherwise prohibited by the Indenture or (C) do not relate to any Indebtedness, and that do not, individually or in the aggregate, detract from the value of the property or assets of the Company or any Restricted Subsidiary in any manner material to the Company or any Restricted Subsidiary;

(v) with respect to a Restricted Subsidiary and imposed pursuant to an agreement that has been entered into for the sale or disposition of all or substantially all of the Capital Stock of, or property and assets of, such Restricted Subsidiary that is permitted by "*—Limitation on Indebtedness*", "*—Limitation on Sales and Issuances of Capital Stock of Restricted Subsidiaries*" and "*—Limitation on Asset Sales*" covenants;

(vi) existing in provisions in joint venture agreements and other similar agreements permitted under the Indenture, to the extent such encumbrance or restriction relates to the activities or assets of a party to such joint venture and if (as determined in good faith by the Board of Directors) the encumbrances or restrictions are customary for a joint venture or similar agreement of that type and (B) the encumbrances or restrictions would not, at the time agreed to, be expected to materially and adversely affect (x) the ability of the Company to make the required payments on the Notes or (y) any Subsidiary Guarantor to make required payments under its Subsidiary Guarantee;

(vii) with respect to any Permitted Refinancing Indebtedness; *provided* that the restrictions contained in the agreements governing such Permitted Refinancing Indebtedness are no more restrictive in any material respect, taken as a whole, than those contained in the agreements governing the Indebtedness being refinanced;

(viii) with respect to any Restricted Subsidiary and imposed pursuant to an agreement that has been entered into for the Incurrence of Indebtedness permitted to be Incurred under the covenant described under the caption "*—Limitation on Indebtedness*" if, as determined by the Board of Directors in good faith, the encumbrances or restrictions are (i) customary for such types of agreements and (ii) would not, at the time agreed to, be expected to materially or adversely affect the ability of the Company to make required payments on the Notes, and any extensions, refinancings, renewals, supplements, amendments or replacements thereof; *provided* that the encumbrances and restrictions in any such extension, refinancing, renewal, supplement, amendment or replacement, taken as a whole, are no more restrictive in any material respect than those encumbrances or restrictions that are then in effect and that are being extended, refinanced, renewed, supplemented, amended or replaced;

(ix) restrictions on cash or other deposits or net worth imposed by customers under contracts entered into in the ordinary course of business; or

(x) existing with respect to any Unrestricted Subsidiary or the property or assets of such Unrestricted Subsidiary that is designated as a Restricted Subsidiary in accordance with the terms of the Indenture at the time of such designation and not incurred in contemplation of such designation, which encumbrances or restrictions are not applicable to any Person other than such Unrestricted Subsidiary or the property or assets of such Unrestricted Subsidiary.

Limitation on Sales and Issuances of Capital Stock of Restricted Subsidiaries

The Company will not sell, pledge or otherwise dispose, and will not permit any Restricted Subsidiary, directly or indirectly, to issue or sell, pledge or otherwise dispose, any shares of Capital Stock of a Restricted Subsidiary (including options, warrants or other rights to purchase shares of such Capital Stock) except:

(a) to the Company or a Restricted Subsidiary;

(b) to the extent such Capital Stock represents director's qualifying shares or is required by applicable law to be held by a Person other than the Company or a Restricted Subsidiary;

(c) the issuance or sale of Capital Stock of a Restricted Subsidiary if, immediately after giving effect to such issuance or sale, such Restricted Subsidiary would no longer constitute a Restricted Subsidiary and any remaining Investment in such Person would have been permitted to be made under the "*—Limitation on Restricted Payments*" covenant if made on the date of such issuance or sale and if permitted under, and made in accordance with the *"—Limitation on Asset Sales*" covenant; or

(d) the issuance or sale of Capital Stock of a Restricted Subsidiary (which remains a Restricted Subsidiary after any such issuance or sale); *provided* that the Company or such Restricted Subsidiary applies the Net Cash Proceeds of such issuance or sale in accordance with the "*—Limitation on Asset Sales*" covenant.

Notwithstanding the foregoing, a Restricted Subsidiary may issue Common Stock to its shareholders on a pro rata basis or on a basis more favorable to the Company and its Restricted Subsidiaries.

Limitation on Issuances of Guarantees by Restricted Subsidiaries

The Company will not permit any Restricted Subsidiary that is not a Subsidiary Guarantor, directly or indirectly, to provide any guarantee for any Indebtedness ("**Guaranteed Indebtedness**") of the Company or any other Subsidiary Guarantor, unless (a) such Restricted Subsidiary simultaneously executes and delivers a supplemental indenture to the Indenture providing for an unsubordinated Subsidiary Guarantee of payment of the Notes by such Restricted Subsidiary and (b) such Restricted Subsidiary waives and will not in any manner whatsoever claim, or take the benefit or advantage of, any rights of reimbursement, security, indemnity or subrogation or any other rights against the Company or any other Restricted Subsidiary as a result of any payment by such Restricted Subsidiary under its Subsidiary Guarantee until the Notes have been paid in full.

If the Guaranteed Indebtedness (A) ranks *pari passu* in right of payment with the Notes or any Subsidiary Guarantee, then the guarantee of such Guaranteed Indebtedness shall rank *pari passu* in right of payment with, or subordinated to, the Subsidiary Guarantee or (B) is subordinated in right of payment to the Notes or any Subsidiary Guarantee, then the guarantee of such Guaranteed Indebtedness shall be subordinated in right of payment to the Subsidiary Guarantee at least to the extent that the Guaranteed Indebtedness is subordinated to the Notes or the Subsidiary Guarantee.

Limitation on Transactions with Shareholders and Affiliates

The Company will not, and will not permit any Restricted Subsidiary to, directly or indirectly, enter into, renew or extend or permit to exist any transaction or arrangement (including, without limitation, the purchase, sale, lease or exchange of property or assets, or the rendering of any service) with (x) any holder (or any Affiliate of such holder) of 5.0% or more of any class of Capital Stock of the Company or (y) any Affiliate of the Company (each an "**Affiliate Transaction**"), unless:

(a) the Affiliate Transaction is on fair and reasonable terms that are no less favorable to the Company or the relevant Restricted Subsidiary than those that would have been obtained in a comparable arm's length transaction by the Company or the relevant Restricted Subsidiary with a Person that is not such a holder or an Affiliate of the Company; and

(b) the Company delivers to the Trustee:

(i) with respect to any Affiliate Transaction or series of related Affiliate Transactions involving aggregate consideration in excess of U.S.$5.0 million (or the Dollar Equivalent thereof), a Board Resolution set forth in an Officers' Certificate certifying that such Affiliate Transaction complies with this covenant and such Affiliate Transaction has been approved by a majority of the disinterested members of the Board of Directors (or, if there are not disinterested members of the Board of Directors, by a majority of the Board of Directors); and

(ii) with respect to any Affiliate Transaction or series of related Affiliate Transactions involving aggregate consideration in excess of U.S.$10.0 million (or the Dollar Equivalent thereof), in addition to the Board Resolution required in clause (b)(i) above, an opinion issued by a Recognized Firm as to the fairness to the Company or such Restricted Subsidiary of such Affiliate Transaction from a financial point of view.

The foregoing limitation does not limit, and will not apply to:

(1) the payment of reasonable and customary regular fees to, and reimbursements of expenses (pursuant to indemnity arrangements or otherwise) of, officers, directors, commissioners or employees of the Company or any Restricted Subsidiary;

(2) transactions otherwise permitted by the Indenture between or among the Company and any Subsidiary Guarantor or between or among Subsidiary Guarantors;

(3) transactions between or among the Company and any Wholly Owned Restricted Subsidiary or between or among Wholly Owned Restricted Subsidiaries;

(4) any Restricted Payment of the type described in clause (a), (b) or (c) of the first paragraph of the covenant described above under "*—Limitation on Restricted Payments*" if permitted by that covenant;

(5) any issuance or sale of Capital Stock (other than Disqualified Stock) (or options, warrants or rights with respect to such Capital Stock) of the Company;

(6) any Subordinated Shareholder Loan;

(7) transactions or payments pursuant to any employee, officer or director compensation or benefit plans or arrangements, director or commissioner indemnification agreements or similar arrangements entered into in the ordinary course of business;

(8) loans or advances to employees, officers or directors of the Company or any of its Restricted Subsidiaries in the ordinary course of business in an aggregate principal amount not to exceed U.S.$1.0 million (or the Dollar Equivalent thereof) at any time outstanding;

(9) any transaction or arrangement between (A) the Company or any Restricted Subsidiary and (B) any entity in the BIM Group entered into on arm's length basis and disclosed in the Offering Circular, or any extension, renewal, supplement, amendment, modification or replacement thereof, so long as such extension, renewal, supplement, amendment, modification or replacement is not more disadvantageous to the Company and its Restricted Subsidiaries than the original transaction described in the Offering Circular;

(10) any lease or sub-lease of any properties or assets (or any portion thereof) of the Company or any Restricted Subsidiary to any Affiliate in the ordinary course of business on an arm's length basis involving aggregate consideration not in excess of U.S.$5.0 million for any fiscal year; and

(11) any agreement or arrangement between the Company or any Restricted Subsidiary and any Affiliate of the Company entered into in the ordinary course of business (and any transactions or dealings pursuant to such agreements or arrangements) on terms that are fair to the Company or the relevant Restricted Subsidiary or no less favorable to the Company or the relevant Restricted Subsidiary than those that would have been obtained in a comparable arm's length transaction with a Person that is not an Affiliate of the Company, in each case at the time such agreement or arrangement is entered into, as determined in good faith by the Board of Directors of the Company, as the case may be, including (i) technical services, support services or other shared services agreements, (ii) secondment agreements, (iii) administrative, management, accounting services or consultancy agreements, (iv) reimbursement arrangements, (v) agency agreements for the procurement of goods or services; (vi) agreements for provision of construction material, worker service, usage of machine and equipment; and (vii) marketing and advertising agreements.

In addition, the requirements of clause (b) of the first paragraph of this covenant shall not apply to (i) Investments (other than Permitted Investments) not prohibited by the "*—Limitation on Restricted Payments*" covenant, (ii) transactions pursuant to agreements in effect on the Original Issue Date and described in this Offering Circular, or any amendment or modification or replacement thereof, so long as such amendment, modification or replacement is not more disadvantageous to the Company and its Restricted Subsidiaries than the original agreement in effect on the Original Issue Date and (iii) any transaction between or among the Company or a Wholly Owned Restricted Subsidiary and any Restricted Subsidiary that is not a Wholly Owned Restricted Subsidiary or between or among Restricted Subsidiaries that are not Wholly Owned Restricted Subsidiaries; *provided* that in the case of clause (iii), (a) such transaction is entered into in the ordinary course of business and (b) none of the minority shareholders or minority partners of or in such Restricted Subsidiary is a Person described in clauses (x) or (y) of the first paragraph of this covenant (other than by reason of such minority shareholder or minority partner being an officer or director of such Restricted Subsidiary).

Limitation on Liens

The Company will not, and will not permit any Restricted Subsidiary to, directly or indirectly, Incur, assume or permit to exist any Lien of any nature whatsoever on any of its assets or properties of any kind, whether owned at the Original Issue Date or thereafter acquired, except Permitted Liens, unless the Notes are secured equally and ratably with (or, if the obligation or liability to be secured by such Lien is subordinated in right of payment to the Notes or any Subsidiary Guarantee, prior to) the obligation or liability so secured for so long as such obligation or liability is so secured by such Lien.

Limitation on Sale and Leaseback Transactions

The Company will not, and will not permit any Restricted Subsidiary to, enter into any Sale and Leaseback Transaction; *provided* that the Company or any Restricted Subsidiary may enter into a Sale and Leaseback Transaction if:

(a) the Company or such Restricted Subsidiary could have (A) Incurred Indebtedness in an amount equal to the Attributable Indebtedness relating to such Sale and Leaseback Transaction under the covenant described under "*—Limitation on Indebtedness*" and (B) incurred a Lien to secure such Indebtedness pursuant to the covenant described above under "*—Limitation on Liens*", in which case, the corresponding Indebtedness and Lien will be deemed incurred pursuant to those provisions;

(b) the gross cash proceeds of that Sale and Leaseback Transaction are at least equal to the Fair Market Value of the property that is the subject of such Sale and Leaseback Transaction; and

(c) the transfer of assets in that Sale and Leaseback Transaction is permitted by, and the Company or such Restricted Subsidiary applies the proceeds of such transaction in compliance with, the covenant described below under "*—Limitation on Asset Sales*".

Limitation on Asset Sales

The Company will not, and will not permit any Restricted Subsidiary to, consummate any Asset Sale, unless:

(a) no Default shall have occurred and be continuing or would occur as a result of such Asset Sale;

(b) the consideration received by the Company or such Restricted Subsidiary, as the case may be, is at least equal to the Fair Market Value of the assets sold or disposed of;

(c) at least 75% of the consideration received consists of cash, Temporary Cash Investments or Replacement Assets; *provided* that in the case of an Asset Sale in which the Company or such Restricted Subsidiary receives Replacement Assets involving aggregate consideration in excess of U.S.$10.0 million (or the Dollar Equivalent thereof), the Company shall deliver to the Trustee an opinion as to the fairness to the Company or such Restricted Subsidiary of such Asset Sale from a financial point of view issued by a Recognized Firm. For purposes of this provision, each of the following will be deemed to be cash:

(i) any liabilities, as shown on the Company's most recent consolidated balance sheet, of the Company or any Restricted Subsidiary (other than contingent liabilities and liabilities that are by their terms subordinated to the Notes or any Subsidiary Guarantee) that are assumed by the transferee of any such assets pursuant to a customary assumption, assignment, novation or similar agreement that releases the Company or such Restricted Subsidiary from further liability; and

(ii) any securities, notes or other obligations received by the Company or any Restricted Subsidiary from such transferee that are promptly, but in any event within 30 days of closing, converted by the Company or such Restricted Subsidiary into cash, to the extent of the cash received in that conversion.

Within 360 days after the receipt of any Net Cash Proceeds from an Asset Sale, the Company or any Restricted Subsidiary may apply such Net Cash Proceeds to:

(a) permanently repay Senior Indebtedness of the Company or any Restricted Subsidiary (and, if such Senior Indebtedness repaid is revolving credit Indebtedness, to correspondingly permanently reduce commitments with respect thereto) in each case owing to a Person other than the Company or a Restricted Subsidiary;

(b) acquire Replacement Assets; or

(c) make an Investment in cash or Temporary Cash Investments pending application of such Net Cash Proceeds as set forth in clause (a) or (b) above.

On the 361st day after an Asset Sale or such earlier date, if any, as the Company determines not to apply the Net Cash Proceeds relating to such Asset Sale as set forth in preceding paragraph (such date being referred as an "**Excess Proceeds Trigger Date**"), such aggregate amount of Net Cash Proceeds that has not been applied on or before the Excess Proceeds Trigger Date as permitted in the preceding paragraph ("**Excess Proceeds**") will be applied by the Company to make an Offer to Purchase to all Holders of Notes and all holders of other Indebtedness that is *pari passu* with the Notes or with any Subsidiary Guarantee containing provisions similar to those set forth in the Indenture and the Notes with respect to offers to purchase with the proceeds of sales of assets, to purchase the maximum principal amount of Notes and such other *pari passu* Indebtedness that may be purchased out of the Excess Proceeds. The offer price in any Offer to Purchase will be equal to 100.0% of the principal amount of the Notes and such other *pari passu* Indebtedness plus accrued and unpaid interest, if any, to the date of purchase, and will be payable in cash.

The Company may defer the Offer to Purchase until there are aggregate unutilized Excess Proceeds equal to or in excess of U.S.$10.0 million (or the Dollar Equivalent thereof) resulting from one or more Asset Sales, at which time, within 10 days thereof, the entire unutilized amount of Excess Proceeds will be applied as provided in the preceding paragraph. If any Excess Proceeds remain after consummation of an Offer to Purchase, the Company may use such Excess Proceeds for any purpose not otherwise prohibited by the Indenture or the Notes. If the aggregate principal amount of Notes and such other *pari passu* Indebtedness tendered into such Offer to Purchase exceeds the amount of Excess Proceeds, the Notes and such other *pari passu* Indebtedness will be purchased on a pro rata basis based on the principal amount of Notes and such other *pari passu* Indebtedness tendered. Upon completion of each Offer to Purchase, the amount of Excess Proceeds will be reset at zero.

Limitation on the Company's Business Activities

The Company will not, and will not permit any Restricted Subsidiary to, directly or indirectly, engage in any business other than a Permitted Business; *provided*, however, that the Company or any Restricted Subsidiary may own Capital Stock of an Unrestricted Subsidiary or joint venture or other entity that is engaged in a business other than Permitted Business as long as any Investment therein was not prohibited under the "*—Limitation on Restricted Payments*" covenant when made.

Use of Proceeds

The Company will use the net proceeds received from the Notes as set forth in this Offering Circular. The Company will not, and will not permit any Restricted Subsidiary to, use the net proceeds from the sale of the Notes, in any amount, for any purpose other than (a) in the approximate amounts and for the purposes specified under the caption "*Use of Proceeds*" in this Offering Circular (including any changes in response to developments as contemplated therein) and (b) pending the application of all of such net proceeds in such manner, to invest the portion of such net proceeds not yet so applied in Temporary Cash Investments.

Designation of Restricted and Unrestricted Subsidiaries

The Board of Directors may designate any Restricted Subsidiary to be an Unrestricted Subsidiary; *provided* that (a) no Default shall have occurred and be continuing at the time of or after giving effect to such designation; (b) neither the Company nor any Restricted Subsidiary guarantees or provides credit support for the Indebtedness of such Restricted Subsidiary; (c) such Restricted Subsidiary has no outstanding Indebtedness that could trigger a cross-default to the Indebtedness of the Company or any other Restricted Subsidiary; (d) such Restricted Subsidiary does not own any Disqualified Stock of the Company or Disqualified Stock or Preferred Stock of another Restricted Subsidiary or hold any Indebtedness of, or any Lien on any property of the Company or any Restricted Subsidiary, if such Disqualified Stock or Preferred Stock or Indebtedness could not be Incurred under the covenant described under "*—Limitation on Indebtedness*" or such Lien would violate the covenant described under "*—Limitation on Liens*"; (e) such Restricted Subsidiary does not own any Capital Stock of the Company or another Restricted Subsidiary, and all of its Subsidiaries are Unrestricted Subsidiaries or are being concurrently designated as Unrestricted Subsidiaries in accordance with this paragraph; and (f) the Investment deemed to have been made thereby in such newly designated Unrestricted Subsidiary and each other newly designated Unrestricted Subsidiary being concurrently redesignated would be permitted to be made by the covenant described under "*—Limitation on Restricted Payments*".

The Board of Directors may designate any Unrestricted Subsidiary to be a Restricted Subsidiary; *provided* that (a) no Default shall have occurred and be continuing at the time of or after giving effect to such designation; (b) any Indebtedness of such Unrestricted Subsidiary outstanding at the time of such designation which will be deemed to have been Incurred by such newly designated Restricted Subsidiary as a result of such designation would be permitted to be Incurred by the covenant described under "*—Limitation on Indebtedness*"; (c) any Lien on the property of such Unrestricted Subsidiary at the time of such designation which will be deemed to have been Incurred by such newly designated Restricted Subsidiary as a result of such designation would be permitted to be Incurred by the covenant described under "*—Limitation on Liens*"; (d) such Unrestricted Subsidiary is not a Subsidiary of another Unrestricted Subsidiary (that is not concurrently being designated as a Restricted Subsidiary); and (e) such Restricted Subsidiary, if required to guarantee the Notes under the Indenture, will upon such designation execute and deliver to the Trustee a supplemental indenture to the Indenture by which such Restricted Subsidiary shall become a Subsidiary Guarantor.

Any such designation by the Board of Directors shall be evidenced to the Trustee by promptly filing with the Trustee a copy of the Board Resolution giving effect to such designation and an Officers' Certificate certifying that such designation complied with the foregoing provisions.

Government Approvals and Licenses; Compliance with Law

The Company will, and will cause each Restricted Subsidiary to (a) obtain and maintain in full force and effect all governmental approvals, authorizations, consents, permits, concessions and licenses as are necessary to engage in the Permitted Business, (b) preserve and maintain good and valid title to its properties and assets (including land-use rights) free and clear of any Liens other than Permitted Liens and (c) comply with all laws, regulations, orders, judgments and decrees of any governmental body, except to the extent that failure so to obtain, maintain, preserve and comply would not reasonably be expected to have a material adverse effect on (1) the business, results of operations or prospects of the Company and its Restricted Subsidiaries taken as a whole or (2) the ability of the Company or any Subsidiary Guarantor to perform its obligations under the Notes, the relevant Subsidiary Guarantee or the Indenture.

Anti-Layering

The Company will not, and will not permit any Subsidiary Guarantor to Incur, any Indebtedness if such Indebtedness is contractually subordinated in right of payment to any other Indebtedness of the Company or such Subsidiary Guarantor, as the case may be, unless such Indebtedness is also contractually subordinated in right of payment to the Notes or the applicable Subsidiary Guarantee, on substantially identical terms; *provided* that no Indebtedness will be deemed to be contractually subordinated in right of payment to any other Indebtedness of the Company or any Subsidiary Guarantor solely by virtue of being unsecured or by virtue of being secured on a junior priority basis.

Maintenance of Insurance

The Company will, and will cause each Restricted Subsidiary, to maintain insurance with reputable and financially sound carriers against such risks and in such amounts as is customarily carried by similar companies engaged in similar business to the Permitted Business in the jurisdictions in which the Company or such Restricted Subsidiary conducts its businesses, including, without limitation, property and casualty insurance.

Suspension of Certain Covenants

If, on any date following the date of the Indenture, the Notes are rated Investment Grade by two of the Rating Agencies and no Default or Event of Default has occurred and is continuing (a "**Suspension Event**"), then, beginning on that day and continuing until such time, if any, at which the Notes cease to be rated Investment Grade from either of the Rating Agencies, the provisions of the Indenture summarized under the following captions will be suspended:

(a) "*—Certain Covenants—Limitation on Indebtedness*";

(b) "*—Certain Covenants—Limitation on Restricted Payments*";

(c) "*—Certain Covenants—Limitation on Dividend and Other Payment Restrictions Affecting Restricted Subsidiaries*";

(d) "*—Certain Covenants—Limitation on Sales and Issuances of Capital Stock of Restricted Subsidiaries*";

(e) "*—Certain Covenants—Limitation on Issuances of Guarantees by Restricted Subsidiaries*";

(f) "*—Certain Covenants—Limitation on Asset Sales*";

(g) "*—Certain Covenants—Limitation on the Company's Business Activities*";

(h) "*—Certain Covenants—Anti-Layering*";

(i) "*—Certain Covenants—Maintenance of Insurance*"; and

(j) conditions (c) and (d) in each of the first and second paragraphs under "*—Consolidation, Merger and Sale of Assets*."

During any period that the foregoing covenants have been suspended, the Board of Directors may not designate any of the Restricted Subsidiaries as Unrestricted Subsidiaries pursuant to the covenant summarized under "*—Certain Covenants—Designation of Restricted and Unrestricted Subsidiaries*" or the definition of "Unrestricted Subsidiary".

Such covenants will be reinstated and apply according to their terms as of and from the first day on which a Suspension Event ceases to be in effect. Such covenants will not, however, be of any effect with regard to actions of the Company or any Restricted Subsidiary properly taken in compliance with the provisions of the Indenture during the continuance of the Suspension Event, and following reinstatement, the calculations under the covenant summarized under "*—Certain Covenants—Limitation on Restricted Payments*" will be made as if such covenant had been in effect since the date of the Indenture except that no Default will be deemed to have occurred solely by reason of a Restricted Payment made while that covenant was suspended.

There can be no assurance that the Notes will ever achieve a rating of Investment Grade or that any such rating will be maintained.

Provision of Financial Statements and Reports

(a) So long as any of the Notes remain outstanding, the Company will provide to the Trustee and furnish to the Holders upon request:

(i) as soon as they are available, but in any event within 120 calendar days after the end of each fiscal year of the Company, annual reports containing the following information: (A) audited consolidated balance sheets of the Company of the end of the two most recent fiscal years and audited consolidated income statements and cash flows of the Company for the two most recent fiscal years, including complete footnotes to such financial statements and the audit report of a member firm of an internationally recognized firm of independent accountants on the financial statements; (B) an operating and financial review of the audited financial statements, including a discussion of the results of operations, financial condition, EBITDA (as presented in this Offering Circular) and liquidity and capital resources of the Company, and a discussion of material recent developments and material commitments and contingencies and critical accounting policies; and (C) description of the business, management and shareholders of the Company (on a consolidated basis);

(ii) as soon as they are available, but in any event within 90 calendar days after the end of the first semi-annual fiscal period of the Company, semi-annual reports of the Company containing the following information: (A) an unaudited condensed consolidated balance sheet as of the end of such semi-annual fiscal period and unaudited condensed consolidated statements of income and cash flows of the Company for the most recent semi-annual fiscal period ending on the

unaudited condensed consolidated balance sheet date, and the comparable prior year period, together with a certificate signed by the person then authorized to sign financial statements on behalf of the Company to the effect that such financial statements present fairly the financial position of the Company as at the end of, and the results of its operations for, such semi-annual fiscal period; and (B) an operating and financial review of the unaudited financial statements, including a discussion of the results of operations, financial condition, EBITDA (as presented in this Offering Circular) and liquidity and capital resources of the Company, and a discussion of material recent developments and material changes in commitments and contingencies and critical accounting policies since the most recent annual report; and

(iii) as soon as they are available, but in any event within 60 calendar days after the end of each of the first and third fiscal quarters of the Company, quarterly reports of the Company containing an unaudited condensed consolidated balance sheet as of the end of such fiscal quarter and unaudited condensed consolidated statements of income and cash flows of the Company for the most recent fiscal quarter ending on the unaudited condensed consolidated balance sheet date, and the comparable prior year period, prepared on a basis consistent with the audited financial statements of the Company, together with a certificate signed by the person then authorized to sign financial statements on behalf of the Company to the effect that such financial statements present fairly the financial position of the Company as at the end of, and the results of its operations for, the relevant quarterly period.

All historical financial statements shall be prepared in accordance with GAAP as in effect on the date of such report or financial statement (or otherwise on the basis of GAAP as then in effect) and on a consistent basis for the periods presented; *provided*, *however*, that the reports set forth in clauses (a)(1), (a)(2) and (a)(3) above may, in the event of a change in applicable GAAP, present earlier periods on a basis that applied to such periods.

(b) In addition, so long as any of the Notes remain outstanding, the Company will provide to the Trustee (1) within 120 days after the close of each fiscal year, an Officers' Certificate stating the Fixed Charge Coverage Ratio with respect to the four most recent fiscal quarters and showing in reasonable detail the calculation of the Fixed Charge Coverage Ratio, including the arithmetic computations of each component of the Fixed Charge Coverage Ratio; and (2) as soon as possible and in any event within 14 days after the Company becomes aware or should reasonably become aware of the occurrence of a Default and/or an Event of Default (and also within 14 days of any request in writing by the Trustee), an Officers' Certificate setting forth the details of the Default and/or Event of Default, and the action which the Company is taking or proposes to take with respect thereto.

(c) Contemporaneously with the provision to the Trustee of any English language report or English translation referred to in paragraph (a) above, the Company will also post such English language report or English translation on the Company's website. The website which contains such reports shall be made available to the public and shall not be password protected.

Events of Default

The following events will be defined as "Events of Default" in the Indenture:

(a) default in the payment of principal of or premium, if any, on any Note when the same becomes due and payable at maturity, upon acceleration or otherwise or a failure to redeem or purchase Notes when required pursuant to the Indenture or the Notes;

(b) default in the payment of interest, including Additional Amounts on any Note when the same becomes due and payable, and such default continues for a period of 30 calendar days;

(c) default in the performance or breach of the provisions of the covenant described under "*—Consolidation, Merger and Sale of Assets*" or the failure by the Company to make or consummate an Offer to Purchase in the manner described under "*—Repurchase of Notes upon a Change of Control Triggering Event*" or "*—Certain Covenants—Limitation on Asset Sales*";

(d) the Company or any Restricted Subsidiary defaults in the performance of or breaches any other covenant or agreement in the Indenture or under the Notes (other than a default specified in clause (a), (b) or (c) above) and such default or breach continues for a period of 30 calendar days after written notice by the Trustee or the Holders of 25% or more in aggregate principal amount of the Notes then outstanding;

(e) there occurs with respect to any Indebtedness of the Company or any Restricted Subsidiary having an outstanding principal amount of U.S.$15.0 million (or the Dollar Equivalent thereof) or more in the aggregate for all such Indebtedness of all such Persons, whether such Indebtedness now exists or shall hereafter be created, (a) an event of default that has caused the holder thereof to declare such Indebtedness to be due and payable prior to its Stated Maturity and/or (b) a failure to pay principal of, or interest or premium (subject to the applicable grace period in the relevant documents) on, such Indebtedness when the same becomes due;

(f) one or more final judgments or orders for the payment of money are rendered against the Company or any of its Restricted Subsidiaries and are not paid or discharged, and there is a period of 60 consecutive days following entry of the final judgment or order that causes the aggregate amount for all such final judgments or orders outstanding and not paid or discharged against all such Persons to exceed U.S.$15.0 million (or the Dollar Equivalent thereof) (in excess of amounts which the Company's insurance carriers have unconditionally agreed to pay under applicable policies) during which a stay of enforcement, by reason of a pending appeal or otherwise, is not in effect;

(g) an involuntary case or other proceeding is commenced against the Company or any Principal Subsidiary with respect to it or its debts under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect seeking the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any Principal Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary) or for any substantial part of the property and assets of the Company or any Principal Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary) and such involuntary case or other proceeding remains undismissed and unstayed for a period of 60 consecutive days; or an order for relief is entered against the Company or any Principal Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary) under any applicable bankruptcy, insolvency or other similar law as now or hereafter in effect;

(h) the Company or any Principal Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary) (a) commences a voluntary case under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect, or consents to the entry of an order for relief in an involuntary case under any such law, (b) consents to the appointment of or taking possession by a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any Principal Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary) or for all or substantially all of the property and assets of the Company or any Principal Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary) or (c) effects any general assignment for the benefit of creditors;

(i) any Subsidiary Guarantor denies or disaffirms its obligations under its Subsidiary Guarantee or any Subsidiary Guarantee is determined to be unenforceable or invalid or shall for any reason cease to be in full force and effect, or the Company or any Subsidiary Guarantor repudiates the Indenture, the Subsidiary Guarantees or the Notes or does or causes or permits to be done any act or thing evidencing an intention to repudiate such agreement, in each case, except as permitted by the Indenture;

(j) 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 any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary) or (b) the Company, or any of its Principal Subsidiaries (or any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary) is prevented from exercising normal control over all or a material part of its property, assets and turnover; and

(k) the capital and/or currency exchange controls in place in Vietnam on the Original Issue Date shall be modified or amended in a manner that prevents the Company or any Subsidiary Guarantor from performing its payment obligations under the Indenture, the Notes or any Subsidiary Guarantee.

If an Event of Default (other than an Event of Default specified in clause (g) or (h) above) occurs and is continuing under the Indenture, the Trustee or the Holders of at least 25% in aggregate principal amount of the Notes then outstanding, by written notice to the Company (and to the Trustee if such notice is given by the Holders), may, and the Trustee at the written direction of such Holders shall (subject to the Trustee being indemnified and/or secured and/or pre-funded to its satisfaction), declare the principal of, premium, if any, and accrued and unpaid interest on the Notes to be immediately due and payable. Upon a declaration of acceleration, such principal of, premium, if any, and accrued and unpaid interest shall be immediately due and payable. If an Event of Default specified in clause (g) or (h) above occurs with respect to the Company or any Principal Subsidiary (or any group of Restricted Subsidiaries that together would constitute a Principal Subsidiary), the principal of, premium, if any, and accrued and unpaid interest (and any Additional Amounts thereon) on the Notes then outstanding shall automatically become and be immediately due and payable without any declaration or other act on the part of the Trustee or any Holder.

The Holders of at least a majority in principal amount of the outstanding Notes by written notice to the Company and to the Trustee may on behalf of all the Holders waive all past defaults and rescind and annul a declaration of acceleration and its consequences if:

(1) all existing Events of Default, other than the nonpayment of the principal of, premium, if any, and interest on the Notes that have become due solely by such declaration of acceleration, have been cured or waived; and

(2) the rescission would not conflict with any judgment or decree of a court of competent jurisdiction.

Upon such waiver, the Default will cease to exist, and any Event of Default arising therefrom will be deemed to have been cured, but no such waiver will extend to any subsequent or other Default or impair any right consequent thereon.

If an Event of Default occurs and is continuing, the Trustee may, and shall (subject to it being indemnified and/or secured and/or pre-funded to its satisfaction) upon the request of Holders of at least 25% in aggregate principal amount of the Notes outstanding, pursue, in its own name or as trustee of an express trust, any available remedy by proceeding at law or in equity to collect the payment of principal of and interest on the Notes or to enforce the performance of any provision of the Notes or the Indenture. The Trustee may maintain a proceeding even if it does not possess any of the Notes or does not produce any of them in the proceeding.

The Holders of at least a majority in aggregate principal amount of the outstanding Notes may direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee. However, the Trustee may refuse to follow any direction that conflicts with law or the Indenture, that may involve the Trustee in personal liability, or that the Trustee determines may be unduly prejudicial to the rights of Holders not joining in the giving of such direction and may take any other action it deems proper that is not inconsistent with any such direction received from Holders. In addition, the Trustee will not be required to act on the direction of the Holders unless it is indemnified and/or secured and/or pre-funded too its satisfaction.

A Holder may not institute any proceeding, judicial or otherwise, with respect to the Indenture or the Notes, or for the appointment of a receiver or trustee, or for any other remedy under the Indenture or the Notes, unless:

(1) the Holder has previously given the Trustee written notice of a continuing Event of Default;

(2) the Holders of at least 25% in aggregate principal amount of outstanding Notes make a written request to the Trustee to pursue the remedy;

(3) such Holder or Holders offer the Trustee indemnity and/or security and/or pre-funding satisfactory to the Trustee against any costs, liability or expense to be incurred in compliance with such request;

(4) the Trustee does not comply with the request within (x) 60 days after receipt of the written request pursuant to clause (2) above or (y) 60 days after the receipt of the offer of indemnity and/or security and/or pre-funding pursuant to clause (3) above, whichever occurs later; and

(5) during such 60-day period, the Holders of a majority in aggregate principal amount of the outstanding Notes do not give the Trustee a direction that is inconsistent with the request.

However, such limitations do not apply to the right of any Holder of a Note to receive payment of the principal of, premium, if any, or interest on, such Note or any payment under any Subsidiary Guarantee, or to bring suit for the enforcement of any such payment, on or after the due date expressed in the Notes, which right shall not be impaired or affected without the consent of the Holder.

Two Officers of the Company must certify to the Trustee in writing, on or before a date not more than 120 days after the end of each fiscal year, that a review has been conducted of the activities of the Company and the Restricted Subsidiaries and the Company's and the Restricted Subsidiaries' performance under the Indenture and that the Company and each Restricted Subsidiary have fulfilled all of their respective obligations thereunder, or, if there has been a default in the fulfillment of any such obligation, specifying each such default and the nature and status thereof. The Company will also be obligated to notify the Trustee in writing of any default or defaults in the performance of any covenants or agreements under the Indenture. See "*—Provision of Financial Statements and Reports*".

Consolidation, Merger and Sale of Assets

The Company will not consolidate with, merge with or into another Person, permit any Person to merge with or into it, or sell, convey, transfer, lease or otherwise dispose of all or substantially all of its properties and assets (computed on a consolidated basis) in one transaction or a series of related transactions unless:

(a) the Company shall be the continuing Person, or the Person (if other than it) formed by such consolidation or merger, or with or into which the Company consolidated or merged, or that acquired or leased such property and assets (the "**Surviving Person**") shall be a corporation incorporated and validly existing under the laws of Vietnam or any jurisdiction thereof and shall expressly assume, by a supplemental indenture to the Indenture, executed and delivered to the Trustee, all the obligations of the Company under the Indenture and the Notes, as the case may be, and the Indenture and the Notes, as the case may be, shall remain in full force and effect;

(b) immediately after giving effect to such transaction on a *pro forma* basis, no Default shall have occurred and be continuing;

(c) immediately after giving effect to such transaction on a *pro forma* basis, the Company or the Surviving Person, as the case may be, shall have a Consolidated Net Worth equal to or greater than the Consolidated Net Worth of the Company immediately prior to such transaction;

(d) immediately after giving effect to such transaction on a *pro forma* basis, the Company or the Surviving Person, as the case may be, could Incur at least U.S.$1.00 of Indebtedness under the proviso of paragraph (a) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*";

(e) the Company shall deliver to the Trustee (i) an Officers' Certificate (attaching the arithmetic computations to demonstrate compliance with clauses (c) and (d)) and (ii) an Opinion of Counsel, in each case stating that such consolidation, merger or transfer and such supplemental indenture complies with this provision and that all conditions precedent provided for in the Indenture relating to such transaction have been complied with;

(f) each Subsidiary Guarantor, unless such Subsidiary Guarantor is the Person with which the Company has entered into a transaction described under "*—Consolidation, Merger and Sale of Assets*", shall execute and deliver a supplemental indenture to the Indenture confirming that its Subsidiary Guarantee shall apply to the obligations of the Company or the Surviving Person in accordance with the Notes and the Indenture; and

(g) no Rating Decline shall have occurred.

No Subsidiary Guarantor will consolidate with or merge with or into another Person, permit any Person to merge with or into it, or sell, convey, transfer, lease or otherwise dispose of all or substantially all of its properties and assets (computed on a consolidated basis) in one transaction or a series of related transactions to another Person (other than the Company or another Subsidiary Guarantor), unless:

(a) such Subsidiary Guarantor shall be the continuing Person, or the Person (if other than it) formed by such consolidation or merger, or with or into which the Subsidiary Guarantor consolidated or merged, or that acquired or leased such property and assets shall be the Company, another Subsidiary Guarantor or shall become a Subsidiary Guarantor concurrently with the transaction;

(b) immediately after giving effect to such transaction on a *pro forma* basis, no Default shall have occurred and be continuing;

(c) immediately after giving effect to such transaction on a *pro forma* basis, the Company shall have a Consolidated Net Worth equal to or greater than the Consolidated Net Worth of the Company immediately prior to such transaction; and

(d) immediately after giving effect to such transaction on a *pro forma* basis, the Company could Incur at least U.S.$1.00 of Indebtedness under the proviso of paragraph (a) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*;"

(e) the Company shall deliver to the Trustee (1) an Officers' Certificate (attaching the arithmetic computations to demonstrate compliance with clauses (C) and (D)) and (2) an Opinion of Counsel, in each case stating that such consolidation, merger or transfer and such supplemental indenture complies with this provision and that all conditions precedent provided for in the Indenture relating to such transaction have been complied with;

provided that this paragraph shall not apply to any sale or other disposition (not being the sale or disposition of all or substantially all of its properties or assets) that complies with the "*—Certain Covenants—Limitation on Sale and Leaseback Transactions" or "—Certain Covenants—Limitation on Asset Sales*" covenants or any Subsidiary Guarantor whose Subsidiary Guarantee is unconditionally released in accordance with the provisions described under "*—The Subsidiary Guarantees—Release of the Subsidiary Guarantees*".

The Surviving Person will be the successor to the Company and shall succeed to, and be substituted for, and may exercise every right and power of, the Company under the Indenture, and the predecessor company, except in the case of a lease, shall be released from the obligation to pay principal and interest on the Notes.

Although there is a limited body of case law interpreting the phrase "substantially all", there is no precise established definition of the phrase under applicable law. Accordingly, in certain circumstances there may be a degree of uncertainty as to whether a particular transaction would involve "all or substantially all" of the property or assets of a Person. The foregoing provisions would not necessarily afford Holders protection in the event of highly leveraged or other transactions involving the Company or the Subsidiary Guarantors that may adversely affect Holders.

No Payments for Consents

The Company will not, and will not permit any of its Subsidiaries to, directly or indirectly, pay or cause to be paid any consideration to or for the benefit of any Holder for or as an inducement to any consent, waiver or amendment of any of the terms or provisions of the Indenture or the Notes unless such consideration is offered to be paid and is paid to all Holders that consent, waive or agree to amend such terms or provisions in the time frame set forth in the solicitation documents relating to such consent, waiver or agreement.

Notwithstanding the foregoing, in any offer or payment of consideration for, or as an inducement to, any consent, waiver or amendment of any of the terms or provisions of the Indenture or the Notes in connection with an exchange offer, including a consent, waiver or amendment deemed to be an exchange offer, the Company may exclude (i) holders or beneficial owners of the Notes that are not institutional "accredited investors" as defined in subparagraphs (a)(1), (2), (3) or (7) of Rule 501 under the Securities Act, and (ii) holders or beneficial owners of the Notes in any jurisdiction where the inclusion of such holders or beneficial owners would require the Company to comply with the registration requirements or other similar requirements under any securities laws of such jurisdiction, or the solicitation of such consent, waiver or amendment from, or the granting of such consent or waiver, or the approval of such amendment by, holders or beneficial owners in such jurisdiction would be unlawful, in each case as determined by the Company in its sole discretion.

Payment of Stamp Duties and Other Taxes

The Company will pay any present or future stamp, court or documentary taxes, or any other excise or property taxes, charges or similar levies which are imposed by or on behalf of any jurisdiction in which the Company or any Subsidiary Guarantor is incorporated, resident or doing business for tax purposes in connection with the execution, delivery or registration of the Notes or any other document or instrument referred to in the Notes.

Defeasance

Defeasance and Discharge

The Indenture will provide that the Company will be deemed to have paid and will be discharged from any and all obligations in respect of the Notes on the 183rd day after the deposit referred to below, and the provisions of the Indenture will no longer be in effect with respect to the Notes (except for, among other matters, certain obligations to register the transfer or exchange of the Notes, to replace stolen, lost or mutilated Notes, to maintain paying agencies and to hold monies for payment in trust) if, among other things:

(a) the Company (i) has deposited with the Trustee, in trust, cash in U.S. dollars, U.S. Government Obligations or a combination thereof that through the payment of interest and principal in respect thereof in accordance with their terms will provide money in an amount sufficient to pay the principal of, premium, if any, and accrued interest on the Notes on the Stated Maturity of such payments in accordance with the terms of the Indenture and the Notes and (ii) delivers to the Trustee an Opinion of Counsel or a certificate of an internationally recognized firm of independent accountants to the effect that the amount deposited by the Company is sufficient to provide payment for the principal of, premium, if any, and accrued interest on, the Notes on the Stated Maturity of such payment in accordance with the terms of the Indenture and an Opinion of Counsel to the effect that the Holders have a valid, perfected, exclusive Lien over such trust;

(b) the Company has delivered to the Trustee (i) either (A) an Opinion of Counsel of recognized international standing with respect to U.S. federal income tax matters that is based on a change in applicable U.S. federal income tax law occurring after the Original Issue Date to the effect that beneficial owners will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the Company's exercise of its option under this "*—Defeasance and Discharge*" provision and will be subject to U.S. federal income tax on the same amount and in the same manner and at the same time as would have been the case if such deposit, defeasance and discharge had not occurred or (B) a ruling directed to the Trustee received from the U.S. Internal Revenue Service to the same effect as the aforementioned Opinion of Counsel and (ii) an Opinion of Counsel to the effect that the creation of the defeasance trust does not violate the U.S. Investment Company Act of 1940, as amended, and after the passage of 123 days following the deposit, the trust fund will not be subject to the effect of Section 547 of the United States Bankruptcy Code or Section 15 of the New York Debtor and Creditor Law;

(c) the Company shall have delivered to the Trustee an Officers' Certificate acceptable to the Trustee stating that the deposit was not made by it with the intent of preferring the Holders over any other of its creditors or with the intent of defeating, hindering, delaying or defrauding any other of its creditors or others;

(d) immediately after giving effect to such deposit on a *pro forma* basis, no Event of Default, or event that after the giving of notice or lapse of time or both would become an Event of Default, shall have occurred and be continuing on the date of such deposit or during the period ending on the 183rd day after the date of such deposit, and such defeasance shall not result in a breach or violation of, or constitute a default under, any other agreement or instrument to which the Company or any of the Restricted Subsidiaries is a party or by which the Company or any of the Restricted Subsidiaries is bound; and

(e) the Company must deliver to the Trustee an Officers' Certificate acceptable to the Trustee and an Opinion of Counsel, each stating that all conditions precedent relating to such defeasance have been complied with.

Defeasance of Certain Covenants

The Indenture will further provide that the provisions of the Indenture will no longer be in effect with respect to clauses (c), (d), (e)(i) and (g) under the first paragraph and the entire second paragraphs under "*—Consolidation, Merger and Sale of Assets*" and all the covenants described herein under "*—Certain Covenants*", other than as described under "*—Certain Covenants—Government Approvals and Licenses; Compliance with Law*", clause (3) under "*—Events of Default*" with respect to such clauses (c), (d), (e)(i) and (g) under the first paragraph and the entire second paragraphs under "*—Consolidation, Merger and Sale of Assets*" and with respect to the other events set forth in such clause, clause (d) under "—Events of Default" with respect to such other covenants and clauses (e) and (f) under "—Events of Default" shall be deemed not to be Events of Default upon, among other things, the deposit with the Trustee, in trust, of cash in U.S. dollars, U.S. Government Obligations or a combination thereof that through the payment of interest and principal in respect thereof in accordance with their terms will provide money in an amount sufficient to pay the principal of, premium, if any, and accrued interest on the Notes on the Stated Maturity of such payments in accordance with the terms of the Indenture and the Notes, the satisfaction of the provisions described in clauses (b)(ii), (c), (d) and (e) of the preceding paragraph and the delivery by the Company to the Trustee of an Opinion of Counsel of recognized international standing with respect to U.S. federal income tax matters to the effect that beneficial owners will not recognize income, gain or loss for U.S. federal income tax purposes as a result of such deposit and defeasance of certain covenants and Events of Default and will be subject to U.S. federal income tax on the same amount and in the same manner and at the same time as would have been the case if such deposit and defeasance had not occurred.

Defeasance and Certain Other Events of Default

In the event the Company exercises its option to omit compliance with certain covenants and provisions of the Indenture with respect to the Notes as described in the immediately preceding paragraph and the Notes are declared due and payable because of the occurrence of an Event of Default that remains applicable, the amount of cash in U.S. dollars and/or U.S. Government Obligations on deposit with the Trustee will be sufficient to pay amounts due on the Notes at the time of their Stated Maturity but may not be sufficient to pay amounts due on the Notes at the time of the acceleration resulting from such Event of Default. However, the Company and the Subsidiary Guarantors will remain liable for such payments.

In the case of either discharge or defeasance of the Notes, each of the Subsidiary Guarantees will terminate.

Satisfaction and Discharge

The Indenture will be discharged and will cease to be of further effect (except as to surviving rights of registration of transfer or exchange of the Notes, as expressly provided for in the Indenture) as to all outstanding Notes when:

(1) either:

(a) all of the Notes theretofore authenticated and delivered (except lost, stolen or destroyed Notes which have been replaced or paid and Notes for whose payment money has theretofore been deposited in trust by the Company and thereafter repaid to the Company) have been delivered to the Principal Paying Agent for cancelation; or

(b) all of the Notes theretofore delivered to the Principal Paying Agent for cancelation have become due and payable pursuant to an optional redemption notice or otherwise or will become due and payable within one year, and the Company has irrevocably deposited or caused to be deposited with the Trustee or the Principal Paying Agent funds, in cash in U.S. dollars, non-callable U.S. Government Obligations or a combination thereof, in an amount sufficient to pay and discharge the entire indebtedness on the Notes not theretofore delivered to the Trustee or the Principal Paying Agent for cancelation, for principal of, premium, if any, and interest on, the Notes to the date of deposit together with irrevocable instructions from the Company directing the Principal Paying Agent to apply such funds to the payment thereof at maturity or redemption, as the case may be;

(2) the Company or any Subsidiary Guarantor has paid all other sums payable under the Indenture; and

(3) no Default or Event of Default will have occurred and be continuing on the date of such deposit or will occur as a result of such deposit and such deposit will not result in a breach or violation of, or constitute a default under, any other instruments to which the Company or any Subsidiary Guarantor is a party or by which the Company or any Subsidiary Guarantor is bound.

Amendments and Waiver

Amendments Without Consent of Holders

The Indenture, the Notes and the Subsidiary Guarantees may be amended, without the consent of any Holder:

(1) to cure any ambiguity, defect, omission or inconsistency in the Indenture, the Notes or any Subsidiary Guarantee;

(2) to comply with the provisions described under "—*Consolidation, Merger and Sale of Assets*";

(3) to evidence and provide for the acceptance of appointment by a successor Trustee;

(4) to provide for the issuance of Additional Notes in accordance with the limitations set forth in the Indenture;

(5) 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 Holder;

(6) to effect any changes to the Indenture in a manner necessary to comply with the procedures of the relevant clearing system;

(7) to add any Subsidiary Guarantor or any Subsidiary Guarantee or release any Subsidiary Guarantor from any Subsidiary Guarantee as provided or permitted by the terms of the Indenture;

(8) to conform the text of the Indenture, the Notes or the Subsidiary Guarantees to any provision of this "*Description of the Notes*" to the extent that such provision of this "*Description of the Notes*" was intended to be a verbatim recitation of a provision of the Indenture, the Notes or the Subsidiary Guarantees; or

(9) to make any change that would provide any additional right or benefit to Holders or that in the good faith opinion of the Board of Directors, and as certified by an Officers' Certificate delivered to the Trustee, does not materially and adversely affect the rights of any Holder.

Amendments With Consent of Holders

Amendments of the Indenture, the Notes and the Subsidiary Guarantees may be made by the Company, the Subsidiary Guarantors and the Trustee with the consent of the Holders of not less than a majority in aggregate principal amount of the outstanding Notes, and the Holders of a majority in principal amount of the outstanding Notes may waive future compliance by the Company with any provision of the Indenture, the Notes or the Subsidiary Guarantees, *provided*, *however*, that no such modification, amendment or waiver may, without the consent of each Holder affected thereby:

(1) change the Stated Maturity of the principal of, or any installment of interest on, any Note;

(2) reduce the principal amount of, or premium, if any, or amount of interest on, any Note;

(3) change the currency, time or place of payment of principal of, or premium, if any, or interest on, any Note;

(4) except as set forth in the Indenture, impair the right to institute suit for the enforcement of any payment on or after the Stated Maturity (or, in the case of a redemption, on or after the redemption date) of any Note or any Subsidiary Guarantee;

(5) reduce the above-stated percentage of outstanding Notes the consent of whose Holders is necessary to modify or amend the Indenture, the Notes and the Subsidiary Guarantees;

(6) waive a default in the payment of principal of, premium, if any, or interest on the Notes;

(7) reduce the percentage or aggregate principal amount of outstanding Notes the consent of whose Holders is necessary for waiver of compliance with certain provisions of the Indenture or for waiver of certain defaults;

(8) amend, change or modify any Subsidiary Guarantee in a manner that adversely affects the Holders;

(9) reduce the amount payable upon a Change of Control Offer or an Offer to Purchase with the Excess Proceeds from any Asset Sale or to change the time or manner by which a Change of Control Offer or an Offer to Purchase with the Excess Proceeds from any Asset Sale may be made or by which the Notes must be repurchased pursuant to a Change of Control Offer or an Offer to Purchase with the Excess Proceeds from any Asset Sale, in each case after the Change of Control Triggering Event related to such Change of Control Offer or such obligation to make an Offer to Purchase with the Excess Proceeds from such Asset Sale has occurred;

(10) change the redemption date or the redemption price of the Notes from that stated under "*—Optional Redemption*" or "*—Redemption for Taxation Reasons*";

(11) amend, change or modify the obligation of the Company or any Subsidiary Guarantor to pay Additional Amounts; or

(12) amend, change or modify any provision of the Indenture or the related definition affecting the ranking of the Notes or any Subsidiary Guarantee in a manner which adversely affects the Holders.

The consent of the Holders of at least 80% in aggregate principal amount of the outstanding Notes shall be required to release any Subsidiary Guarantor from its Subsidiary Guarantee, except as provided in the Indenture.

The Indenture will provide that in determining whether the Holders of the requisite amount of outstanding Notes have given any request, demand, authorization, direction, notice, consent or waiver under this Indenture, Notes owned by the Company, or any Affiliate of the Company shall be disregarded and deemed not to be outstanding.

The Trustee may rely without liability to any person on an Officers' Certificate and/or an Opinion of Counsel pursuant to the above terms, whether or not addressed to the Trustee and whether or not the legal counsel's liability in respect thereof is limited by a monetary cap or otherwise limited or excluded.

Unclaimed Money

Claims against the Company for the payment of principal of, premium, if any, or interest, on the Notes will become void unless presentation for payment is made as required in the Indenture within a period of six years.

No Personal Liability of Incorporators, Stockholders, Officers, Directors or Employees

No recourse for the payment of the principal of, premium, if any, or interest on any of the Notes or for any claim based thereon or otherwise in respect thereof, and no recourse under or upon any obligation, covenant or agreement of the Company or any Subsidiary Guarantor in the Indenture, or in any of the Notes or the Subsidiary Guarantees or because of the creation of any Indebtedness represented thereby, shall be had against any incorporator, stockholder, officer, director, employee or controlling person of the Company or any Subsidiary Guarantor or of any successor Person thereof. Each Holder, by accepting the Notes, waives and releases all such liability. The waiver and release are part of the consideration for the issuance of the Notes and the Subsidiary Guarantees. Such waiver may not be effective to waive liabilities under the applicable securities laws.

Concerning the Trustee and the Principal Paying Agent

The Bank of New York Mellon, London Branch is to be appointed as Trustee and principal paying agent (the "**Principal Paying Agent**") under the Indenture and The Bank Of New York Mellon SA/NV Dublin Branch is to be appointed as registrar and transfer agent (the "**Registrar**" and the "**Transfer Agent**") with regard to the Notes. Except during the continuance of a Default, the Trustee undertakes to perform such duties and only such duties as are specifically set forth in the Indenture, or the Notes, as the case may be, and no implied covenant or obligation shall be read into the Indenture, the Notes (as the case may be) against the Trustee. If an Event of Default has occurred and is continuing, the Trustee will use the same degree of care and skill in its exercise of the rights and powers vested in it under the Indenture or the Notes (as the case may be) as a prudent person would exercise under the circumstances in the conduct of such person's own affairs.

The Indenture contains limitations on the rights of the Trustee, should it become a creditor of the Company or any of the Subsidiary Guarantors, to obtain payment of claims in certain cases or to realize on certain property received by it in respect of any such claims, as security or otherwise. The Trustee is permitted to engage in other transactions with the Company and its Affiliates; *provided*, *however*, that if it acquires any conflicting interest, it must eliminate such conflict or resign.

Pursuant to the terms of the Indenture or the Notes (as the case may be), the Company and the Subsidiary Guarantors will reimburse the Trustee for all properly incurred expenses.

For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, if a Global Note is exchanged for Certificated Notes, the Company will appoint and maintain a paying agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, and make an announcement of such exchange through the SGX-ST that will include all material information with respect to the delivery of the Certificated Notes, including details of the paying agent in Singapore.

The Trustee is entitled to rely on all certifications received pursuant to the Indenture without investigating the accuracy, authenticity and validity of those certifications.

The Trustee shall not be responsible for the performance by any other person appointed by the Company in relation to the Notes and, unless notified in writing to the contrary, shall assume that the same are being duly performed. The Trustee shall not be liable to any Holders or any other person for any action taken by the Holders or the Trustee, as the case may be, in accordance with the instructions of the Holders. The Trustee shall be entitled to rely on any written direction of the Holders which has been duly given by the Holders of the requisite principal amount of the Notes outstanding.

The Trustee shall not be deemed to have knowledge of any event unless it has been actually notified of such event.

The Trustee is under no obligation to exercise any of its rights or powers conferred under the Indenture for the benefit of the Holders unless pre-funding and/or security and/or indemnity satisfactory to the Trustee against any loss, liability or expense have been offered to the Trustee.

Book-Entry; Delivery and Form

The Notes will initially be represented by one or more permanent global notes in definitive, fully registered form without interest coupons (each, a "Global Note") and will be deposited with a common depositary and registered in the name of the common depositary or its nominee for the accounts of Euroclear and Clearstream.

Global Note

Ownership of beneficial interests in the Global Note (the "book-entry interests") will be limited to persons that have accounts with Euroclear and/or Clearstream or persons that may hold interests through such participants. Book-entry interests will be shown on, and transfers thereof will be effected only through, records maintained in book-entry form by Euroclear and Clearstream and their participants.

Except as set forth below under "—*Individual Definitive Notes*," the book-entry interests will not be held in definitive form. Instead, Euroclear and/or Clearstream will credit on their respective book-entry registration and transfer systems a participant's account with the interest beneficially owned by such participant. The laws of some jurisdictions may require that certain purchasers of securities take physical delivery of such securities in definitive form. The foregoing limitations may impair the ability to own, transfer or pledge book-entry interests.

So long as the Notes are held in global form, the common depositary for Euroclear and/or Clearstream (or its nominee) will be considered the sole holder of Global Note for all purposes under the Indenture and "holders" of book-entry interests will not be considered the owners or "Holders" of Notes for any purpose. As such, participants must rely on the procedures of Euroclear and Clearstream and indirect participants must rely on the procedures of the participants through which they own book-entry interests in order to transfer their interests in the Notes or to exercise any rights of Holders under the Indenture.

The Notes are not issuable in bearer form.

Payments on the Global Note

Payments of any amounts owing in respect of the Global Note (including principal, premium, interest and Additional Amounts) will be made to the Principal Paying Agent. The Principal Paying Agent will, in turn, make such payments to the common depositary for Euroclear and Clearstream, which will distribute such payments to participants in accordance with their procedures. The Company will make payments of all such amounts without deduction or withholding for, or on account of, any taxes, except as may be required by law and as described under "—*Additional Amounts*."

Under the terms of the Indenture, the Company and the Trustee will treat the registered holder of the Global Note (i.e., the common depositary or its nominee) as the owner thereof for the purpose of receiving payments and for all other purposes. Consequently, none of the Company, the Trustee or any of their respective agents has or will have any responsibility or liability for:

- any aspect of the records of Euroclear, Clearstream or any participant or indirect participant relating to or payments made on account of a book-entry interest, for any such payments made by Euroclear, Clearstream or any participant or indirect participants, or for maintaining, supervising or reviewing any of the records of Euroclear, Clearstream or any participant or indirect participant relating to or payments made on account of a book-entry interest; or

- Euroclear, Clearstream or any participant or indirect participant.

Payments by participants to owners of book-entry interests held through participants are the responsibility of such participants.

Redemption of Global Note

In the event any Global Note, or any portion thereof, is redeemed, the common depositary will distribute the amount received by it in respect of the Global Note so redeemed to Euroclear and/or Clearstream, as applicable, who will distribute such amount to the holders of the book- entry interests in such Global Note. The redemption price payable in connection with the redemption of such book-entry interests will be equal to the amount received by the common depositary, Euroclear or Clearstream, as applicable, in connection with the redemption of such Global Note (or any portion thereof). The Company understands that under existing practices of Euroclear and Clearstream, if fewer than all of the Notes are to be redeemed at any time, Euroclear and Clearstream will credit their respective participants' accounts on a proportionate basis (with adjustments to prevent fractions) or by lot or on such other basis as they deem fair and appropriate; *provided* that no book-entry interest of U.S.$200,000 principal amount, or less, as the case may be, will be redeemed in part.

Action by Owners of Book-Entry Interests

Euroclear and Clearstream have advised that they will take any action permitted to be taken by a Holder only at the direction of one or more participants to whose account the book-entry interests in the Global Note are credited and only in respect of such portion of the aggregate principal amount of Notes as to which such participant or participants has or have given such direction. Euroclear and Clearstream will not exercise any discretion in the granting of consents, waivers or the taking of any other action in respect of the Global Note. If there is an Event of Default under the Notes, however, each of Euroclear and Clearstream reserves the right to exchange the Global Notes for individual definitive notes in certified form, and to distribute such individual definitive notes to their participants

Transfers

Transfers between participants in Euroclear and Clearstream will be effected in accordance with Euroclear and Clearstream's rules and will be settled in same day funds. If a Holder requires physical delivery of individual definitive Notes for any reason, including to sell the Notes to persons in jurisdictions which require physical delivery of such securities or to pledge such securities, such Holder must transfer its interest in the Global Note in accordance with the normal procedures of Euroclear and Clearstream and in accordance with the provisions of the Indenture.

Any book-entry interest in a Global Note that is transferred to a person who takes delivery in the form of a book-entry interest in another Global Note will, upon transfer, cease to be a book-entry interest in the first-mentioned Global Note and become a book-entry interest in the other Global Note and, accordingly, will thereafter be subject to all transfer restrictions, if any, and other procedures applicable to book-entry interests in such other Global Note for as long as it retains such a book-entry interest.

Global Clearance and Settlement Under the Book-Entry System

Book-entry interests owned through Euroclear or Clearstream accounts will follow the settlement procedures applicable. Book-entry interests will be credited to the securities custody accounts of Euroclear and Clearstream holders on the business day following the settlement date against payment for value on the settlement date.

The book-entry interests will trade through participants of Euroclear or Clearstream, and will settle in same day funds. Since the purchaser determines the place of delivery, it is important to establish at the time of trading of any book-entry interests where both the purchaser's and seller's accounts are located to ensure that settlement can be made on the desired value date.

Information Concerning Euroclear and Clearstream

We understand as follows with respect to Euroclear and Clearstream: Euroclear and Clearstream hold securities for participating organizations and facilitate the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear and Clearstream provide to their participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream interface with domestic securities markets. Euroclear and Clearstream participants are financial institutions, such as underwriters, securities brokers and dealers, banks and trust companies, and certain other organizations. Indirect access to Euroclear or Clearstream is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodian relationship with a Euroclear or Clearstream participant, either directly or indirectly.

Although the foregoing sets out the procedures of Euroclear and Clearstream in order to facilitate the original issue and subsequent transfers of interests in the Notes among participants of Euroclear and Clearstream, neither Euroclear nor Clearstream is under any obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time.

None of the Company, the Trustee or any of their respective agents will have responsibility for the performance of Euroclear or Clearstream or their respective participants of their respective obligations under the rules and procedures governing their operations, including, without limitation, rules and procedures relating to book-entry interests.

Individual Definitive Notes

If (1) the common depositary or any successor to the common depositary is at any time unwilling or unable to continue as a depositary for the reasons described in the Indenture and a successor depositary is not appointed by the Company within 90 days, (2) either Euroclear or Clearstream, or a successor clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention to permanently cease business or does in fact do so, or (3) any of the Notes has become immediately due and payable in accordance with "*—Events of Default*" and the Company has received a written request from a Holder, the Company, upon prior written notice given to the Trustee, will issue individual definitive Notes in registered form in exchange for the Global

Note. Upon receipt of such notice from the common depositary or the Trustee, as the case may be, the Company will use its best efforts to make arrangements with the common depositary for the exchange of interests in the Global Note for individual definitive Notes and cause the requested individual definitive Notes to be executed and delivered to the Registrar in sufficient quantities and authenticated by the Registrar for delivery to Holders. Persons exchanging interests in a Global Note for individual definitive Notes will be required to provide the Registrar, through the relevant clearing system, with written instruction and other information required by the Company and the Registrar to complete, execute and deliver such individual definitive Notes. In all cases, individual definitive Notes delivered in exchange for any Global Note or beneficial interests therein will be registered in the names, and issued in any approved denominations, requested by the relevant clearing system.

Individual definitive Notes will not be eligible for clearing and settlement through Euroclear or Clearstream.

Notices

All notices or demands required or permitted by the terms of the Notes or the Indenture to be given to or by the Holders are required to be in writing and may be given or served by being sent by prepaid courier or by being deposited, first-class postage prepaid, in the United States mails (if intended for the Company, any Subsidiary Guarantor or the Trustee) addressed to the Company, such Subsidiary Guarantor or the Trustee, as the case may be, at the corporate trust office of the Trustee and, if intended for any Holder, addressed to such Holder at such Holder's last address as it appears in the Note register (or otherwise delivered to such Holders in accordance with applicable Euroclear or Clearstream procedures).

Any such notice or demand will be deemed to have been sufficiently given or served when so sent or deposited and, if to the Holders, when delivered in accordance with the applicable rules and procedures of the relevant clearing system. Any such notice shall be deemed to have been delivered on the day such notice is delivered to the relevant clearing system or if by mail, when so sent or deposited.

Consent to Jurisdiction; Service of Process

The Company and each Subsidiary Guarantor will irrevocably (1) submit to the non-exclusive jurisdiction of any U.S. federal or New York state court located in the Borough of Manhattan, The City of New York in connection with any suit, action or proceeding arising out of, or relating to, the Notes, any Subsidiary Guarantee, the Indenture or any transaction contemplated thereby; and (2) designate and appoint Cogency Global Inc. for receipt of service of process in any such suit, action or proceeding.

Governing Law

Each of the Notes, the Subsidiary Guarantees and the Indenture provides that such instrument will be governed by, and construed in accordance with, the laws of the State of New York.

Definitions

Set forth below are defined terms used in the covenants and other provisions of the Indenture. Reference is made to the Indenture for other capitalized terms used in this "*Description of the Notes*" for which no definition is provided.

"Acquired Indebtedness" means Indebtedness of a Person existing at the time such Person becomes a Restricted Subsidiary or Indebtedness of a Restricted Subsidiary assumed in connection with an Asset Acquisition by such Restricted Subsidiary, whether or not Incurred in connection with, or in contemplation of, the Person merging with or into or becoming a Restricted Subsidiary or the Asset Acquisition.

"Adjusted Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semi- annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

"Affiliate" means, with respect to any Person, any other Person (a) directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person, (b) who is a director or officer of such Person or any Subsidiary of such Person or of any Person referred to in clause (a) of this definition, or (c) who is a spouse, child or step-child, parent or step-parent, brother, sister, step-brother or step-sister, parent-in- law, grandchild, grandparent, uncle, aunt, nephew or niece of a Person described in clause (a) or (b). For the purposes of this definition, "control" (including, with correlative meanings, the terms "controlling", "controlled by" and "under common control with"), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise.

"Applicable Premium" means with respect to a Note at any redemption date, the greater of (i) 1.00% of the principal amount of such Note and (ii) the excess of (A) the present value at such redemption date of (1) the redemption price of such Note on May 7, 2024 (such redemption price being described in the first paragraph in the "*—Optional Redemption*" section exclusive of any accrued interest) plus (2) all required remaining scheduled interest payments due on such Note through May 7, 2024. (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the Adjusted Treasury Rate plus 50 basis points, over (B) the principal amount of such Note on such redemption date.

"Asset Acquisition" means (a) an Investment by the Company or any Restricted Subsidiary in any other Person pursuant to which such Person shall become a Restricted Subsidiary or shall be merged into or consolidated with the Company or any Restricted Subsidiary, or (b) an acquisition by the Company or any Restricted Subsidiary of the property and assets of any Person other than the Company or any Restricted Subsidiary that constitute substantially all of a division or line of business of such Person.

"Asset Disposition" means the sale or other disposition by the Company or any Restricted Subsidiary (other than to the Company or another Restricted Subsidiary) of (a) all or substantially all of the Capital Stock of any Restricted Subsidiary or (b) all or substantially all of the assets that constitute a division or line of business of the Company or any Restricted Subsidiary; *provided* that, for the avoidance of doubt, the sale or other disposition of properties under development or completed properties by the Company or any Restricted Subsidiary in the ordinary course of business would not constitute an Asset Disposition.

"Asset Sale" means any sale, transfer or other disposition of any of its property or assets (including by way of merger, consolidation or Sale and Leaseback Transaction and including any sale or issuance of the Capital Stock of any Restricted Subsidiary) in one transaction or a series of related transactions by the Company or any Restricted Subsidiary to any Person; *provided* that "Asset Sale" shall not include:

(a) sales, transfers or other dispositions of inventory, receivables, other current assets, properties under development for sale, completed properties for sale, land plots and other real estate products, in each case, in the ordinary course of business;

(b) sales, transfers or other dispositions of assets constituting a Permitted Investment or Restricted Payment permitted to be made by the covenant described under "*—Certain Covenants—Limitation on Restricted Payments*";

(c) sales, transfers or other dispositions of assets with a Fair Market Value not in excess of U.S.$2.0 million (or the Dollar Equivalent thereof) in any transaction or series of related transactions;

(d) any sale, transfer, assignment or other disposition of any property or equipment that has become damaged, worn out, obsolete or otherwise unsuitable for use in connection with the business of the Company or its Restricted Subsidiaries;

(e) any transfer, assignment or other disposition deemed to occur in connection with creating or granting any Permitted Lien;

(f) a transaction covered by the covenant described under "*—Consolidation, Merger and Sale of Assets*";

(g) sales or other dispositions of cash and Temporary Cash Investments;

(h) any surrender or waiver of contract rights or the settlement, release or surrender of contract, tort or other claims of any kind, or any disposition arising from foreclosure, condemnation or similar action with respect to any property or other assets, or exercise or termination rights under any lease, license, concession or other agreement, in each case in the ordinary course of business;

(i) any sale, transfer or other disposition of any assets by (i) the Company or any Restricted Subsidiary (including the sale or issuance by the Company or any Restricted Subsidiary of any Capital Stock of any Restricted Subsidiary) to the Company or to a Subsidiary Guarantor and (ii) any Non-Guarantor Restricted Subsidiary to any Non-Guarantor Restricted Subsidiary; and

(j) the issuance of Common Stock by a Restricted Subsidiary to its shareholders on a pro rata basis or on a basis more favorable to the Company and its Restricted Subsidiaries.

"Attributable Indebtedness" means, in respect of a Sale and Leaseback Transaction, at the time of determination, the present value, discounted at the interest rate implicit in such Sale and Leaseback Transaction, of the total obligations of the lessee for rental payments during the remaining term of the lease in such Sale and Leaseback Transaction, including any period for which such lease has been extended or may, at the option of the lessor, be extended.

"Average Life" means, at any date of determination with respect to any Indebtedness, the quotient obtained by dividing (a) the sum of the products of (i) the number of years from such date of determination to the dates of each successive scheduled principal payment or redemption or similar payment of such Indebtedness and (ii) the amount of such principal payment by (b) the sum of all such principal payments.

"BIM Group" means BIM Group Limited Company and its consolidated subsidiaries.

"Board of Directors" means the board of directors or the board of management of the Company elected or appointed by the stockholders of the Company to manage the business of the Company or any committee of such board duly authorized to take the action purported to be taken by such committee.

"Board Resolution" means any resolution of the Board of Directors taking an action which it is authorized to take and adopted at a meeting duly called and held at which a quorum of disinterested members (if so required) was present and acting throughout or adopted by written resolution executed by every member of the Board of Directors.

"Business Day" means any day which is not a Saturday, Sunday, legal holiday or other day on which banking institutions in The City of New York, London or Ho Chi Minh City (or in any other place in which payments on the Notes are to be made) are authorized by law or governmental regulation to close.

"Capital Stock" means, with respect to any Person, any and all shares, interests, rights to purchase, warrants, options, participations or other equivalents (however designated, whether voting or non-voting) in equity of such Person, whether outstanding on the Original Issue Date or issued thereafter, including, without limitation, all Common Stock and Preferred Stock, but excluding debt securities convertible into such equity.

"Capitalized Lease" means, with respect to any Person, any lease of any property (whether real, personal or mixed) which, in conformity with GAAP, is required to be capitalized on the balance sheet of such Person.

"Capitalized Lease Obligations" means the present value of minimum lease payments under a Capitalized Lease measured in conformity with GAAP.

"Change of Control" means the occurrence of one or more of the following events:

(a) the direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the properties or assets of the Company and its Restricted Subsidiaries, taken as a whole, to any "person" (within the meaning of Section 13(d) and 14(d) of the Exchange Act), other than to one or more Permitted Holders;

(b) the Company consolidates with, or merges with or into, any Person, or any Person consolidates with, or merges with or into, the Company, in any such event pursuant to a transaction in which any of the outstanding Voting Stock of the Company or such other Person is converted into or exchanged for cash, securities or other property, other than any such transaction where the Voting Stock of the Company outstanding immediately prior to such transaction is converted into or exchanged for (or continues as) Voting Stock (other than Disqualified Stock) of the surviving or transferee Person constituting a majority of the outstanding shares of Voting Stock of such surviving or transferee Person (immediately after giving effect to such issuance) and in substantially the same proportion as before the transaction;

(c) the Permitted Holders cease to be the beneficial owner (as such term is used in Rule 13d-3 of the Exchange Act), directly or indirectly, of at least 50.1% in the aggregate of the voting power of the Voting Stock of the Company;

(d) any "person" or "group" (as such terms are used in Sections 13(d) and 14(d) of the Exchange Act), other than the Permitted Holders, becomes the beneficial owner (as such term is used in Rule 13d-3 of the Exchange Act), directly or indirectly, of a larger percentage of the voting power of such Voting Stock than the Permitted Holders;

(e) individuals who on the Original Issue Date constituted the Board of Directors (together with any new directors whose election was approved by a vote of at least a majority of the members of the Board of Directors then in office who were members of the Board of Directors on the Original Issue Date or whose election was previously so approved) cease for any reason to constitute a majority of the members of the Board of Directors then in office; or

(f) the adoption of a plan relating to the liquidation or dissolution of the Company.

"Change of Control Triggering Event" means the occurrence of both a Change of Control and a Rating Decline.

"Clearstream" means Clearstream Banking S.A. or any successor thereof.

"Commodity Agreement" means any forward or futures contract, commodity swap agreement, commodity option agreement or other similar agreement or arrangement designed to protect against fluctuations in commodity prices and not for speculation.

"Common Stock" means, with respect to any Person, any and all shares, interests, rights to purchase, warrants, options or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person's common stock or ordinary shares, whether or not outstanding on the Original Issue Date, and includes, without limitation, all series and classes of such common stock or ordinary shares.

"Comparable Treasury Issue" means the U.S. Treasury security having a maturity comparable to May 7, 2024 that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to May 7, 2024.

"Comparable Treasury Price" means, with respect to any redemption date: (1) the average of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) on the third Business Day preceding such redemption date, as set forth in the daily statistical release (or any successor release) published by the Federal Reserve Bank of New York and designated "Composite 3:30 p.m. Quotations for U.S. Government Securities"; or (2) if such release (or any successor release) is not published or does not contain such prices on such Business Day, (a) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations, or (b) if fewer than three such Reference Treasury Dealer Quotations are available, the average of all such quotations.

"Consolidated EBITDA" means, for any period, Consolidated Net Income for such period plus, to the extent such amount was deducted in calculating such Consolidated Net Income:

(a) Consolidated Interest Expense;

(b) income taxes (other than income taxes attributable to extraordinary and non-recurring gains or losses or sales of assets);

(c) depreciation expense, amortization expense and all other non-cash items reducing Consolidated Net Income (other than non-cash items in a period which reflect cash expenses paid or to be paid in another period), less all non-cash items increasing Consolidated Net Income (other than the accrual of revenue or income in the ordinary course of business); and

(d) any net after-tax extraordinary or non-recurring losses;

all as determined on a consolidated basis for the Company and its Restricted Subsidiaries in conformity with GAAP; *provided* that Consolidated EBITDA will be reduced (to the extent not otherwise reduced in accordance with GAAP or the Indenture) by, if any Restricted Subsidiary is not a Wholly Owned Restricted Subsidiary, an amount equal to (A) the amount of the Consolidated EBITDA attributable to such Restricted Subsidiary multiplied by (B) the percentage ownership interest in the income of such Restricted Subsidiary not owned on the last day of such period by the Company or any Restricted Subsidiary.

"Consolidated Fixed Charges" means, for any period, the sum (without duplication) of (a) Consolidated Interest Expense for such period and (b) all cash and non-cash dividends paid, declared, accrued or accumulated during such period on any Disqualified Stock or Preferred Stock of the Company or any Restricted Subsidiary held by Persons other than the Company or any Wholly Owned Restricted Subsidiary, except for dividends payable in the Company's Capital Stock (other than Disqualified Stock), *provided* that dividends declared, accrued or accounted for in one period shall not be included in "Consolidated Fixed Charges" of a later period when subsequently paid in such later period.

"Consolidated Interest Expense" means, for any period, the amount that would be included in gross interest expense on a consolidated income statement prepared in accordance with GAAP for such period of the Company and its Restricted Subsidiaries, plus, to the extent not included in such gross interest expense, and to the extent incurred, accrued or payable during such period by the Company and its Restricted Subsidiaries, without duplication, (a) interest expense attributable to Capitalized Lease Obligations and imputed interest with respect to Attributable Indebtedness, (b) amortization of debt issuance costs and original issue discount expense and non- cash interest payments in respect of any Indebtedness, (c) the interest portion of any deferred payment obligation, (d) all commissions, discounts and other fees and charges with respect to letters of credit or similar instruments issued for financing purposes or in respect of any Indebtedness, (e) the net costs associated with Hedging Obligations (including the amortization of fees), (f) interest accruing on Indebtedness of any other Person that is guaranteed by, or secured by a Lien on the assets of, the Company or any Restricted Subsidiary proportionate to the extent that such Indebtedness is guaranteed or secured, (g) any capitalized interest and (h) all other non-cash interest expense; *provided* that (i) interest expense attributable to interest on any Indebtedness bearing a floating interest rate will be computed on a *pro forma* basis as if the rate in effect on the date of determination had been the applicable rate for the entire relevant period and (ii) any interest expense, lease payments or guaranteed return or similar payments under any rental pool agreement, rental program agreement or similar arrangements in the ordinary course of business shall be excluded from Consolidated Interest Expense.

"Consolidated Net Income" means, with respect to any specified Person for any period, the aggregate of the net income (or loss) of such Person and its Restricted Subsidiaries for such period, on a consolidated basis, determined in conformity with GAAP; *provided* that the following items shall be excluded in computing Consolidated Net Income (without duplication):

(a) the net income (or loss) of any Person that is not a Restricted Subsidiary or that is accounted for by the equity method of accounting, except to the extent of the amount of net income actually paid in cash to, or the amount of loss actually funded in cash by, the specified Person or a Restricted Subsidiary of the Person during such period;

(b) the net income (or loss) of any Person accrued prior to the date it becomes a Restricted Subsidiary or is merged into or consolidated with the Company or any Restricted Subsidiary or all or substantially all of the property and assets of such Person are acquired by the Company or any Restricted Subsidiary;

(c) solely for the purpose of calculating the amount of Restricted Payments that may be made pursuant to clause (C)(i) of the first paragraph of the covenant described under "*—Certain Covenants—Limitation on Restricted Payments*", the net income (but not loss) of any Restricted Subsidiary, which is not a Subsidiary Guarantor, to the extent that the declaration or payment of dividends or similar distributions by such Restricted Subsidiary of such net income is not at the time permitted by the operation of the terms of its charter, articles of association or other similar constitutive documents or any agreement, instrument, judgment, decree, order, statute, rule or governmental regulation applicable to such Restricted Subsidiary;

(d) the cumulative effect of a change in accounting principles;

(e) any net after-tax gains realized on the sale or other disposition of (A) any property or assets of the specified Person or any Restricted Subsidiary of such Person which is not sold in the ordinary course of business or (B) any Capital Stock of the specified Person (including any gains by the Person realized on sales of Capital Stock of such Person or any Restricted Subsidiary of such Person);

(f) any translation gains and losses due solely to fluctuations in currency values and related tax effects; and

(g) any net after-tax extraordinary or non-recurring gains or any valuation gain/loss from completed investment properties and investment properties under construction or other similar gains/losses; *provided* that, to the extent such amount is not, or has not been, included in computing Consolidated Net Income, the amount of valuation gains/losses relating to a particular investment property shall be included in computing Consolidated Net Income in the period in which such investment property is disposed of for cash in the ordinary course of business.

"Consolidated Net Worth" means, at any date of determination, stockholders' equity as set forth on the most recently available quarterly, semi-annual or annual consolidated balance sheet of the Company and its Restricted Subsidiaries, plus, to the extent not included, any Preferred Stock of the Company, less any amounts attributable to Disqualified Stock or any equity security convertible into or exchangeable for Indebtedness, the cost of treasury stock and the principal amount of any promissory notes receivable from the sale of the Capital Stock of the Company or any Restricted Subsidiary, each item to be determined in conformity with GAAP.

"Contractor Guarantee" means any guarantee by the Company or any Restricted Subsidiary of Indebtedness of any contractor, builder or other similar Person engaged by the Company or such Restricted Subsidiary in connection with the development, construction or improvement of real or personal property or equipment to be used in a Permitted Business by the Company or any Restricted Subsidiary in the ordinary course of business, which Indebtedness was Incurred by such contractor, builder or other similar Person to finance the cost of such development, construction or improvement.

"Credit Facility Agreement" means (1) the agreement for a credit facility of up to U.S.$26.26 million dated June 28, 2019 between Bim Kien Giang Company Limited and International Finance Corporation and (2) the agreement for a credit facility of up to U.S.$61.25 million dated November 18, 2020 between Ha Long Investment and Development Limited Company, each irrevocably and unconditionally guaranteed by the Company, in each case, as may be extended, refinanced, renewed, supplemented, amended or replaced.

"Currency Agreement" means any foreign exchange forward contract, currency swap agreement, currency hedge agreement, currency option agreement or other similar agreement or arrangement designed to protect against fluctuations in foreign exchange rates and not for speculation.

"Default" means any event that is, or after notice or passage of time or both would be, an Event of Default.

"Disqualified Stock" means any class or series of Capital Stock of any Person that by its terms (or by the terms of any security into which it is convertible or for which it is exchangeable) or otherwise is (a) required to be redeemed on or prior to the date that is three months after the Stated Maturity of the Notes, (b) redeemable at the option of the holder of such class or series of Capital Stock on or prior to the date that is three months after the Stated Maturity of the Notes or (c) convertible into or exchangeable for Capital Stock referred to in clause (a) or (b) above or Indebtedness having a scheduled maturity on or prior to the date that is three months after the Stated Maturity of the Notes; *provided* that any Capital Stock that would not constitute Disqualified Stock but for provisions thereof giving holders thereof the right to require such Person to repurchase or redeem such Capital Stock upon the occurrence of an "asset sale" or "change of control" occurring prior to the Stated Maturity of the Notes shall not constitute Disqualified Stock if the "asset sale" or "change of control" provisions applicable to such Capital Stock are no more favorable to the holders of such Capital Stock than the provisions contained in the "*—Certain Covenants—Limitation on Asset Sales*" and "*—Repurchase of Notes upon a Change of Control Triggering Event*" covenants and such Capital Stock specifically provides that such Person will not repurchase or redeem any such stock pursuant to such provision prior to the Company's repurchase of the Notes as are required to be repurchased pursuant to the covenants described under "*—Certain Covenants—Limitation on Asset Sales*" and "*—Repurchase of Notes upon a Change of Control Triggering Event*".

"Dollar Equivalent" means, with respect to any monetary amount in a currency other than U.S. Dollars, at any time for the determination thereof, the amount of U.S. Dollars obtained by converting such foreign currency involved in such computation into U.S. Dollars at the base rate for the purchase of U.S. Dollars with the applicable foreign currency as quoted by the Federal Reserve Bank of New York (provided that the noon U.S. dollar purchase exchange rate for cable transfers at the Central Bank or its equivalent in the principal financial center of the relevant currency will be used for such computation with respect to any currency that is not so quoted by the Federal Reserve Bank of New York) on the date of determination.

"Equity Offering" means any underwritten public offering or private placement of Common Stock of the Company after the Original Issue Date to any Person other than to an Affiliate of the Company; *provided* that the aggregate gross cash proceeds received by the Company from such transaction will be no less than U.S.$20.0 million (or the Dollar Equivalent thereof).

"Euroclear" means Euroclear Bank S.A./N.V. or any successor thereof.

"Exchange Act" means the United States Securities Exchange Act of 1934, as amended.

"Fair Market Value" means the price that would be paid in an arm's-length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by the Board of Directors, whose determination shall be conclusive if evidenced by a Board Resolution.

"Fitch" means Fitch Inc., its affiliates and its successors.

"Fixed Charge Coverage Ratio" means, on any Transaction Date, the ratio of (a) the aggregate amount of Consolidated EBITDA for the then most recent four quarterly fiscal periods prior to such Transaction Date for which consolidated financial statements of the Company (which the Company shall use its reasonable best efforts to compile in a timely manner) are available and have been provided to the Trustee (the "**Four Quarterly Period**") to (b) the aggregate Consolidated Fixed Charges during such Four Quarterly Period. In making the foregoing calculation:

(a) *pro forma* effect shall be given to any Indebtedness or Preferred Stock Incurred, repaid or redeemed during the period (the "**Reference Period**") commencing on and including the first day of the Four Quarterly Period and ending on and including the Transaction Date (other than Indebtedness Incurred or repaid under a revolving credit or similar arrangement (or under any predecessor revolving credit or similar arrangement) in effect on the last day of such Four Quarterly Period), in each case as if such Indebtedness or Preferred Stock had been Incurred, repaid or redeemed on the first day of such Reference Period; *provided* that, in the event of any such repayment or redemption, Consolidated EBITDA for such Four Quarterly Period shall not include any interest income actually earned during such Four Quarterly Period in respect of the funds used to repay or redeem such Indebtedness or Preferred Stock;

(b) Consolidated Interest Expense attributable to interest on any Indebtedness (whether existing or being Incurred) computed on a *pro forma* basis and bearing a floating interest rate shall be computed as if the rate in effect on the Transaction Date (taking into account any Interest Rate Agreement applicable to such Indebtedness if such Interest Rate Agreement has a remaining term in excess of 12 months or, if shorter, at least equal to the remaining term of such Indebtedness) had been the applicable rate for the entire period;

(c) *pro forma* effect shall be given to Asset Dispositions and Asset Acquisitions (including giving *pro forma* effect to the application of proceeds of any Asset Disposition) that occur during such Reference Period as if they had occurred and such proceeds had been applied on the first day of such Reference Period;

(d) *pro forma* effect shall be given to asset dispositions and asset acquisitions (including giving *pro forma* effect to the application of proceeds of any asset disposition) that have been made by any Person that has become a Restricted Subsidiary or has been merged with or into the Company or any Restricted Subsidiary during such Reference Period and that would have constituted Asset Dispositions or Asset Acquisitions had such transactions occurred when such Person was a Restricted Subsidiary as if such asset dispositions or asset acquisitions were Asset Dispositions or Asset Acquisitions that occurred on the first day of such Reference Period; and

(e) *pro forma* effect will be given to the creation, designation or redesignation of Restricted Subsidiaries and Unrestricted Subsidiaries during the Reference Period as if such creation, designation or redesignation had occurred on the first day of such Reference Period;

provided that to the extent that clause (c) or (d) of this paragraph requires that *pro forma* effect be given to an Asset Acquisition or Asset Disposition (or asset acquisition or asset disposition), such *pro forma* calculation shall be based upon the four full quarterly fiscal periods immediately preceding the Transaction Date of the Person, or division or line of business of the Person, that is acquired or disposed for which financial information is available.

"GAAP" means International Financial Reporting Standards as in effect from time to time. All ratios and computations contained or referred to in the Indenture shall be computed in conformity with GAAP applied on a consistent basis.

"guarantee" means any obligation, contingent or otherwise, of any Person directly or indirectly guaranteeing any Indebtedness or other obligation of any other Person and, without limiting the generality of the foregoing, any obligation, direct or indirect, contingent or otherwise, of such Person (a) to purchase or pay (or advance or supply funds for the purchase or payment of) such Indebtedness or other obligation of such other Person (whether arising by virtue of partnership arrangements, or by agreements to keep-well, to purchase assets, goods, securities or services, to take-or-pay, or to maintain financial statement conditions or otherwise) or (b) entered into for purposes of assuring in any other manner the obligee of such Indebtedness or other obligation of the payment thereof or to protect such obligee against loss in respect thereof (in whole or in part); *provided* that the term "guarantee" shall not include endorsements for collection or deposit in the ordinary course of business. The term "guarantee" used as a verb has a corresponding meaning.

"Hedging Obligation" of any Person means the obligations of such Person pursuant to any Commodity Agreement, Currency Agreement or Interest Rate Agreement.

"Holder" means the Person in whose name a Note is registered in the Note register.

"Incur" means, with respect to any Indebtedness or Capital Stock, to incur, create, issue, assume, guarantee or otherwise become liable for or with respect to, or become responsible for, the payment of, contingently or otherwise, such Indebtedness or Capital Stock; *provided* that (a) any Indebtedness and Capital Stock of a Person existing at the time such Person becomes a Restricted Subsidiary (or fails to meet the qualifications necessary to remain an Unrestricted Subsidiary) will be deemed to be Incurred by such Restricted Subsidiary at the time it becomes a Restricted Subsidiary and (b) the accretion of original issue discount, the accrual of interest, the accrual of dividends, the payment of interest in the form of additional Indebtedness and the payment of dividends on Preferred Stock in the form of additional shares of Preferred Stock (to the extent provided for when the Indebtedness or Preferred Stock on which such interest or dividend is paid was originally issued) shall not be considered an Incurrence of Indebtedness. The terms "Incurrence", "Incurred" and "Incurring" have meanings correlative with the foregoing.

"Indebtedness" means, with respect to any Person at any date of determination (without duplication):

(a) all indebtedness of such Person for borrowed money;

(b) all obligations of such Person evidenced by bonds, debentures, notes or other similar instruments;

(c) all obligations of such Person in respect of letters of credit, bankers' acceptances or other similar instruments (including any premium to the extent such premium has become due and payable);

(d) all obligations of such Person to pay the deferred and unpaid purchase price of property or services, except Trade Payables;

(e) all Capitalized Lease Obligations and Attributable Indebtedness;

(f) all Indebtedness of other Persons secured by a Lien on any asset of such Person, whether or not such Indebtedness is assumed by such Person; *provided* that the amount of such Indebtedness shall be the lesser of (i) the Fair Market Value of such asset at such date of determination and (ii) the amount of such Indebtedness;

(g) all Indebtedness of other Persons guaranteed by such Person to the extent such Indebtedness is guaranteed by such Person;

(h) to the extent not otherwise included in this definition, Hedging Obligations;

(i) all Disqualified Stock issued by such Person valued at the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price plus accrued dividends; and

(j) any Preferred Stock issued by (i) such Person, if such Person is a Restricted Subsidiary or (ii) any Restricted Subsidiary of such Person, valued at the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price plus (to the extent not included therein) accrued dividends.

Notwithstanding the foregoing, Indebtedness shall not include (i) any capital commitments, deferred payment obligations, performance obligations or similar obligations Incurred in the ordinary course of business in connection with the acquisition, development, construction or improvement of real or personal property (including land use rights) to be used in a Permitted Business; *provided* that such Indebtedness is not reflected on the balance sheet of the Company or any Restricted Subsidiary (contingent obligations referred to in a footnote to financial statements and not otherwise reflected on the balance sheet will not be deemed to be reflected on such balance sheet) or (ii) pre-sale receipts or deposits received from customers in connection with the sale of individual units of properties by the Company or any Restricted Subsidiary in the ordinary course of business.

The amount of Indebtedness of any Person at any time shall be the outstanding balance at such time of all unconditional obligations as described above and, with respect to contingent obligations, the maximum liability upon the occurrence of the contingency giving rise to the obligation; *provided* that:

(a) the amount outstanding at any time of any Indebtedness issued with original issue discount is the face amount of such Indebtedness less the remaining unamortized portion of the original issue discount of such Indebtedness at such time as determined in conformity with GAAP;

(b) money borrowed and set aside at the time of the Incurrence of any Indebtedness in order to pre-fund the payment of the interest on such Indebtedness shall not be deemed to be "Indebtedness" so long as such money is held to secure the payment of such interest;

(c) the amount of Indebtedness with respect to any Hedging Obligation shall be equal to the net amount payable if such Hedging Obligation is terminated at or prior to that time due to a default by such Person.

"Interest Rate Agreement" means any interest rate protection agreement, interest rate future agreement, interest rate option agreement, interest rate swap agreement, interest rate cap agreement, interest rate collar agreement, interest rate hedge agreement, option or future contract or other similar agreement or arrangement designed to protect against fluctuations in interest rates.

"Investment", with respect to any Person, means:

(a) any direct or indirect advance, loan or other extension of credit to another Person;

(b) any capital contribution to another Person (by means of any transfer of cash or other property to others or any payment for property or services for the account or use of others);

(c) any purchase or acquisition of Capital Stock (or options, warrants or other rights to acquire such Capital Stock), Indebtedness, bonds, notes, debentures or other similar instruments or securities issued by another Person;

(d) any guarantee of any obligation of another Person to the extent such obligation is outstanding and to the extent guaranteed by such Person; or

(e) all other investments in another Person that would be classified as investments on a balance sheet of such Person prepared in accordance with GAAP.

For the purposes of the provisions of the covenants described under "*—Certain Covenants—Limitation on Restricted Payments*" and "*—Certain Covenants—Designation of Restricted and Unrestricted Subsidiaries*": (i) the Company will be deemed to have made an Investment in an Unrestricted Subsidiary in an amount equal to the Company's proportionate interest in the Fair Market Value of the assets (net of the liabilities owed to any Person other than the Company or a Restricted Subsidiary and that are not guaranteed by the Company or a Restricted Subsidiary) of a Restricted Subsidiary designated as an Unrestricted Subsidiary at the time of such designation, and (ii) any property transferred to or from any Person shall be valued at its Fair Market Value at the time of such transfer, as determined in good faith by the Board of Directors.

The acquisition by the Company or a Restricted Subsidiary of a Person that holds an Investment in a third Person will be deemed to be an Investment by the Company or such Restricted Subsidiary in such third Person.

"Investment Grade" means a rating of "AAA", "AA", "A" or "BBB", as modified by a "+" or "-" indication, or an equivalent rating representing one of the four highest Rating Categories, by Moody's, S&P, Fitch or any of their respective successors or assigns, or the equivalent ratings of any internationally recognized rating agency or agencies, as the case may be, which shall have been designated by the Company as having been substituted for Moody's, S&P or Fitch or both, as the case may be.

"Investment Property" means any property (including the Capital Stock of any Person that owns such property) that is owned by the Company or any Restricted Subsidiary primarily for rental yields or for capital appreciation or both, or any hotels, resorts, apartments, offices, shophouses, retail shopping malls, shops, land plots/parcels, parks and car parks or similar properties (including the Capital Stock of any Person that owns any such properties) owned by the Company or any Restricted Subsidiary from which the Company or any Restricted Subsidiary derives or expects to derive operating or other income.

"Lien" means any mortgage, pledge, fiduciary security, security interest, encumbrance, lien or charge of any kind (including, without limitation, any conditional sale or other title retention agreement or lease in the nature thereof or any agreement to create any mortgage, pledge, security interest, lien, charge, easement or encumbrance of any kind).

"Moody's" means Moody's Investors Services, Inc., its affiliates and its successors.

"Net Cash Proceeds" means:

(a) with respect to any Asset Sale, the proceeds of such Asset Sale in the form of cash or Temporary Cash Investments, including payments in respect of deferred payment obligations (to the extent corresponding to the principal, but not interest, component thereof) when received in the form of cash or Temporary Cash Investments and proceeds from the conversion of other property received when converted to cash or Temporary Cash Investments, net of:

(1) brokerage commissions and other fees and expenses (including fees and expenses of counsel and investment banks) related to such Asset Sale;

(2) provisions for all taxes (whether or not such taxes will actually be paid or are payable) as a result of such Asset Sale without regard to the consolidated results of operations of the Company and its Restricted Subsidiaries, taken as a whole;

(3) payments made to repay Indebtedness or any other obligation outstanding at the time of such Asset Sale that either (A) is secured by a Lien on the property or assets sold or (B) is required to be paid as a result of such sale; and

(4) appropriate amounts to be provided by the Company or any Restricted Subsidiary as a reserve against any liabilities associated with such Asset Sale, including, without limitation, pension and other post- employment benefit liabilities, liabilities related to environmental matters and liabilities under any indemnification obligations associated with such Asset Sale, all as determined in conformity with GAAP; and

(b) with respect to any issuance or sale of Capital Stock, the proceeds of such issuance or sale in the form of cash or Temporary Cash Investments, including payments in respect of deferred payment obligations (to the extent corresponding to the principal, but not interest, component thereof) when received in the form of cash or Temporary Cash Investments and proceeds from the conversion of other property received when converted to cash or Temporary Cash Investments, net of attorneys' fees, accountants' fees, underwriters' or placement agents' fees, discounts or commissions and brokerage, consultant and other fees incurred in connection with such issuance or sale, and net of taxes paid or payable as a result thereof.

"Offer to Purchase" means an offer to purchase the Notes by the Company from the Holders commenced by mailing a notice by first class mail, postage prepaid, to the Trustee, the Principal Paying Agent and each Holder at its last address appearing in the Note register stating:

(a) the provision in the Indenture pursuant to which the offer is being made and that all Notes validly tendered will be accepted for payment on a pro rata basis;

(b) the purchase price and the date of purchase (which shall be a Business Day no earlier than 10 days nor later than 60 days from the date such notice is mailed) (the "**Offer to Purchase Payment Date**");

(c) that any Note not tendered will continue to accrue interest pursuant to its terms;

(d) that, unless the Company defaults in the payment of the purchase price, any Note accepted for payment pursuant to the Offer to Purchase shall cease to accrue interest on and after the Offer to Purchase Payment Date;

(e) that Holders electing to have a Note purchased pursuant to the Offer to Purchase will be required to surrender the Note, together with the form entitled "Option of the Holder to Elect Purchase" on the reverse side of the Note completed, to the Principal Paying Agent (or such other agent as may be appointed) at the address specified in the notice prior to the close of business on the Business Day immediately preceding the Offer to Purchase Payment Date;

(f) that Holders will be entitled to withdraw their election if the Principal Paying Agent (or such other agent as may be appointed) receives, not later than the close of business on the third Business Day immediately preceding the Offer to Purchase Payment Date, a facsimile

transmission or letter setting forth the name of such Holder, the principal amount of Notes delivered for purchase and a statement that such Holder is withdrawing his election to have such Notes purchased; and

(g) that Holders whose Notes are being purchased only in part will be issued new Notes equal in principal amount to the unpurchased portion of the Notes surrendered; *provided* that each Note purchased and each new Note issued shall be in a principal amount of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof.

One Business Day prior to the Offer to Purchase Payment Date, the Company will deposit with the Principal Paying Agent (or such other agent as may be appointed) money sufficient to pay the purchase price of all Notes or portions thereof to be accepted by the Company for payment on the Offer to Purchase Payment Date. On the Offer to Purchase Payment Date, the Company shall (a) accept for payment on a pro rata basis Notes or portions thereof tendered pursuant to an Offer to Purchase; and (b) deliver, or cause to be delivered, to the Registrar all Notes or portions thereof so accepted together with an Officers' Certificate specifying the Notes or portions thereof accepted for payment by the Company. The Principal Paying Agent (or such other agent as may be appointed) shall promptly mail to the Holders of Notes so accepted payment in an amount equal to the purchase price, and the Registrar shall authenticate and mail to such Holders a new Note equal in principal amount to any unpurchased portion of the Note surrendered; *provided* that each Note purchased and each new Note issued shall be in a principal amount of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. The Company will publicly announce the results of an Offer to Purchase as soon as practicable after the Offer to Purchase Payment Date.

The Company will comply with Rule 14e-1 under the Exchange Act and any other applicable securities laws and regulations thereunder to the extent such laws and regulations are applicable, in the event that the Company is required to repurchase Notes pursuant to an Offer to Purchase.

The materials used in connection with an Offer to Purchase are required to contain or incorporate by reference information concerning the business of the Company and its Subsidiaries which the Company in good faith believes will assist such Holders to make an informed decision with respect to the Offer to Purchase, including a brief description of the events requiring the Company to make the Offer to Purchase, and any other information required by applicable law to be included therein. The offer is required to contain all instructions and materials necessary to enable such Holders to tender Notes pursuant to the Offer to Purchase.

"Officer" means one of the executive officers of the Company, or, in the case of a Subsidiary Guarantor, one of the directors or executive officers of such Subsidiary Guarantor.

"Officers' Certificate" means a certificate signed by two Officers; *provided* that, with respect to any Subsidiary Guarantor having only one Officer, an "Officers' Certificate" means a certificate signed by such Officer.

"Opinion of Counsel" means a written opinion from legal counsel acceptable to the Trustee and that meets the requirements of the Indenture. Each such Opinion of Counsel shall include:

(a) a statement that the person making such certificate or opinion has read such covenant or condition;

(b) a brief statement as to the nature and scope of the examination or investigation upon which the statements or opinions contained in such certificate or opinion are based;

(c) a statement that, in the opinion of such person, he has made such examination or investigation as is necessary to enable him to express an informed opinion as to whether or not such covenant or condition has been complied with; and

(d) a statement as to whether or not, in the opinion of such person, such condition or covenant has been complied with.

"Original Issue Date" means the date on which the Notes (other than the Additional Notes) are originally issued under the Indenture.

"Permitted Business" means any business conducted or proposed to be conducted (as described in this Offering Circular) by the Company and its Restricted Subsidiaries on the Original Issue Date and other businesses reasonably related, complementary or ancillary thereto, including, without limitation, acquisition, development, leasing, operation and management of real estate, hotels, resorts and other ancillary facilities, in each case associated with real estate projects acquired, developed or managed by the Company or any Restricted Subsidiary.

"Permitted Holders" means any or all of the following:

(1) Mr. Doan Quoc Viet, Mrs. Khong Thi Hien, Mr. Quoc Huy and Ms. Mai Doan;

(2) any Affiliate (other than an Affiliate as defined in clauses (c) of the definition of "Affiliate") of the Persons specified in clause (1); or

(3) any Person both the Capital Stock and the Voting Stock of which (or in the case of a trust, the beneficial interests in which) are owned 80% by Persons specified in clauses (1) and (2).

"Permitted Investment" means:

(a) any Investment in the Company or a Restricted Subsidiary that is primarily engaged in the Permitted Business or a Person which will, upon the making of such Investment, become a Restricted Subsidiary that is primarily engaged in the Permitted Business or be merged or consolidated with or into or transfer or convey all or substantially all its assets to the Company or a Restricted Subsidiary that is primarily engaged in the Permitted Business;

(b) cash or Temporary Cash Investments;

(c) payroll, travel and similar advances to cover matters that are expected at the time of such advances ultimately to be treated as expenses in accordance with GAAP and not in excess of U.S.$1.0 million (or the Dollar Equivalent thereof) outstanding at any time;

(d) stock, obligations or securities received in satisfaction of judgments;

(e) an Investment in an Unrestricted Subsidiary consisting solely of an Investment in another Unrestricted Subsidiary;

(f) any Investment pursuant to a Hedging Obligation entered into in the ordinary course of business (and not for speculation) and designed to protect the Company or any Restricted Subsidiary against fluctuations in interest rates, foreign currency exchange rates or commodity prices;

(g) receivables owing to the Company or any Restricted Subsidiary, if created or acquired in the ordinary course of business and payable or dischargeable in accordance with customary trade terms;

(h) any securities or other Investments received as consideration in, or retained in connection with, sales or other dispositions of property or assets, including Asset Dispositions made in compliance with the covenant described under "*—Certain Covenants—Limitation on Asset Sales*";

(i) pledges or deposits (i) with respect to leases or utilities provided to third parties in the ordinary course of business or (ii) otherwise described in the definition of "Permitted Liens" or made in connection with Liens permitted under the covenant described under "*—Certain Covenants—Limitation on Liens*";

(j) advances to contractors and suppliers for the acquisition of assets or consumables or services in the ordinary course of business that are recorded as deposits or prepaid expenses on the Company's consolidated balance sheet;

(k) deposits made in order to comply with statutory or regulatory obligations to maintain deposits for workers, compensation claims and other purposes specified by statute or regulation from time to time in the ordinary course of business;

(l) (x) deposits, bonds, guarantees, sureties or similar instruments made in order to secure the performance of the Company or any Restricted Subsidiary, (y) pledges or deposits provided to third parties with respect to purchases, construction development, installation, improvement or replacement of machinery, equipment (including spare parts), land or other assets used in the Permitted Business or (z) prepayments made in connection with the direct or indirect acquisition of real property or land use rights by the Company or any Restricted Subsidiary, in each case, in the ordinary course of business;

(m) any acquisition of assets or Capital Stock solely in exchange for the issuance of Capital Stock (other than Disqualified Stock) or any option, warrants or other rights with respect to such Capital Stock, of the Company;

(n) Investments received in compromise or resolution of obligations of trade creditors, trade debtors or customers that were incurred in the ordinary course of business of the Company or any Restricted Subsidiary, including pursuant to any plan of reorganization or similar arrangement upon the bankruptcy or insolvency of such trade creditor, trade debtor or customer and any Investments obtained in exchange for any such Investments;

(o) any guarantees given pursuant to clause (b)(xi) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*";

(p) any Investment pursuant to Pre-Registration Mortgage Guarantees or Contractor Guarantees by the Company or any Restricted Subsidiary otherwise permitted to be incurred under clause (b)(xii) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*";

(q) repurchase of Notes;

(r) any Investment (including any deemed Investment upon the redesignation of a Restricted Subsidiary as an Unrestricted Subsidiary or upon the sale of Capital Stock of a Restricted Subsidiary) by the Company or any Restricted Subsidiary in any Person; *provided* that:

(i) the Person into which such Investment is made is primarily engaged in the Permitted Businesses;

(ii) no Default has occurred and is continuing or would occur as a result of such Investment; and

(iii) such Investment, together with the aggregate of all other Investments made under this clause (r) less any Investments made under this clause (r) that subsequently become Permitted Investments under clause (a) of this definition, shall not exceed in aggregate amount equal to 20.0% of Total Assets;

provided further, that, for the avoidance of doubt, the value of each Investment made pursuant to this clause (r) shall be valued at the time such Investment is made.

"Permitted Liens" means:

(a) Liens for taxes, assessments, governmental charges or claims that are being contested in good faith by appropriate legal or administrative proceedings promptly instituted and diligently conducted and for which a reserve or other appropriate provision, if any, as shall be required in conformity with GAAP shall have been made;

(b) statutory and common law Liens of landlords and carriers, warehousemen, mechanics, suppliers, repairmen or other similar Liens arising in the ordinary course of business and with respect to amounts not yet delinquent or being contested in good faith by appropriate legal or administrative proceedings promptly instituted and diligently conducted and for which a reserve or other appropriate provision, if any, as shall be required in conformity with GAAP shall have been made;

(c) Liens incurred or deposits made to secure the performance of tenders, bids, leases, statutory or regulatory obligations, bankers' acceptances, surety and appeal bonds, government contracts, performance and return-of-money bonds and other obligations of a similar nature incurred in the ordinary course of business (exclusive of obligations for the payment of borrowed money);

(d) leases or subleases granted to others that do not materially interfere with the ordinary course of business of the Company and its Restricted Subsidiaries, taken as a whole;

(e) Liens encumbering property or assets in connection with the development, construction or improvement of real or personal property or equipment to be used in a Permitted Business by the Company or any Restricted Subsidiary arising from progress or partial payments by a customer of the Company or its Restricted Subsidiaries relating to such property or assets;

(f) any interest or title of a licensor, lessor or sublessor in any of its property, including intellectual property, subject to any licenses, leases or subleases, in each case, in the ordinary course of business;

(g) Liens on property of, or on shares of Capital Stock or Indebtedness of, any Person existing at the time such Person becomes, or becomes a part of, any Restricted Subsidiary; *provided* that such Liens do not extend to or cover any property or assets of the Company or any Restricted Subsidiary other than the property or assets acquired; *provided* further that such Liens were not created in contemplation of or in connection with the transactions or series of transactions pursuant to which such Person became a Restricted Subsidiary;

(h) Liens in favor of the Company or any Restricted Subsidiary;

(i) Liens arising from attachment or the rendering of a final judgment or order against the Company or any Restricted Subsidiary that does not give rise to an Event of Default;

(j) Liens securing reimbursement obligations with respect to letters of credit that encumber documents and other property relating to such letters of credit and the products and proceeds thereof;

(k) Liens in favor of any bank having a right of setoff, revocation, refund or chargeback with respect to money or instruments of the Company or any Restricted Subsidiary on deposit with or in possession of such bank;

(l) Liens existing on the Original Issue Date;

(m) Liens securing Indebtedness which is Incurred to refinance secured Indebtedness which is permitted to be Incurred under clause (b)(iv) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*"; *provided* that such Liens do not extend to or cover any property or assets of the Company or any Restricted Subsidiary other than the property or assets securing the Indebtedness being refinanced;

(n) Liens encumbering customary initial deposits and margin deposits, and other Liens that are within the general parameters customary in the industry and incurred in the ordinary course of business, in each case, securing Indebtedness under Hedging Obligations permitted by clause (b)(v) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*";

(o) Liens (including extensions and renewals thereof) upon real or personal property for the purpose of securing Indebtedness of the type described under clause (b)(vi) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*" *provided* that (i) such Lien is created prior to, at the time of or within 180 days after the later of the acquisition or the completion of development or construction or improvement of such property, (ii) the principal amount of Indebtedness secured by such Lien does not exceed 100.0% of the cost of such property, development, construction or improvement and (iii) such Lien shall not extend to or cover any property or assets other than such item of property and any improvements on such item; *provided*, *however*, that (x) such Lien may cover other property or assets (instead of or in addition to such item of property or improvements) (*provided* that, if the Restricted Subsidiary incurring such Indebtedness under clause (b)(vi) of the covenant described under "—Certain Covenants—Limitation on Indebtedness" is a Non-Guarantor Restricted Subsidiary, such Lien may only cover other property or assets of Non-Guarantor Restricted Subsidiaries) and (y) the principal amount of Indebtedness secured by such Lien may exceed 100% of such cost if (A) such Lien is Incurred in the ordinary course of business and (B) the aggregate book value of property or assets (as reflected in the most recent available consolidated financial statements of the Company or, if any such property or assets have been acquired since the date of such financial statements, the cost of such property or assets) subject to Liens incurred pursuant to this clause (o) does not exceed 200.0% of the aggregate principal amount of Indebtedness secured by such Liens;

(p) easements, rights-of-way, municipal and zoning ordinances or other restrictions as to the use of properties in favor of governmental agencies or utility companies that do not materially adversely affect the value of such properties or materially impair the use for the purposes of which such properties are held by the Company or any Restricted Subsidiary;

(q) Liens on deposits made in order to comply with statutory obligations to maintain deposits for workers' compensation claims and other purposes specified by statute made in the ordinary course of business and not securing Indebtedness of the Company or any Restricted Subsidiary;

(r) Liens on deposits made in order to secure the performance of the Company or any Restricted Subsidiary in connection with the acquisition of real property or land use rights by the Company or any Restricted Subsidiary in the ordinary course of business and not securing Indebtedness of the Company or any Restricted Subsidiary;

(s) Liens securing Indebtedness of the Company or any Restricted Subsidiary under any Pre-Registration Mortgage Guarantee which is permitted to be Incurred under clause (b)(xii) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*";

(t) Liens on the Capital Stock of the Person that is to be acquired under the relevant Staged Acquisition Agreement securing Indebtedness permitted to be Incurred under clause (b)(xiii) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*";

(u) Liens on Investment Properties held by the Company or a Restricted Subsidiary securing Indebtedness of the Company or such Restricted Subsidiary, which is of the type described under clause (b)(xiv) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*"; *provided* that (i) such Lien is created solely for the purpose of securing Indebtedness Incurred under clause (b)(xiv) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*", and (ii) at the time such Lien is Incurred, the Fair Market Value of such Investment Properties does not exceed 200.0% of the aggregate principal amount of Indebtedness secured by such Lien;

(v) Liens on deposits of pre-sale proceeds made in order to secure the completion and delivery of pre-sold properties and issuance of the related land use title made in the ordinary course of business and not securing Indebtedness of the Company or any Restricted Subsidiary;

(w) Liens securing Indebtedness under the Credit Facility Agreement;

(x) Liens securing Indebtedness permitted to be Incurred by the Company or any Restricted Subsidiary under clause (b)(xvi) or clause (b)(xviii) of the covenant described under "*—Certain Covenants—Limitation on Indebtedness*"; and

(y) Liens (including extensions and renewals thereof) upon the non-current assets of the Company or any of its Restricted Subsidiaries securing the Indebtedness (as may be extended, renewed, refinanced, supplemented, amended, modified or replaced) of any entity in the BIM Group as disclosed in the Offering Circular and in aggregate amount not exceeding U.S.$40.0 million (or the Dollar Equivalent thereof).

"Person" means any individual, corporation, partnership, limited liability company, joint venture, trust, unincorporated organization or government or any agency or political subdivision thereof.

"Preferred Stock" as applied to the Capital Stock of any Person means Capital Stock of any class or classes that by its term is preferred as to the payment of dividends, or as to the distribution of assets upon any voluntary or involuntary liquidation or dissolution of such Person, over any other class of Capital Stock of such Person.

"Pre-Registration Mortgage Guarantees" means any Indebtedness of the Company or any Restricted Subsidiary consisting of a guarantee in favor of any bank or other similar financial institutions in the ordinary course of business of secured loans of purchasers of individual units of properties from the Company or any Restricted Subsidiary; *provided* that any such guarantee shall be released in full on or before the perfection of a security interest in such properties under applicable law in favor of the relevant lender.

"Principal Subsidiary" means any Restricted Subsidiary that would be a "significant subsidiary" using the conditions specified in the definition of significant subsidiary in Article 1, Rule 1-02(w) of Regulation S-X, promulgated pursuant to the Securities Act, as such regulation is in effect on the date of the Indenture; *provided* that in each instance in such definition in which the term "10 percent" is used, the term "5 percent" shall be substituted therefor.

"Rating Agencies" means (a) S&P, (b) Fitch and (c) Moody's; *provided* that if S&P, Fitch or Moody's, two of any of the three or all three of them shall not make a rating of the Notes publicly available, an internationally recognized securities rating agency or agencies, as the case may be, selected by the Company, which shall be substituted for S&P, Fitch or Moody's or two of any of the three or all three of them, as the case may be; *provided* that in the case of the provision described under "*—Suspension of Certain Covenants*", Rating Agencies shall mean S&P, Fitch and Moody's or their respective successors.

"Rating Category" means (a) with respect to S&P, any of the following categories: "BB", "B", "CCC", "CC", "C" and "D" (or equivalent successor categories); (b) with respect to Fitch, any of the following categories: "BB", "B", "CCC", "DDD", "DD" and "D" (or equivalent successor categories); and (c) the equivalent of any such category of S&P or Fitch used by another Rating Agency. In determining whether the rating of the Notes has decreased by one or more gradations, gradations within Rating Categories ("+" and "–" for S&P and Fitch; or the equivalent gradations for another Rating Agency) shall be taken into account (e.g., with respect to S&P, a decline in a rating from "BB+" to "BB", as well as from "BB-" to "B+", will constitute a decrease of one gradation).

"Rating Date" means in connection with a Change of Control Triggering Event or the actions contemplated under the caption "*—Consolidation, Merger and Sale of Assets*," that date which is 90 days prior to the earlier of (i) the occurrence of any such actions as set forth therein and (ii) a public notice of the occurrence of any such actions.

"Rating Decline" means the occurrence on, or within six months after, the date, or public notice of the occurrence of, a Change of Control or the actions contemplated under the caption "*—Consolidation, Merger and Sale of Assets*" or the intention by the Company or any other person or persons to effect a Change of Control or the actions contemplated under the caption "*—Consolidation, Merger and Sale of Assets*" (which period shall be extended (by no more than an additional three months after the consummation of the Change of Control) so long as the rating of the Notes is under publicly announced consideration for possible downgrade by any of the Rating Agencies), of any of the events listed below:

(i) in the event the Notes are on the Rating Date rated by both Rating Agencies as Investment Grade, the rating of the Notes by either Rating Agency shall be below Investment Grade;

(ii) in the event the Notes are on the Rating Date rated by either, but not both, of the Rating Agencies as Investment Grade, the rating of the Notes by such Rating Agency shall be below Investment Grade; or

(iii) in the event the Notes are on the Rating Date rated below Investment Grade by both Rating Agencies, the rating of the Notes by either Rating Agency shall be decreased by one or more gradations (including gradations within Rating Categories as well as between Rating Categories).

"Recognized Firm" means an accounting, appraisal or investment banking firm of recognized international standing or an appraisal firm of recognized national standing that is acceptable to or approved by the Ministry of Finance of Vietnam.

"Reference Treasury Dealer" means each of any three investment banks of recognized standing that is a primary U.S. Government securities dealer in The City of New York, selected by the Company in good faith.

"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by an investment banking firm of recognized standing selected by the Company in good faith, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to such investment banking firm by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third Business Day immediately preceding such redemption date.

"Replacement Assets" means, with respect to an Asset Sale, (1) properties and assets that replace the properties and assets that were the subject of such Asset Sale and properties or assets (other than current assets) that will be used in a Permitted Business, (2) acquiring all or substantially all of the assets of any Person that is primarily engaged in a Permitted Business or the Capital Stock of any Person that is primarily engaged in a Permitted Business holding such property or assets if such Person is a Restricted Subsidiary, or will, upon the acquisition by the Company or any of its Restricted Subsidiaries of such Capital Stock, become a Restricted Subsidiary or (3) any other capital expenditure relating to properties or assets that are used in a Permitted Business.

"Restricted Subsidiary" means any Subsidiary of the Company other than an Unrestricted Subsidiary.

"S&P" means Standard & Poor's Ratings Services, its affiliates and its successors.

"Sale and Leaseback Transaction" means any direct or indirect arrangement relating to property (whether real, personal or mixed), now owned or hereafter acquired whereby the Company or any Restricted Subsidiary transfers such property to another Person and the Company or any Restricted Subsidiary leases it from such Person.

"Securities Act" means the U.S. Securities Act of 1933, as amended.

"Senior Indebtedness" of the Company or any Restricted Subsidiary, as the case may be, means all Indebtedness of the Company or such Restricted Subsidiary, as relevant, whether outstanding on the Original Issue Date or thereafter created, except for Indebtedness which, in the instrument creating or evidencing the same, is expressly stated to be subordinated in right of payment to the Notes or, in respect of any Restricted Subsidiary that is a Subsidiary Guarantor, its Subsidiary Guarantee; *provided* that Senior Indebtedness does not include (a) any obligation to the Company or any Restricted Subsidiary, (b) trade payables or (c) Indebtedness Incurred in violation of the Indenture.

"Staged Acquisition Agreement" means an agreement between the Company or a Restricted Subsidiary and any Person that is not an Affiliate of the Company (x) pursuant to which the Company or such Restricted Subsidiary agrees to acquire not less than a majority of the Capital Stock of a Person (and which Person becomes a Restricted Subsidiary upon such acquisition) for a consideration that is not more than the Fair Market Value of such Capital Stock of such Person at the time the Company or such Restricted Subsidiary enters into such agreement and (y) which provides that the payment of the purchase price for such Capital Stock is made in more than one installment over a period of time.

"Stated Maturity" means, (a) with respect to any Indebtedness, the date specified in such debt security as the fixed date on which the final installment of principal of such Indebtedness is due and payable as set forth in the documentation governing such Indebtedness and (b) with respect to any scheduled installment of principal of or interest on any Indebtedness, the date specified as the fixed date on which such installment is due and payable as set forth in the documentation governing such Indebtedness.

"Subordinated Indebtedness" means any Indebtedness of the Company or any Subsidiary Guarantor that is contractually subordinated or junior in right of payment to the Notes or any Subsidiary Guarantee, as applicable, pursuant to a written agreement to such effect.

"Subordinated Shareholder Loan" means any unsecured Indebtedness for borrowed money Incurred by the Company or any Restricted Subsidiary from any Permitted Holder (but only so long as such Indebtedness is owed to such Permitted Holder) which (i) is expressly made subordinate to the prior payment in full of the Notes, by its terms or by the terms of any agreement or instrument pursuant to which such Indebtedness is issued, created or remains outstanding, with respect to the payment of principal and any other payment obligations in respect of such Indebtedness, (ii) by its terms (and by the terms of any security into which it is convertible or for which it is exchangeable) does not mature and is not required to be repaid, redeemed, repurchased or otherwise retired, pursuant to a sinking fund obligation, event of default or otherwise, in whole or in part, on or prior to the date that is one year after the Stated Maturity of the Notes, (iii) by its terms, does not provide for any cash payment of interest (or premium, if any) and (iv) by its terms, does not permit any payments of principal of (or premium, if any) or interest on or otherwise due in respect of such Indebtedness for so long as any Default exists.

"Subsidiary" means, with respect to any Person, any corporation, association or other business entity of which more than 50% of the voting power of the outstanding Voting Stock is owned, directly or indirectly, by such Person and one or more other Subsidiaries of such Person.

"Subsidiary Guarantee" means any guarantee of the obligations of the Company under the Indenture and the Notes by any Subsidiary Guarantor.

"Subsidiary Guarantor" means any initial Subsidiary Guarantor named herein and any other Restricted Subsidiary that guarantees the payment of the Notes pursuant to a supplemental indenture to the Indenture; *provided* that "Subsidiary Guarantor" will not include any Person whose Subsidiary Guarantee has been released in accordance with the Indenture and the Notes.

"Temporary Cash Investment" means any of the following:

(a) direct obligations of the United States of America and any state of the European Economic Area or any agency thereof; *provided* that such country or state is rated "AA" (or such similar equivalent rating) or higher by at least two nationally recognized statistical rating organization (as defined in Rule 436 under the Securities Act) (each such country or state a "Rated Country/State"), or obligations fully and unconditionally guaranteed by any Rated Country/State, in each case maturing within one year;

(b) demand or time deposit accounts, certificates of deposit and money market deposits maturing within 180 days of the date of acquisition thereof issued by a bank or trust company which is incorporated under the laws of the United States of America or any state thereof, or any state of the European Economic Area that is rated "AA" (or such similar equivalent rating) or higher by at least two nationally recognized statistical rating organization (as defined in Rule 436 under the Securities Act), and which bank or trust company has capital, surplus and undivided profits aggregating in excess of U.S.$500.0 million (or the Dollar Equivalent thereof) and has outstanding debt which is rated "A" (or such similar equivalent rating) or higher by at least one nationally recognized statistical rating organization (as defined in Rule 436 under the Securities Act) or any money market fund sponsored by a registered broker dealer or mutual fund distributor;

(c) repurchase obligations with a term of not more than 30 days for underlying securities of the types described in clause (a) above entered into with a bank or trust company meeting the qualifications described in clause (b) above;

(d) commercial paper, maturing within 180 days of the date of acquisition thereof, issued by a corporation (other than an Affiliate of the Company) incorporated and in existence under the laws of the United States of America, any state thereof or any foreign country recognized by the United States of America with a rating at the time as of which any investment therein is made of "P-1" (or higher) according to Moody's or "A-1" (or higher) according to S&P;

(e) securities, maturing within one year of the date of acquisition thereof, issued or fully and unconditionally guaranteed by any state, commonwealth or territory of the United States of America, or by any political subdivision or taxing authority thereof and rated at least "A" by S&P or Moody's;

(f) any mutual fund that has at least 95.0% of its assets continuously invested in investments of the types described in clauses (a) through (e) above; and

(g) demand or time deposit accounts, certificates of deposit and money market deposits with (i) Joint Stock Commercial Bank for Investment and Development of Vietnam, Vietnam Bank of Agriculture and Rural Development, Vietnam Joint Stock Commercial Bank for Industry and Trade, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Technological and Commercial Joint Stock Bank, Military Bank, Vietnam Maritime Commercial Joint Stock Bank, Southeast Asia Joint Stock Commercial Bank, Asia Commercial Joint-Stock Bank, Vietnam Prosperity Joint Stock Commercial Bank, Vietnam International Joint Stock Commercial Bank, Saigon Commercial Bank, Mekong Housing Bank, Standard Chartered Bank (Vietnam) Limited, SMBC (Vietnam), Citibank (Vietnam), HSBC (Vietnam), Cathay United Bank (Vietnam), ICBC (Vietnam) and Maybank (Vietnam), (ii) any other bank or trust company organized under the laws of Vietnam, Hong Kong or Singapore whose long-term debt is rated by Moody's or S&P is "A2" or "A" or higher, respectively, and which has capital and surplus in excess of U.S.$200.0 million or (iii) any other bank organized under the laws of Vietnam, Hong Kong or Singapore; *provided* that, in the case of clause (iii), such deposits do not exceed U.S.$10.0 million (or the Dollar Equivalent thereof) with any single bank or U.S.$30.0 million (or the Dollar Equivalent thereof) in the aggregate, at any date of determination thereafter.

"Total Assets" means, as of any date, the total consolidated assets of the Company and its Restricted Subsidiaries measured in accordance with GAAP as of the last day of the most recent quarterly fiscal period for which consolidated financial statements of the Company (which the Company shall use its reasonable best efforts to compile in a timely manner) are available and have been provided to the Trustee.

"Trade Payables" means, with respect to any Person, any accounts payable or any other indebtedness or monetary obligation to trade creditors created, assumed or guaranteed by such Person or any of its Subsidiaries arising in the ordinary course of business in connection with the acquisition of goods or services and payable within 180 days.

"Transaction Date" means, with respect to the Incurrence of any Indebtedness, the date such Indebtedness is to be Incurred and, with respect to any Restricted Payment, the date such Restricted Payment is to be made.

"Unrestricted Subsidiary" means (a) any Subsidiary of the Company that at the time of determination shall be designated an Unrestricted Subsidiary by the Board of Directors in the manner provided in the Indenture and (b) any Subsidiary of an Unrestricted Subsidiary.

"U.S. Government Obligations" means securities that are (a) direct obligations of the United States of America for the payment of which its full faith and credit is pledged or (b) obligations of a Person controlled or supervised by and acting as an agency or instrumentality of the United States of America the payment of which is unconditionally guaranteed as a full faith and credit obligation by the United States of America, which, in either case, are not callable or redeemable at the option of the Company thereof at any time prior to the Stated Maturity of the Notes, and shall also include a depository receipt issued by a bank or trust company as custodian with respect to any such U.S. Government Obligation or a specific payment of interest on or principal of any such U.S. Government Obligation held by such custodian for the account of the holder of a depository receipt; *provided* that (except as required by law) such custodian is not authorized to make any deduction from the amount payable to the holder of such depository receipt from any amount received by the custodian in respect of the U.S. Government Obligation or the specific payment of interest on or principal of the U.S. Government Obligation evidenced by such depository receipt.

"Voting Stock" means, with respect to any Person, Capital Stock of any class or kind ordinarily having the power to vote for the election of directors, managers or other voting members of the governing body of such Person.

"Wholly Owned" means, with respect to any Subsidiary of any Person, the ownership of 100.0% of the outstanding Capital Stock of such Subsidiary (other than any director's qualifying shares or Investments by foreign nationals mandated by applicable law or a nominal number of shares owned by another Person solely for the purpose of qualifying as a second shareholder as required under Vietnamese law) by such Person or one or more Wholly Owned Subsidiaries of such Person; *provided* that for the purposes of the provisions described under "*—The Subsidiary Guarantees*" and under "*—Certain Covenants—Designation of Restricted and Unrestricted Subsidiaries*", "Wholly Owned" means, with respect to any Subsidiary of the Company, the ownership of 95.0% or more of the outstanding Capital Stock of such Subsidiary (other than any director's qualifying shares or Investments by foreign nationals mandated by applicable law or a minimum number of shares owned by a second shareholder as mandated by applicable law) by the Company or one or more Wholly Owned Subsidiaries of the Company.

DESCRIPTION OF MATERIAL INDEBTEDNESS

The Company and its principal subsidiaries have borrowed money from various banks to fund their existing property projects and entered into certain working capital loans. The Company has also issued domestic bonds.

The following is a summary of the material terms and conditions of our material indebtedness. This table does not include other liabilities, such as leases. You should read the notes to our financial statements for additional information about the Company's indebtedness.

The following table sets forth certain information about the Group's indebtedness as of December 31, 2020.

Name of Borrower	Name of Lender	Total principal amount	Actual drawdown	Amount outstanding	Issue Date/ Date of Loan Agreement	Maturity Date
		(VND billion)	(VND billion)	(VND billion)		
Short-term loan		**515.0**		**293.6**		
BIM Ha Long	Vietcombank – Quang Ninh Branch	55.0*		47.7	03/06/2020	06/06/2021
BIM Ha Long	BIDV – Quang Ninh Branch	120.0		110.8	12/01/2020	11/30/2021
BIM Ha Long	Agribank – Quang Ninh Branch	75.0		15.7	11/25/2020	11/25/2021
Syrena Vietnam	Vietcombank – Quang Ninh Branch	65.0*		44.8	4/27/2020	4/27/2021
Syrena Vietnam	BIDV – Quang Ninh Branch	50.0		14.4	02/06/2020	1/31/2021
BIM Building Material	Vietinbank – Phu Quoc Branch	80.0		2.5	11/16/2020	10/20/2021
BIM Building Material	BIDV – Phu Quoc Branch	70.0		57.7	06/03/2020	4/30/2021
Long-term loan/domestic bonds		**8,413.6**	**4,762.3**	**3,535.9**		
BIM Land	Not applicable	1000.0	2.0	2.0	12/30/2020	12/30/2023
BIM Ha Long	Vietcombank – Quang Ninh Branch	500.0	343.8	339.8	04/10/2018	8/22/2023
Syrena Vietnam	Vietcombank – Quang Ninh Branch	220.0	122.4	36.3	1/26/2016	1/16/2022
BIM Ha Long	BIDV – Quang Ninh Branch	495.0	383.1	283.1	9/13/2018	9/18/2023
Syrena Phu Quoc	BIDV – Phu Quoc Branch	750.0	750.0	515.0	1/22/2014	03/11/2024
Vientiane	BIDV – Chuong Duong Branch	546.0	254.6	198.9	1/27/2015	03/03/2025
BIM Kien Giang	VDB – Kien Giang Branch	794.5	562.7	327.9	5/27/2015	12/16/2024
Syrena Vietnam	VP Bank – Head Office	200.0	200.0	25.0	3/23/2016	3/24/2021

Name of Borrower	Name of Lender	Total principal amount	Actual drawdown	Amount outstanding	Issue Date/ Date of Loan Agreement	Maturity Date
		(VND billion)	(VND billion)	(VND billion)		
Syrena Phu Quoc	VP Bank – Head Office	240.0	240.0	70.0	3/20/2017	3/24/2022
Syrena Phu Quoc	VP Bank – Head Office	17.8	10.9	0.9	12/28/2017	5/28/2021
BIM Kien Giang	VP Bank – Head Office	4.6	4.6	0.4	3/26/2018	6/28/2021
BIM Kien Giang	Vietinbank – Hanoi Branch	3.9	3.9	1.0	08/01/2018	08/02/2021
Syrena Phu Quoc	Vietinbank – Phu Quoc Branch	1.7	1.7	1.3	8/22/2019	8/22/2024
BIM Building Material	Vietinbank – Phu Quoc Branch	1.0	1.0	0.2	4/27/2018	4/27/2021
BIM Ha Long	Vietinbank – Hai Phong Branch	2.3	2.3	0.8	12/19/2018	8/20/2022
BIM Ha Long	Vietinbank – Hai Phong Branch	2.3	2.3	0.9	2/25/2019	2/25/2022
BIM Ha Long	Vietinbank – Hai Phong Branch	1.3	1.3	0.7	8/15/2019	8/22/2022
Vientiane	Lao Viet Bank	218.4	109.2	84.1	1/27/2015	03/03/2025
BIM Ha Long	MB Bank – Hoang Quoc Viet Branch	244.0	232.2	197.0	12/11/2018	01/03/2029
Syrena Vietnam	Credit Suisse AG, Singapore Branch	1,155.0	693.0	635.3	11/08/2019	12/26/2022
BIM Ha Long	International Finance Corporation	1,411	475.9	475.9	6/28/2019	6/15/2027
BIM Kien Giang	International Finance Corporation	604.8	365.4	339.5	6/28/2019	6/15/2027

(*) including VND5 billions of guarantee and LC limit

Domestic Bonds

On December 30, 2020, the Company issued by way of private placement VND2 billion in aggregate principle amount of domestic bonds (the "Original Bonds") with an interest rate fixed at 10% per annum for the first year, and subsequently at a 4% margin over the average 12-month deposit rate quoted by three state-owned banks and Techcombank, which will mature on December 30, 2023. The placement agent was Techcom Securities, a subsidiary of Techcombank. On March 15, 2021, the Company issued additional bonds as part of a tap issuance of the Original Bonds in an aggregate principle amount of VND998 billion (US$43.2 million). As of the date of this Offering Circular, the aggregate principal amount of domestic bonds outstanding was VND1,000 billion (US$43.22 million).

Bank Borrowings

As of December 31, 2020, the Group had a principal amount outstanding of VND2,293 billion (U.S.$99.3 million) in domestic bank borrowings, U.S.$27.5 million loan under the Credit Suisse Term Loan Facility, U.S.$3.8 million loan under the Lao Viet Term Loan Facility and U.S.$35.1 million under the IFC Term Loan Facility. Certain of the Group's loans contain dividend restrictions, which could restrict certain of the Group's subsidiaries from paying dividends subject to limitations set forth in such loans.

Vietcombank—Quang Ninh Branch

Principal Commercial Terms

As at December 31, 2020, the Group had four loan agreements with Vietcombank—Quang Ninh Branch, comprising (i) VND220 billion credit limit due on January 16, 2022 to finance the Project of Greenbay Villages Phase 2 ("VCB QN Loan 1"), (ii) VND500 billion credit limit due on August 22, 2023 to finance the Project of Citadines Marina Ha Long ("VCB QN Loan 2"), (iii) credit line facility agreement of VND55 billion due on June 6, 2021 to supplement the working capital, guarantee and opening L/C ("VCB QN Loan 3"), (iv) credit line facility agreement of VND65 billion due on April 27, 2021 to supplement the working capital, guarantee and opening L/C ("VCB QN Loan 4"). The Loans bear a rate of interest according to the notice of the Lender.

The VCB QN Loan 1, the VCB QN Loan 3 and the VCB QN Loan 4 are secured with the collateral over the land use right for the 29,981.6 square meters of land at Hung Thang New Township in Hung Thang Ward, Ha Long City, Quang Ninh Province. The VCB QN Loan 2 is secured with the collateral over the land use rights and assets formed on land of Citadines Marina Ha Long Project.

Covenants

Under the terms and conditions of the loans, as amended, the Group is required to use the proceeds from the loan only for the purposes agreed by VCB and the Group may only withdraw loans in line with certain stipulated benchmarks in the progress of the project. It has also agreed, among other things, not to use assets invested by the proceeds from VCB QN Loans and other mortgages assets for VCB QN Loans, as mortgage of pledge to other institutions or individuals as long as the VCB QN Loans remain outstanding. In addition, under the VCB QN Loan 2, the Group has agreed to (i) not distribute dividend to its shareholders before it fulfills all of its due payment obligations under the loan, (ii) maintain the DSCR ratio at least 1, (iii) maintain the Current ratio at least 1, in each respective fiscal year. Further, under the VCB QN Loan 3 and the VCB QN Loan 4, the Group has agreed to (i) not distribute dividend to its shareholders before it fulfills all of its due payment obligations under the loan, (ii) maintain the Current ratio at least 1.

BIDV—Quang Ninh Branch

Principal Commercial Terms

As at December 31, 2020, the Group had three loan agreements with BIDV – Quang Ninh Branch, comprising (i) VND495 billion due on September 18, 2023 to finance the Project of Greenbay Garden ("BIDV QN Loan 1"), (ii) credit line facility agreement of VND120 billion due on November 30, 2021 to supplement the working capital, guarantee and opening L/C ("BIDV QN Loan 2"), (iii) credit line facility agreement of VND50 billion due on January 31, 2021 to supplement the working capital, guarantee and opening L/C ("BIDV QN Loan 3"). The BIDV QN Loan 1 bears a rate of interest of 10.5% per annum in the first 12 months is 10.5% per annum. After that, the BIDV QN Loan bears a rate of interest according to the notice of the Lender. The rate of interest of the BIDV QN Loan 2 and the BIDV QN Loan 3 is specified in the specific loan agreement.

The BIDV QN Loan is secured with the collateral over the land use right for the 47.752,71 square meters of land at Hung Thang New Township in Hung Thang Ward, Ha Long City, Quang Ninh Province.

Covenants

The BIDV QN Loan 1 requires observing and complying with certain customary affirmative and negative covenants, subject to certain agreed exceptions. These include, among others, limitations on ability to engage in certain mergers, consolidations, joint ventures or acquisitions; dispose certain assets relating to the Project; provide certain additional loan or advance payment in case the source of such loan/payment arising out of the Project; and make or declare dividends. Further, the BIDV QN Loan 2 and the BIDV QN Loan 3 require, among others, to either obtain prior approval of BIDV or pay in full all principals and interests when engaging in mergers, consolidations, joint ventures or acquisitions; to transfer assets invested by the loan with certain conditions.

BIDV—Phu Quoc Branch

Principal Commercial Terms

As at December 31, 2020, the Group had two loan agreements with BIDV—Phu Quoc Branch, comprising (i) VND750 billion due on March 11, 2024 to finance the Project of InterContinental Phu Quoc Long Beach Resort ("BIDV PQ Loan 1"), (ii) credit line facility agreement of VND70 billion due on April 30, 2021 to supplement the working capital, guarantee and opening L/C ("BIDV PQ Loan 2"). The BIDV PQ Loan 1 bears a rate of interest according to the notice of the Lender. The Group must pay interest on the BIDV PQ Loan 1 at a floating rate which is adjusted once every 6 months. The rate of interest of the BIDV PQ Loan 2 is specified in the specific loan agreement.

The BIDV PQ Loan 1 is secured with the collateral over (i) the land use right for the 18.6 hectare of land at Bai Truong Project, Phu Quoc district, Kien Giang Province, and (ii) all assets of project formed from loan. Further, the BIDV PQ Loan 2 is secured with the collateral over the land use right for the 11,668.64 square meters of land at Hung Thang New Township in Hung Thang Ward, Ha Long City, Quang Ninh Province.

Covenants

The BIDV PQ Loan requires observing and complying with certain customary affirmative and negative covenants, subject to certain agreed exceptions. These include, among others, limitations on ability to create mortgage over its property formed after the investment to secure obligations with other entities; and engage in certain mergers, consolidations, joint ventures or acquisitions. Additionally, the BIDV PQ Loan requires maintaining a certain security value coverage ratio and Syrena PQ or the lessor to buy and maintain insurance for all risks relating to the project and/or the hotel. Further, the BIDV PQ Loan 2 requires, among others, to either obtain prior approval of BIDV or pay in full all principals and interests when engaging in mergers, consolidations, joint ventures or acquisitions; to transfer assets invested by the loan with certain conditions.

VDB—Kien Giang Branch

Principal Commercial Terms

As at December 31, 2020, the Group had a loan agreement with VDB, Kien Giang Development Bank Branch of VND794.5 billion due on December 16, 2024 to finance the project construction of infrastructure, shopping mall complex with squares and tourist attractions at Bai Truong beach, Duong To commune, Phu Quoc district, Kien Giang Province ("VDB KG Loan"). The VDB KG Loan bears a rate of interest according to the notice of the Lender. The rate of interest at the time of signing is 8.55% per annum.

The VDB KG Loan is secured with the collateral over (i) land use rights for the 135.055 hectare of land at Bai Truong Project, Phu Quoc district, Kien Giang Province and (ii) assets created after the investment (including the assets created from the loan capital and existing capital) into the project.

Covenant

The VDB KG Loan Agreement requires observing and complying with certain customary affirmative and negative covenants, subject to certain agreed exceptions. These include, among others, limitations on BIM KG's ability to transfer, trade, dispose the assets formed from the loan amount to or contribute such assets into charter capital of other entities; create mortgage over its assets formed from the loan amount to secure obligations with another entities; and engage in certain mergers, consolidations, joint ventures or acquisitions.

VP Bank—Head Office

Principal Commercial Terms

As at December 31, 2020, the Group had four loan agreements with VP Bank—Head Office, comprising (i) VND200 billion due on March 24, 2021 to acquire subsidiaries' shares ("VPB Loan 1"), (ii) VND240 billion due on March 24, 2022 to finance the Project of InterContinental Phu Quoc Long Beach Resort ("VPB Loan 2"), (iii) VND17.8 billion due on May 28, 2021 to finance the purchase of car ("VPB Loan 3"), and (iv) VND4.6 billion due on June 28, 2021 to finance the purchase of car and construction equipment ("VPB Loan 4"). The VPB Loans bear a rate of interest stipulated in each deed of indebtedness.

The VPB Loan 1 and the VPB Loan 2 are secured with the collateral over land use right for the 2,939.15 square meters of land at Hung Thang New Township in Hung Thang Ward, Ha Long City, Quang Ninh Province. The VPB Loan 3 and the VPB Loan 4 are secured with the collateral over assets formed from loans.

Covenants

The VP Bank Loan requires observing and complying with certain customary affirmative and negative covenants, subject to certain agreed exceptions. These include, among others, limitations on ability to transfer contributed capital; and supplement security as requested by the Lender.

Vietinbank—Hanoi Branch

Principal Commercial Terms

As at December 31, 2020, the Group had a loan agreement with Vietinbank—Hanoi Branch of VND3.9 billion due on August 2, 2021 to finance the purchase of two cranes for construction ("Vietin HN Loan"). The Group must pay interest of 9.1% per annum at the time of signing the agreement.

The Vietin HN Loan is secured with the collateral over assets formed from loans

Covenants

The Vietin HN Loan prevents the Borrower from using its assets formed from a part or total of the Vietin HN Loan to secure over its obligations with other individuals and organizations otherwise approved by the Lender in writing.

Vietinbank—Phu Quoc Branch

Principal Commercial Terms

As at December 31, 2020, the Group had three loan agreements with Vietinbank – Phu Quoc Branch, comprising (i) VND1.7 billion due on August 22, 2024 to finance the purchase of cars ("Vietin PQ Loan 1"), (ii) VND0.95 billion due on April 27, 2021 to finance the purchase of cars ("Vietin PQ Loan 2"), (iii) VND80 billion due on October 20, 2021 to supplement the working capital ("Vietin PQ Loan 3"). The Vietin PQ Loan 1 bears interest rate of 11% per annum at the time of signing agreement and is only valid for the first interest period in respect of disbursements incurred at the date of the agreement. The Vietin PQ Loan 2 bears interest of 9.1% per annum at the time of signing agreement and is only valid until May 11, 2021. The rate of interest of the Vietin PQ Loan 3 is specified in the specific loan agreement.

The Vietin PQ Loan 1 and the Vietin PQ Loan 2 are secured with the collateral over assets formed from loans. The Vietin PQ Loan 3 which is secured with the collateral over land use right for 3,613.42 square meters of land at Hung Thang New Township in Hung Thang Ward, Ha Long City, Quang Ninh Province.

Covenants

All Vietin PQ Loans require observing and complying with certain covenants, subject to certain agreed exceptions. These include, among others, prevent the Borrower from using its assets formed from a part or total of the Loan to secure over its obligations with other individuals and organizations otherwise approved by the Lender in writing.

Vietinbank—Hai Phong Branch

Principal Commercial Terms

As at December 31, 2020, the Group had three loan agreements with Vietinbank—Hai Phong Branch, including (i) VND2.3 billion due on August 20, 2022 to finance the purchase of cars ("Vietin HP Loan 1"), (ii) VND2.3 billion due on February 25, 2022 to finance the purchase of cars ("Vietin HP Loan 2"), and (iii) VND1.3 billion due on August 22, 2022 to finance the purchase of cars ("Vietin HP Loan 3"). The Vietin HP Loan 1, the Vietin HP Loan 2 and the Vietin HP Loan 3 bear interest rate of 7.5%, 8.0% and 10.5% respectively.

All Vietin HP Loans are secured with the collateral over assets formed from loans.

Covenants

All Vietin HP Loans require observing and complying with certain covenants, subject to certain agreed exceptions. These include, among others, prevent the Borrower from using its assets formed from a part or total of the Vietin HP Loan to secure over its obligations with other individuals and organizations otherwise approved by the Lender in writing.

Lao Viet Bank & BIDV—Chuong Duong Branch

Principal Commercial Terms

As at December 31, 2020, the Group had a loan agreement with BIDV-Chuong Duong Branch and Lao Viet Bank of USD35 million due on March 3, 2025, out of which each of the bank will facilitate USD25 million and USD10 million respectively, to finance the project Crown Plaza Vientiane ("LV&BIDV Loan"). The LV&BIDV Loan bears a floating interest, based on a reference interest rate plus a margin of 2.5 to 4.5% per annum.

The LV&BIDV Loan is secured with the collateral over (i) land use right for the 19,094.4 square meters of land at Hung Thang new township in Hung Thang Ward, Ha Long City, Quang Ninh Province, and (ii) all assets of project formed from the LV&BIDV Loan.

Covenants

The LV&BIDV Loan requires observing and complying with certain customary affirmative and negative covenants, subject to certain agreed exceptions. These include, among others, limitations on ability to create mortgage over its property formed after the investment to secure obligations with other entities; and engage in certain mergers, consolidations, joint ventures or acquisitions. Additionally, the Loan requires to not distribute dividend to its shareholders before it fulfills all of its due payment obligations under the loan

MB Bank—Hoang Quoc Viet Branch

Principal Commercial Terms

As at December 31, 2020, the Group had a loan agreement with MB Bank – Hoang Quoc Viet Branch of VND244 billion due on January 03, 2029 to finance the project Hanoi Aqua Central Office ("MB HQV Loan"). The MB HQV Loan bears interest rate of 9.8% per annum at the time of signing agreement and is only valid for the first interest period in respect of disbursements incurred.

The MB HQV Loan is secured with the collateral over (i) land use right for the 4,663.31 square meters of land at Hung Thang new township in Hung Thang Ward, Ha Long City, Quang Ninh Province, and (ii) all assets of project formed from the MB HQV Loan.

Agribank—Quang Ninh Branch

Principal Commercial Terms

As at December 31, 2020, the Group had a credit line facility agreement of VND75 billion with Agribank Quang Ninh Branch ("Agribank QN Loan"). The Agribank QN Loan bears interest rate in accordance with each deed of indebtedness and the interest rate at the time of signing agreement is 8% per annum.

The Agribank QN Loan is secured with the collateral over land use right for the 9,625.82 square meters of land at Hung Thang new township in Hung Thang Ward, Ha Long City, Quang Ninh Province.

Covenants

The Agribank QN Loan requires observing and complying with certain customary affirmative and negative covenants, subject to certain agreed exceptions. These include, among others, limitations on ability to create mortgage over, transfer, create lien over its property formed after the investment to secure obligations with other entities unless approved by the bank.

Credit Suisse Term Loan Facility

On November 8, 2019, Syrena Vietnam Joint Stock Company (the "Borrower") entered into a credit facility agreement with Credit Suisse AG, Singapore Branch as lender (the "Original Lender") (the "Credit Facility Agreement"). The facility is guaranteed by BIM Land Joint Stock Company (the "Credit Facility Guarantor," together with the Borrower, the "Obligors"). Credit Suisse AG, Singapore Branch, also acts as the arranger, agent and the security agent under the Credit Facility Agreement.

The credit facility is divided into a Facility A Commitment and a Facility B1 Commitment and Facility B2 Commitment. The Facility B1 Commitment and Facility B2 Commitment are each for an amount of up to U.S.$5 million and the Facility A Commitment is for an initial amount of up to U.S.$25 million. The Facility A Commitment may also be increased subject to certain conditions by an amount of up to U.S.$15 million (making the maximum possible amount which can be borrowed under the total credit facilities up to U.S.$50 million) (the "Credit Facility"). The principal amount under the Credit Facility bears interest at LIBOR plus a margin of 4.75% per annum, and is payable quarterly. The first installment was made commencing 12 months after the first drawdown, and the last installment is to be made 36 months after such date.

As of the date of this Offering Circular, U.S.$30 million of the Credit Facility has been drawn down by the Borrower.

The Credit Facility is secured by a security over (i) the shares in Hung Thang Land Joint Stock Company; and (ii) an account mortgage agreement with respect to certain accounts of the Borrower.

The Credit Facility requires the Borrower and the Credit Facility Guarantor to observe and comply with certain customary negative covenants, subject to certain agreed exceptions.

The Credit Facility Guarantor and the Original Lender have also entered into a Call Option Agreement whereby certain call options over the shares of the Borrower have been granted to the Original Lender in relation to the Credit Facility

International Finance Corporation Term Loan Facility

BKG

On June 28, 2019, Bim Kien Giang Company Limited ("BKG") entered into a loan agreement (the "BKG Loan Agreement") with International Finance Corporation ("IFC") for a loan (the "BKG Loan") in the aggregate principal amount of US$26,250,000 (consisting of the "A Loan" in the amount of US$15,000,000 and the "Trust Loan" in the amount of US$11,250,000). The BKG Loan Agreement was amended and restated on November 18, 2020. As of the date of this Offering Circular, US$15.75 million has been drawn down. The proceeds of the BKG Loan must be used to finance the Phu Quoc Project, other than any parts of such project that constitutes a residential housing project (if such financing is prohibited under applicable laws).

BKG must pay interest on the BKG Loan at a rate of LIBOR plus a margin of 2.725% per annum, payable semi-annually. The principal amount of the BKG Loan must be repaid in 14 semi-annual installments, with the final repayment date occurring on 15 June 2027.

The BKG Loan Agreement requires BKG and each of its subsidiaries to observe and comply with certain customary affirmative and negative covenants, subject to certain agreed exceptions. These include, among others, limitations on BKG's ability to incur certain additional indebtedness; make or declare distributions; create liens over its property; dispose of certain assets; and engage in certain mergers, consolidations, joint ventures or acquisitions.

BKG (and each of its subsidiaries) is also restricted from incurring financial debt if, after giving effect to the incurrence thereof, the financial debt to adjusted EBITDA ratio of BKG and its subsidiaries (on a consolidated basis, but excluding certain intercompany debt) will be more than 4.5:1 (prior to and including December 31, 2022) and 5.00:1 (on or after January 1, 2023).

HL

On June 28, 2019, Ha Long Investment and Development Limited Company ("HL") entered into two loan agreements with IFC: (i) the first agreement (the "HL First Loan Agreement") was for a loan (the "HL First Loan") in the aggregate amount of US$37,916,665.50 (consisting of the "A Loan" in the amount of US$21,666,666 and the "Trust Loan" in the amount of US$16,249,999.50); and (ii) the second agreement (the "HL Second Loan Agreement") was for a loan (the "HL Second Loan") in the aggregate amount of US$23,333,334.50 (consisting of the "A Loan" in the amount of US$13,333,334 and the "Trust Loan" in the amount of US$10,000,000.50). The HL First Loan Agreement and the HL Second Loan Agreement were amended and restated on November 18, 2020, as part of which the HL First Loan was reduced to an aggregate of US$28,000,000. On November 18, 2020, HL also entered into a third loan agreement (the "HL Third Loan Agreement") for a loan (the "HL Third Loan") in the aggregate amount of US$9,916,665.50 (consisting of the "A Loan" in the amount of US$5,666,666 and the "Trust Loan" in the amount of US$4,249,999.50). As of the date of this Offering Circular, an aggregate of US$20.5 million has been drawn down under the three loan agreements (the "HL Loan Agreements").

The proceeds of the HL First Loan must be used to finance the Intercontinental Resort Project, other than any parts of such project that constitutes a residential housing project (if such financing is prohibited under applicable laws). At least US$10,000,000 of the proceeds of the HL Second Loan must be used to finance capital investments in BIM Laos, who must then apply such proceeds towards the financing of the Holiday Inn Project. The proceeds of the HL Third Loan is to be used for general corporate purposes of HL.

HL must pay interest on the HL First Loan, the HL Second Loan and the HL Third Loan (together, the "HL Loans") at a rate of LIBOR plus a margin of 2.725% per annum, payable semi-annually. The principal amount of the HL Loans must be repaid in 14 semi-annual installments, with the final repayment date occurring on 15 June 2027.

The HL Loan Agreements require HL and its subsidiaries to observe and comply with certain customary affirmative and negative covenants, subject to certain agreed exceptions. These include, among others, limitations on HL's ability to incur certain additional indebtedness; make or declare distributions; create liens over its property; dispose of certain assets; and engage in certain mergers, consolidations, joint ventures or acquisitions.

Guarantee and other security

The BKG Loan and the HL Loans are guaranteed by BIM Land Joint Stock Company (the "Parent Company Guarantor"). The Parent Company Guarantor must observe and comply with certain customary affirmative and negative covenants, similar to those applicable to BKG and HL. The Parent Company Guarantor is also required to observe the following financial covenants, which are calculated on a consolidated basis with its subsidiaries: (i) a current ratio of at least 1.1:1, (ii) a financial debt to adjusted EBITDA ratio of not more than 4.0:1 (prior to and including December 31, 2022) and 3.5:1 (on or after January 1, 2023), (iii) a debt service coverage ratio in respect of the most recently ended twelve month period of not less than 1.25:1, and (iv) an adjusted tangible net worth of not less than U.S.$300 million. The Parent Company Guarantor must also generate at least $80 million in recurring revenue (on a consolidated basis) in the financial year commencing January 1, 2021 (and in each financial year thereafter), or (ii) cash flow from operating activities on a consolidated basis of at least $200 million in aggregate between January 1, 2019 and December 31, 2021.

The Parent Company Guarantor (and each of its subsidiaries) is also restricted from incurring financial debt if, after giving effect to the incurrence thereof, the Parent Company Guarantor has (on a consolidated basis with its subsidiaries) a financial debt to adjusted EBITDA ratio of more than 3.0:1.

The HL Loans are also guaranteed by BKG, while the BKG Loan is guaranteed by HL.

The BKG Loan and the HL Loans are secured by the following security interests, each granted in favor of IFC: (i) a mortgage granted by HL over a certain bank account held by it with an onshore bank, as well as its rights to receivables; (ii) a mortgage granted by HL over certain shareholder loans advanced to Syrena Joint Stock Company ("Syrena HN"); and (iii) shares in Syrena HN.

Certain Borrowings and Repayments after December 31, 2020

On March 15, 2021, the Company issued additional bonds as part of a tap issuance of the Original Bonds in an aggregate principle amount of VND998 billion (US$43.2 million). As of the date of this Offering Circular, the aggregate principal amount of domestic bonds outstanding was VND1,000 billion (US$43.22 million).

In the three months ended March 31, 2021, the Group made an aggregate of VND230.5 billion (US$10.7 million) of repayments for the following long-term loans:

Borrower	**Lender**	**Amount repaid during the three months ended March 31, 2021 (VND millions)**
Syrena Vietnam Investment and Development Joint Stock Company	Vietnam Prosperity Bank	25,000
Syrena Vietnam Investment and Development Joint Stock Company	Bank of Foreign Trade of Viet Nam – Quang Ninh Branch	7,259
Syrena Vietnam Investment and Development Joint Stock Company	Credit Suisse AG, Singapore Branch	69,489
	Subtotal	**101,747**

Borrower	Lender	Amount repaid during the three months ended March 31, 2021 (VND millions)
Syrena Phu Quoc Joint Stock Company	Bank for Investment and Development of Vietnam – Phu Quoc Branch	33,750
Syrena Phu Quoc Joint Stock Company	Vietnam Prosperity Bank	17,500
Syrena Phu Quoc Joint Stock Company	Vietnam Prosperity Bank	929
Syrena Phu Quoc Joint Stock Company	Vietnam Joint Stock Commercial Bank for Industry and Trade, Phu Quoc Branch	86
	Subtotal	**52,265**
Bim Kien Giang Company Limited	Vietnam Development Bank Kien Giang Branch	34,380
Bim Kien Giang Company Limited	Vietnam Prosperity Bank	176
Bim Kien Giang Company Limited	International Finance Corporation	–
Bim Kien Giang Company Limited	Vietnam Joint Stock Commercial Bank for Industry and Trade, Hanoi Branch	324
	Subtotal	**34,880**
Ha Long Investment & Development Limited Company	Bank of Foreign Trade of Viet Nam – Quang Ninh Branch	5,000
Ha Long Investment & Development Limited Company	Bank for Investment and Development of Vietnam – Quang Ninh Branch	25,000
Ha Long Investment & Development Limited Company	Vietnam Joint Stock Commercial Bank for Industry and Trade, Hai Phong Branch	489
Ha Long Investment & Development Limited Company	Military Commercial Joint Stock Bank – Hoang Quoc Viet Branch	6,109
	Subtotal	**36,598**
Vientiane Investment & Development Limited Company	Lao Viet Bank	1,377
Vientiane Investment & Development Limited Company	Bank for Investment and Development of Vietnam – Chuong Duong Branch	3,553
	Subtotal	**4,930**

Borrower	Lender	Amount repaid during the three months ended March 31, 2021 (VND millions)
BIM Construction materials manufacturing and trading company limited	Vietnam Joint Stock Commercial Bank for Industry and Trade, Phu Quoc Branch	79
	Subtotal	**79**

Pending or Concurrent Equity and Debt Issuance

The Company does not have any pending or concurrent equity or debt issuances.

As of December 31, 2020, the Company is in compliance with all financing covenants.

TAXATION

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 Circular 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 Circular are intended or are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. 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 or dispose of the Notes 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 Notes are advised to consult their own tax advisors as to the Singapore or other tax consequences of the acquisition, ownership of or disposal of the Notes, 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 Initial Purchaser and any other persons involved in the issue of the Notes accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of the Notes.

Qualifying Debt Securities Scheme

Each of Credit Suisse (Singapore) Limited, Standard Chartered Bank (Singapore) Limited and UBS AG Singapore Branch is a financial sector incentive (standard tier) company, for the purposes of the Income Tax Act, Chapter 134 of Singapore (the "ITA"). As the Notes are issued on or before December 31, 2023 and if more than half of the lead managers are either a financial sector incentive (capital market) company, a financial sector incentive (standard tier) company or a financial sector incentive (bond market) company, the Notes 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 Notes within such period as the MAS may specify and such other particulars in connection with the Notes 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 Notes 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 Notes 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 Notes 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 Notes 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 Notes, the Notes are issued to fewer than four persons and 50% or more of the issue of such Notes is beneficially held or funded, directly or indirectly, by related parties of the Company, such Notes would not qualify as "qualifying debt securities"; and

(B) even though the Notes are "qualifying debt securities", if at any time during the tenure of such Notes, 50% or more of the issue of such Notes is held beneficially or funded, directly or indirectly, by any related party(ies) of the Company, Qualifying Income derived from such Notes held by:

(i) any related party of the Company; or

(ii) any other person where the funds used by such person to acquire such Notes 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.

Notwithstanding that the Company is permitted to make payments of interest, discount income, prepayment fee, redemption premium and break cost (i.e. the Qualifying Income) in respect of the Notes without deduction or withholding for tax under Section 45 or Section 45A of the ITA, any person whose interest, discount income, prepayment fee, redemption premium or break cost (i.e. the Qualifying Income) derived from the Notes is not exempt from tax shall include such income in a return of income made under the ITA.

Gains on Disposal of Notes

Any gains considered to be in the nature of capital made from the sale of the Notes will not be taxable in Singapore. However, any gains derived by any person from the sale of the Notes 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.

Holders of the Notes 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 Notes, 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 a circular 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 a circular entitled "Income Tax: Income Tax Treatment Arising from Adoption of FRS 109—Financial Instruments".

Holders of the Notes 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 or disposal of the Notes.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after February 15, 2008.

Vietnam Taxation

The statements made in this Offering Circular 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 Circular 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 Notes. The statements below are not to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes.

The statements made in this Offering Circular 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 Notes 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 Notes are advised to consult their own tax advisers as to the Vietnam or other tax consequences of the acquisition, ownership or disposition of the Notes, including, in particular, the effect of any foreign state or local tax laws to which they are subject.

The below interpretation and application of relevant laws and regulations by the Vietnamese tax authorities may be subject to more rapid and unpredictable change than in a jurisdiction with more developed capital markets. In particular, the interpretation and application of such provisions will in practice rest substantially with local tax authorities. Changes in interpretation and application of such provisions may affect the tax consequences described herein, possibly with retroactive effect.

The below sections only consider the Vietnamese tax implications for non-resident offshore holders of the Notes and do not address the implications for Vietnamese investors. Vietnamese investors should seek specific professional legal and tax advice from their own advisers before trading in the Notes.

Vietnamese 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 holder of the Bonds as applicable which is an entity that is treated as a body corporate for tax purposes, including companies, trusts, and limited partnerships which hold the Notes.

Interest Payments on the Notes

Interest paid to Noteholders will be subject to a 5% withholding tax on the interest amount on the Notes at the time the Company makes payment of such interest. "Interests" subject to this 5% withholding income tax covers coupon, premium, bonus and default interest on the Notes.

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 any relevant taxing jurisdiction (including 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 "*Description of the Notes—Additional Amounts*".

Offshore Trading of the Notes

Vietnamese tax regulations do not specifically contemplate the tax treatment of income arising from trading of offshore listed notes and if such income is taxable in Vietnam, it is unclear how the tax is withheld and declared.

However, in principle, such trading of the Notes may be exposed to taxation in Vietnam absent an applicable tax treaty because the issuer of the Notes is a Vietnamese company. To mitigate the uncertainty of Vietnamese tax implications, Noteholders should avail themselves of relevant tax treaties. In accordance with the tax treaty between Singapore and Vietnam and its second Protocol, capital gains derived by a resident of Singapore from property other than immovable property and other than movable property regulated under Clauses 1, 2, and 3 of Article 13 of the tax treaty between Singapore and Vietnam, and as amended under Article VII of the second Protocol shall be taxable only in Singapore.

On the above basis, by logical interpretation, it is advised that income (namely, capital gains) from trading of the Notes on the SGX-ST would likely be deemed income arising from a transfer conducted in Singapore and hence, unlikely be subject to tax in Vietnam pursuant to the tax treaty between Vietnam and Singapore.

Redemption or repurchase of the Notes

Where the Notes are redeemed or repurchased with accrued and unpaid interest to the redemption date, a 5% withholding tax shall be applied on the accrued and unpaid interest amount, premium and/or bonus.

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 any relevant taxing jurisdiction (including 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 "*Description of the Notes—Additional Amounts*".

Vietnamese Value Added Tax ("VAT")

Under current VAT regulations, interest, bonus and premium received on the Notes are not subject to VAT filings and payment in Vietnam.

The trading of securities issued by a Vietnamese company including the Notes is not subject to VAT in Vietnam.

PLAN OF DISTRIBUTION

Each of the Initial Purchasers has, pursuant to the purchase agreement to be dated the date of this Offering Circular (the "**Purchase Agreement**"), severally agreed, subject to the provisions of the Purchase Agreement, to purchase, and we have agreed to sell to each such Initial Purchaser, the principal amount of the Notes set forth opposite the name of such Initial Purchaser:

Initial Purchasers	**Principal Amount of Notes**
Credit Suisse (Singapore) Limited	U.S.$70,000,000
Standard Chartered Bank, Singapore Branch	U.S.$60,000,000
UBS AG Singapore Branch	U.S.$70,000,000
Total	U.S.$200,000,000

The Initial Purchasers propose to offer the Notes at the issue prices listed on the cover page of this Offering Circular. The Company has agreed to pay combined underwriting and incentive commission to the Initial Purchasers and will reimburse the Initial Purchasers in respect of certain of their expenses. We have also agreed to indemnify the Initial Purchasers against certain liabilities incurred in connection with the issue of the Notes. The Purchase Agreement may be terminated in certain circumstances prior to payment of the issue price to us. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Initial Purchasers or any affiliate of the Initial Purchasers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Initial Purchasers or such affiliate on behalf of the Company in such jurisdiction.

The Initial Purchasers and some of their respective affiliates have from time to time provided, are currently providing, and may in the future provide certain commercial banking, investment banking and advisory and other banking services to us and our respective affiliates for which they have received or will receive customary fees and expenses. The Initial Purchasers and their respective 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 Initial Purchasers and their respective 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 our securities and other financial instruments, including the Notes. Certain of the Initial Purchasers or their respective affiliates are facility agents and/or lenders under our financing agreements as described under "*Description of Material Indebtedness*", and the Initial Purchasers or their respective affiliates may engage in similar activities in the future.

The Notes are a new issue of securities for which there currently is no market. The Initial Purchasers have advised the Company that they intend to make a market in the Notes as permitted by applicable law. They are not obligated, however, to make a market in the Notes, and any market-making may be discontinued at any time at their sole discretion. Accordingly, no assurance can be given as to the development or liquidity of any market for the Notes.

The Initial Purchasers and/or their respective affiliates may purchase the Notes for their own account and enter into secondary market transactions or derivative transactions relating to the Notes, including, without limitation, sale (or facilitation thereof), stock borrowing or credit or equity-linked derivatives such as asset swaps, repackaging and credit default swaps and/or our other securities or those of our associates at the same time as the offer and sale of the Notes or in secondary market transactions, but not with a view to distribution or may hold Notes on behalf of clients or in the capacity of investment advisors. Such transactions may be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Notes to which this Offering Circular relates (notwithstanding that such selected counterparties may also be purchasers of the Notes). As a result of such transactions, an Initial Purchaser or its affiliates may hold long or short positions relating to the Notes. The Initial Purchasers and their affiliates may also make investment recommendations and/or publish or express independent research views (positive or negative) in respect of the Notes or our other financial instruments, and may recommend to their clients that they acquire long and/or short positions in the Notes or other financial instruments.

While each Initial Purchaser and its affiliates have policies and procedures to deal with conflicts of interests, any such transactions may cause an Initial Purchaser or its affiliates or its clients or counterparties to have economic interests and incentives which may conflict with those of an investor in the Notes. Each Initial Purchaser 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 transactions based on the potential effect on a prospective investor in the Notes.

United States

The Notes 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. Each of the Initial Purchasers has represented and warranted that it has not offered or sold, and agreed that it will not offer or sell, any Notes constituting part of its allotment within the United States except in accordance with Rule 903 of Regulation S. Accordingly, none of the Initial Purchasers nor any persons acting on each of the Initial Purchasers' behalf have engaged or will engage in any directed selling efforts with respect to the Notes. Terms used in this paragraph have the meaning given to them by Regulation S.

European Economic Area

Each of the Initial Purchasers has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes 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 MiFID II; or

(b) a customer within the meaning of 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.

United Kingdom

Each of the Initial Purchasers has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes 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:

(A) 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

(B) 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.

Hong Kong

Each of the Initial Purchasers has represented and agreed that (a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes other than: (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "**SFO**") and any rules made under the SFO; or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and (b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Singapore

Each of the Initial Purchasers has acknowledged that this Offering Circular has not been registered as a prospectus with MAS. Accordingly, each of the Initial Purchasers has represented, warranted and agreed that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "**SFA**")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, 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 Notes 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 as defined in Section 239(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 Notes pursuant to an offer made under Section 275 of the SFA except:

(i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(ii) where no consideration is or will be given for the transfer;

(iii) where the transfer is by operation of law;

(iv) as specified in Section 276(7) of the SFA; or

(v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Notification under Section 309B of 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 the classification of the Notes 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).

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (the "**Financial Instruments and Exchange Act**"). Accordingly, each of the Initial Purchasers 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 Notes in Japan or to, or for benefit of, any resident of Japan (which term as used in this Offering Circular 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

Each of the Initial Purchasers has represented, warranted and agreed that the Notes 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 Notes may not be offered or sold directly or indirectly in Vietnam or to, or for the benefit of, any resident in Vietnam (which term as used in this Offering Circular shall have the same meaning as that defined in the 2005 Ordinance on Foreign Exchange, which include (a) any corporation or other entity incorporated under the laws of Vietnam and operating in Vietnam (a "**Vietnamese entity**"), and (b) any Vietnamese citizen residing abroad for a period of less than 12 months or any Vietnamese entity's representative office established in any other country), unless otherwise being approved by a relevant authority as required by Vietnamese law. Unless permitted under the securities laws of Vietnam, no advertisement, invitation or document relating to the Notes will be issued in Vietnam.

TRANSFER RESTRICTIONS

Because of the following restrictions, purchasers are advised to consult legal counsel prior to making any offer, sale, resale, pledge or other transfer of the Notes.

The Notes have not been registered under the Securities Act and may not be offered or sold in the United States except in accordance with an applicable exemption from the registration requirements thereof. Accordingly, the Notes are being offered and sold only outside the United States in reliance upon Regulation S under the Securities Act. Terms used above and otherwise in this section of this Offering Circular have the meanings given to them by the Securities Act.

Each purchaser of Notes will be deemed to have represented and agreed as follows:

(A) You understand and acknowledge that the Notes have not been and will not be registered under the Securities Act or any other applicable securities laws and that the Notes are being offered for resale in transactions not requiring registration under the Securities Act or any other securities laws and, unless so registered, may not be offered, sold or otherwise transferred except in compliance with the registration requirements of the Securities Act or any other applicable securities laws, pursuant to an exemption therefrom, or in a transaction not subject thereto, and in each case in compliance with the conditions for transfer set forth in paragraph (3) below.

You are not our "affiliate" (as defined in Rule 144 under the Securities Act), you are not acting on our behalf and you are purchasing Notes in an offshore transaction in accordance with Regulation S.

(B) You acknowledge that none of us, the Initial Purchasers, the Transfer Agent or any person representing us or the Initial Purchasers has made any representation to you with respect to us or the offer or sale of any of the Notes, other than the information contained in this Offering Circular, which has been delivered to you. You acknowledge that the Initial Purchasers make no representation or warranty as to the accuracy or completeness of this Offering Circular and neither we nor any of the Initial Purchasers has authorized the provision of information different from that contained in this Offering Circular. You have had access to such financial and other information concerning us and the Notes, including an opportunity to ask questions of, and request information from, us and the Initial Purchasers.

(C) You are purchasing Notes for your own account, or for one or more investor accounts for which you are acting as a fiduciary or agent, in each case for investment, and not with a view to, or for offer or sale in connection with, any distribution thereof in violation of the Securities Act, subject to any requirement of law that the disposition of your property or the property of such investor account or accounts be at all times within your or their control and subject to your or their ability to resell such Notes pursuant an available exemption from registration available under the Securities Act. You agree on your own behalf and on behalf of any investor account for which you are purchasing the Notes, and each subsequent holder of these Notes by its acceptance thereof will agree, to offer, sell or otherwise transfer such Notes prior to (x) the date which is one year (or such shorter period of time as permitted by Rule 144(d) under the Securities Act or any successor provision thereunder) after the later of the date of the original issue of these Notes and the last date on which we or any of our affiliates were the owner of such Notes (or any predecessor thereto) or (y) such later date, if any, as may be required by applicable law (the "Resale Restriction Termination Date") only:

(i) to us or any of our affiliates;

(ii) pursuant to a registration statement which has been declared effective under the Securities Act;

(iii) outside the United States in offshore transactions meeting the requirements of Rule 904 under the Securities Act; or

(iv) pursuant to any other available exemption from the registration requirements of the Securities Act,

subject in each of the foregoing cases to any requirement of law that the disposition of the seller's property or the property of an investor account or accounts be within the seller's or account's control, and in compliance with any applicable state securities laws.

You acknowledge that we, the Trustee and the Transfer Agent reserve the right prior to any offer, sale or other transfer of the Notes pursuant to clause (e) above prior to the Resale Restriction Termination Date of the Notes to require the delivery of an opinion of counsel, certifications and/or other information satisfactory to us, the Trustee and the Transfer Agent.

(D) You acknowledge that each Note will contain a legend substantially in the following form:

"THIS NOTE HAS NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. NEITHER THIS NOTE NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE REOFFERED, SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF SUCH REGISTRATION OR UNLESS SUCH TRANSACTION IS EXEMPT FROM, OR NOT SUBJECT TO, SUCH REGISTRATION. BY ITS ACQUISITION HEREOF, THE HOLDER HEREOF REPRESENTS THAT IT IS ACQUIRING THIS NOTE IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH REGULATION S UNDER THE SECURITIES ACT OR IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT."

If you purchase Notes, you will also be deemed to acknowledge that the foregoing restrictions apply to holders of beneficial interests in these Notes as well as to holders of these Notes.

(E) You acknowledge that the Transfer Agent will not be required to accept for registration or transfer any Notes acquired by you, except upon presentation of evidence satisfactory to us and the Transfer Agent that the restrictions set forth herein have been complied with.

(F) You acknowledge that:

(a) we, the Initial Purchasers, the Transfer Agent and others will rely upon the truth and accuracy of your acknowledgements, representations and agreements set forth herein and you agree that, if any of your acknowledgements, representations or agreements herein cease to be accurate and complete, you will notify the Initial Purchasers and the Transfer Agent promptly in writing; and

(b) if you are acquiring any Notes as fiduciary or agent for one or more investor accounts, you represent with respect to each such account that:

(i) you have sole investment discretion; and

(ii) you have full power to make the foregoing acknowledgements, representations and agreements.

(G) You agree that you will give to each person to whom you transfer these Notes notice of any restrictions on the transfer of the Notes.

(H) You understand that no action has been taken in any jurisdiction (including the United States) by us or the Initial Purchasers that would permit a public offering of the Notes or the possession, circulation or distribution of this Offering Circular or any other material relating to us or the Notes in any jurisdiction where action for that purpose is required. Consequently, any transfer of the Notes will be subject to the selling restrictions set forth under "*Plan of Distributio*n."

RATINGS

The Notes are expected to be rated "B2" by Moody's and "B" by Fitch. The ratings reflect the rating agencies' assessment of the likelihood of timely payment of the principal of and interest on the Notes. The ratings do not address the payment of any Additional Amounts and do not constitute recommendations to purchase, hold or sell the Notes inasmuch as such ratings do not comment as to market price or suitability for a particular investor. Each such rating should be evaluated independently of any other rating on the Notes, on other securities of ours, or on us. We cannot assure you that the ratings will remain in effect for any given period or that the ratings will not be revised by such rating agencies in the future if in their judgment circumstances so warrant.

LEGAL MATTERS

Certain legal matters with respect to the Notes and the offering thereof will be passed upon for the Company by Shearman & Sterling as to matters of U.S. federal securities law and New York law and by Vietnam International Law Firm (VILAF) as to matters of Vietnam law. Certain legal matters with respect to the Notes and the offering thereof will be passed upon for the Initial Purchasers by Allen & Overy LLP as to matters of U.S. federal securities law and New York law, and by Allen & Overy (Vietnam) as to matters of Vietnam law. Certain legal matters with respect to the Notes and the offering thereof will be passed upon for the Trustee by Allen & Overy as to matters of New York law.

INDEPENDENT AUDITORS

The consolidated financial statements of the Company as of December 31, 2018, December 31, 2019 and December 31, 2020 and for each of the three years then ended, appearing in this Offering Circular have been audited by Deloitte Vietnam Co., Ltd., independent auditors, as set forth in their report appearing in this Offering Circular.

INDEPENDENT CONSULTANT

Based upon its report dated March 29, 2021, Savills Vietnam Co., Ltd ("Savills") has given its written consent to the issue of this Offering Circular with the inclusion herein of its name and all references thereto and to the inclusion of the "Industry Overview" section in this Offering Circular, in the form and context in which it appears in this Offering Circular. The report by Savills has not been updated since March 29, 2021, and changes in the factors upon which Savills's report are based since March 29, 2021 could have materially affected the statements, estimates, forecasts and conclusions contained in the report.

INDEPENDENT VALUER

Based upon its property valuation reports dated December 31, 2020 (collectively, the "Valuation Report"), Colliers International ("Colliers") has given its written consent to the issue of this Offering Circular with the inclusion herein of its name and all references thereto and to the inclusion of its Valuation Report as an appendix to the Offering Circular, in the form and context in which it appears in the Offering Circular. The Valuation Report by Colliers has not been updated since December 31, 2020, and changes in the factors upon which the Valuation Report are based since December 31, 2020 could have materially affected the statements, estimates, forecasts and conclusions contained in the Valuation Report.

1. The Company was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 5701558306. The registered office of the Company is 1st floor, Greenbay Building, Hoang Quoc Viet street, Hung Thang ward, Ha Long City, Quang Ninh Province, Vietnam.

2. BIM Building Materials Manufacturing and Trading Limited Company was incorporated in Vietnam under the Law on Enterprises of Vietnam as a limited liability company and its business license number is 1702041961. The registered office of BIM Building Materials Manufacturing and Trading Limited Company is Group 6, Duong Bao Hamlet, Duong To Commune, Phu Quoc City, Kien Giang Province, Vietnam.

   BIM Kien Giang Company Limited was incorporated in Vietnam under the Law on Enterprises of Vietnam as a limited liability company and its business license number is 1700460501. The registered office of BIM Kien Giang Company Limited is Group 3, Block 7, An Thoi Ward, Phu Quoc City, Kien Giang Province, Vietnam.

   Coral Housing Construction and Development JSC was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 5701672545. The registered office of Coral Housing Construction and Development JSC is 1st floor, Greenbay Building, Hoang Quoc Viet Street, Hung Thang Ward, Ha Long City, Quang Ninh Province, Vietnam.

   Ha Long Production Development and Investment Company Limited was incorporated in Vietnam under the Law on Enterprises of Vietnam as a limited liability company and its business license number is 5700103433. The registered office of Ha Long Production Development and Investment Company Limited is 1st floor, Greenbay Building, Hoang Quoc Viet Street, Hung Thang Ward, Ha Long City, Quang Ninh Province, Vietnam.

   Ha Long Plaza Limited Liability Joint Venture Company was incorporated in Vietnam under the Law on Enterprises of Vietnam as a limited liability company and its business license number is 5700101732. The registered office of Ha Long Plaza Limited Liability Joint Venture Company is No. 8, Ha Long Street, Bai Chay Ward, Ha Long City, Quang Ninh Province, Vietnam.

   Hung Thang Land JSC was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 5701970421. The registered office of Hung Thang Land JSC is 1st floor, Greenbay Building, Hoang Quoc Viet Street, Hung Thang Ward, Ha Long City, Quang Ninh Province, Vietnam.

   New Life Service and Trading Company Limited JSC was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 0106744337. The registered office of New Life Service and Trading Company Limited is 3rd floor, No. 51, Xuan Dieu Street, Quang An Ward, Tay Ho District, Hanoi City, Vietnam.

   Syrena Phu Quoc JSC was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 1701515256. The registered office of Syrena Phu Quoc JSC is Group 3, Block 7, An Thoi Ward, Phu Quoc City, Kien Giang Province, Vietnam.

   Syrena Ha Long JSC was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 5701455075. The registered office of Syrena Ha Long JSC is 1st floor, Greenbay Building, Hoang Quoc Viet Street, Hung Thang Ward, Ha Long City, Quang Ninh Province, Vietnam.

Syrena Hung Thang JSC was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 5701585275. The registered office of Syrena Hung Thang JSC is 1st floor, Greenbay Building, Hoang Quoc Viet Street, Hung Thang Ward, Ha Long City, Quang Ninh Province, Vietnam.

Syrena JSC was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 0100112525. The registered office of Syrena JSC is No. 51, Xuan Dieu Street, Quang An Ward, Tay Ho District, Hanoi City, Vietnam.

Syrena Vietnam JSC was incorporated in Vietnam under the Law on Enterprises of Vietnam as a joint stock company and its business license number is 5701541214. The registered office of Syrena Vietnam JSC is 1st floor, Greenbay Building, Hoang Quoc Viet Street, Hung Thang Ward, Ha Long City, Quang Ninh Province, Vietnam.

3. The terms of the Offering and the issue of the Notes were approved by a resolution of the Board of Management passed on March 6, 2021 and a resolution of the General Meeting of Shareholders passed on March 22, 2021. The giving of the Subsidiary Guarantees given by the Subsidiary Guarantors has been approved by decision of the chairman, the general director and the inspector of the Subsidiary Guarantors on April 22, 2021.

4. Approval in-principle for the listing and quotation of the Notes on the SGX-ST has been received from the SGX-ST. The amount of Notes to be issued is subject to the size approval from the SBV and then subject to registration as a foreign debt with the SBV. The Company has applied for and obtained Official Letter No. 1997/NHNN-QLNH dated March 26, 2021 from the SBV, confirming that the total nominal amount of the Notes falls within the national foreign commercial borrowing limit of Vietnam for 2021. The listing of the Notes on the SGX-ST is subject to registration with the SCC SSC, which has been granted by the SSC to the Company on April 13, 2021. The Notes may not be listed on any foreign stock exchange or market without being registered with the SCC. The Company has applied for the registration with the SCC and expects to receive such approval by the Closing Date. Approval in-principle for the listing of the Notes is not to be taken as an indication of the merits of the Notes, the Company or its subsidiaries. So long as the 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 the Notes may be presented or surrendered for payment or redemption in the event that a Global Certificate is exchanged for Definitive Certificates. In addition, in the event that a Global Certificate is exchanged for Definitive Certificates, an announcement of such exchange shall 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 Certificates, including details of the paying agent in Singapore, for so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require.

5. Copies of the charter of the Company and copies of the Indenture will be available for inspection during usual business hours on any weekday (except Saturdays, Sundays and public holidays) at the Company's registered office for so long as any of the Notes are outstanding.

6. The Notes are expected to be accepted for clearance through Clearstream and Euroclear. The ISIN and Common Code for the Notes are as follows:

ISIN	XS2331967112
Common Code	233196711

7. For so long as any of the Notes remain outstanding, upon prior written request and satisfactory proof of holdings, copies of the Indenture will be (i) available to Holders during normal business hours (being between 9.00 a.m. and 3.00 p.m.) on or after the Original Issue Date at the principal office of the Trustee at One Canada Square, London E14 5AL United Kingdom and at the specified office of the Principal Paying Agent, and (ii) available electronically via-e-mail from the Principal Paying Agent.

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BIM LAND
JOINT STOCK COMPANY

(Incorporated in the Socialist Republic of Vietnam)

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

(In accordance with International Financial Reporting Standards)

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STATEMENT OF THE BOARD OF MANAGEMENT

The Board of Management of BIM Land Joint Stock Company ("the Company") presents this report together with the Company and its subsidiaries' consolidated financial statements in accordance with the International Financial Reporting Standards (IFRSs) for the year ended 31 December 2020.

THE BOARDS OF DIRECTORS AND MANAGEMENT

The members of the Boards of Directors and Management of the Company who held office during the year and to the date of this report are as follows:

The Board of Directors

Mr. Doan Quoc Viet	Chairman
Mr. Doan Quoc Huy	Vice Chairman
Ms. Doan Thi Thanh Mai	Vice Chairman
Mr. Le Minh Dung	Member (Resigned from 23 November 2020 and appointed from 22 January 2021)
Ms. Bui Thi Thu Ha	Member
Ms. Khong Thi Hien	Member (Appointed from 23 November 2020)
Mr. Peter Raymond Ryder	Independent Member (Resigned from 23 November 2020)
	Member (Appointed from 22 January 2021)

The Board of Management

Mr. Doan Quoc Huy	General Director
Ms. Khong Thi Hien	Deputy General Director
Ms. Doan Thi Thanh Mai	Deputy General Director
Ms. Bui Thi Thu Ha	Financial Director

BOARD OF MANAGEMENT'S STATEMENT OF RESPONSIBILITY

The Board of Management of the Company is responsible for preparing the consolidated financial statements, which give a true and fair view of the consolidated financial position of the Company and its subsidiaries as at 31 December 2020, and the consolidated financial performance, the changes in consolidated equity and the consolidated cash flows for the year then ended in accordance with IFRSs. 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;
- State whether applicable accounting principles have been followed, subject to any material departures disclosed and explained in the consolidated financial statements;
- Prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the Company and its subsidiaries will continue in business; and
- Design and implement an effective internal control system for the purpose of properly preparing and presenting the consolidated financial statements so as to minimize errors and frauds.

BOARD OF MANAGEMENT'S STATEMENT OF RESPONSIBILITY (Continued)

The Board of Management of the Company is responsible for ensuring that proper accounting records are kept, which disclose, with reasonable accuracy at any time, the consolidated financial position of the Company and that the consolidated financial statements comply with IFRSs. The Board of Management is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of frauds and other irregularities.

The Board of Management confirms that the Company has complied with the above requirements in preparing these consolidated financial statements.

For and on behalf of the Board of Management,



Doan Quoc Huy
General Director

15 March 2021

Deloitte.

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No.: 0693/VN1A-HN-BC

INDEPENDENT AUDITORS' REPORT

To: The shareholders
The Boards of Directors and Management
BIM Land Joint Stock Company

Opinion

We have audited the accompanying consolidated financial statements of BIM Land Joint Stock Company (the Company) and its subsidiaries, prepared on 15 March 2021 as set out from page 06 to page 105, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as at 31 December 2020, and the consolidated financial performance, the changes in consolidated equity and the consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Vietnam, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Boards of Management and Directors for the Consolidated Financial Statements

The Board of Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRSs and for such internal control as the Board of Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these consolidated financial statements, the Board of Management is responsible for assessing the ability of the Company and its subsidiaries to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Management intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company and its subsidiaries' consolidated financial reporting process.

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited ("DTTL"), its global network of member firms, and their related entities. DTTL (also referred to as "Deloitte Global") and each of its member firms and their affiliated entities are legally separate and independent entities. DTTL does not provide services to clients. Please see www.deloitte.com/about to learn more.

INDEPENDENT AUDITORS' REPORT (Continued)

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an independent auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit 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 Company's internal control.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Management.

(d) Conclude on the appropriateness of the Board of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our independent auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our independent auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(f) Obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities and business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

INDEPENDENT AUDITORS' REPORT (Continued)

Restriction on distribution and use

The accompanying consolidated financial statements are only used to provide reference information for the Company's Board of Directors and potential investors. Then, these consolidated financial statements may not be suitable for another purpose nor be disclosed to another third party.



Pham Hoai Nam
Deputy General Director

DELOITTE VIETNAM COMPANY LIMITED

15 March 2021
Hanoi, S.R. Vietnam

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2020

Unit: VND

ITEMS	Notes	2020	2019
Revenue	6	5,696,181,203,329	5,025,480,071,689
Cost of sales	7	(2,886,197,943,521)	(2,580,132,206,868)
Gross profit		**2,809,983,259,808**	**2,445,347,864,821**
Gains on remeasurement of investment property	15	157,266,440,142	1,216,448,660,755
Other income		109,073,825,386	45,853,607,457
Financial income	8	175,207,367,261	109,500,174,359
Selling expenses	9	(515,720,534,711)	(418,271,585,167)
General and administrative expenses	9	(387,607,126,478)	(528,895,622,490)
Other expenses		(65,397,158,510)	(26,547,378,643)
Share of losses of associates and joint-ventures	15	(3,919,927,432)	(4,948,664,603)
Impairment recovery/(losses)	12, 13	70,854,176,473	(604,029,536,069)
Finance costs	8	(313,529,944,757)	(276,811,967,371)
Profit before tax		**2,036,210,377,182**	**1,957,645,553,049**
Current corporate income tax expense	10.1	(566,742,488,243)	(400,753,872,662)
Deferred corporate tax expense	10.2	60,019,901,774	(56,547,396,173)
PROFIT FOR THE YEAR		**1,529,487,790,713**	**1,500,344,284,214**
Owners of the Company		1,513,714,702,269	1,465,705,354,776
Non-controlling interests		15,773,088,444	34,638,929,438
		1,529,487,790,713	**1,500,344,284,214**
Earnings per share			
Basic (VND per share)	11.1	5,046	4,886

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME (Continued)

For year ended 31 December 2020

Unit: VND

ITEMS	Notes	2020	2019
Profit for the year		**1,529,487,790,713**	**1,500,344,284,214**
Other comprehensive income for the year:			
Items that will not be reclassified subsequently to profit or loss:			
Gain/(Losses) on revaluation of lands and hotel buildings in operation or under construction	13	134,891,618,075	(438,792,927,984)
Share of other comprehensive income of associates	16	340,322,047	(31,102,810,465)
Income tax relating to items that will not be reclassified subsequently to profit or loss	10.2	(26,978,323,614)	87,758,585,597
		108,253,616,508	**(382,137,152,852)**
Other comprehensive (loss)/income for the year, net of income tax		**108,253,616,508**	**(382,137,152,852)**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**1,637,741,407,221**	**1,118,207,131,362**
Attributable to:			
Owners of the Company		1,613,314,542,150	1,051,404,919,984
Non-controlling interests		24,426,865,071	66,802,211,378
		1,637,741,407,221	**1,118,207,131,362**
Of which:			
Continuing operations		1,637,741,407,221	1,118,207,131,362
Discontinued operations		-	-
		1,637,741,407,221	**1,118,207,131,362**

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2020

Unit: VND

ITEMS	Notes	31/12/2020	31/12/2019
ASSETS			
Non-current assets			
Goodwill	5	53,900,000,000	-
Intangible assets	12	22,811,756,763	26,872,365,179
Property, plant and equipment	13	4,472,578,192,353	4,096,712,340,155
Right-of-use assets	14	391,974,425,583	453,091,209,029
Investment property	15	17,520,127,565,807	19,032,976,963,118
Investments in associates	16	78,540,349,395	79,719,954,780
Financial assets	17	119,711,462,500	14,046,500,000
Deferred tax assets	10.2	358,378,609,485	337,120,792,746
Contract cost	19	607,221,106,729	605,689,368,832
Other assets	21	447,194,857,624	172,966,631,939
Total non-current assets		**24,072,438,326,239**	**24,819,196,125,778**
Current assets			
Inventories	18	9,921,856,427,266	7,405,396,679,276
Financial assets	17	1,546,442,990,433	1,459,159,581,888
Contract costs	19	112,296,292,743	71,651,321,315
Trade and other receivables	20	3,098,597,181,849	3,429,484,399,484
Other assets	21	224,807,183,035	173,514,210,521
Cash and bank balances	22	1,699,674,740,108	1,597,602,778,507
Total current assets		**16,603,674,815,434**	**14,136,808,970,991**
Total assets		**40,676,113,141,673**	**38,956,005,096,769**

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

As at 31 December 2020

Unit: VND

ITEMS	Notes	31/12/2020	31/12/2019
EQUITY AND LIABILITIES			
Equity			
Share capital	27	3,000,000,000,000	3,000,000,000,000
Other capital		25,748,325,229	25,748,325,229
Translation reserves		(103,337,748,621)	(48,322,948,321)
Other reserves	28	193,009,371,348	101,523,952,001
Retained earnings	29	16,580,840,091,424	15,854,577,141,935
Non-controlling interests		460,387,817,126	410,560,054,305
Total equity		**20,156,647,856,506**	**19,344,086,525,149**
Non-current liabilities			
Bank borrowings	23	2,538,543,016,906	2,570,955,964,999
Trade and other payables	24	1,584,025,615,485	1,590,410,814,667
Deferred tax liabilities	10.2	4,229,766,802,559	4,241,550,563,980
Lease liabilities	25	541,251,337,824	544,474,970,216
Other liabilities	26	1,432,910,531,782	1,716,355,767,911
Total non-current liabilities		**10,326,497,304,556**	**10,663,748,081,773**
Current liabilities			
Bank borrowings	23	1,275,510,125,625	975,177,700,608
Trade and other payables	24	4,932,036,741,039	2,035,947,611,379
Current tax liabilities	10.1	292,186,779,858	243,796,123,525
Lease liabilities	25	37,112,571,514	40,948,534,910
Other liabilities	26	3,656,121,762,575	5,652,300,519,425
Total current liabilities		**10,192,967,980,611**	**8,948,170,489,847**
Total liabilities		**20,519,465,285,167**	**19,611,918,571,620**
Total equity and liabilities		**40,676,113,141,673**	**38,956,005,096,769**

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2020

Unit: VND

			Other reserves						
	Share capital	Other capital	Translation reserves	Properties revaluation reserve	Equity reserve	Retained earnings	Attributable to shareholders of the parent company	Non-controlling interests	Total
As at 31 December 2019	**3,000,000,000,000**	**25,748,325,229**	**(48,322,948,321)**	**454,650,267,147**	**(353,126,315,146)**	**15,854,577,141,935**	**18,933,526,470,844**	**410,560,054,305**	**19,344,086,525,149**
Profit for the year	-	-	-	-	-	1,513,714,702,269	1,513,714,702,269	15,773,088,444	1,529,487,790,713
Other comprehensive income for the year	-	-	-	99,599,839,881	-	-	99,599,839,881	8,653,776,627	108,253,616,508
Acquisition of Green Town	-	-	-	-	-	-	-	53,900,000,000	53,900,000,000
Cash dividends declared (Note 11.2)	-	-	-	-	-	(800,000,000,000)	(800,000,000,000)	(14,671,900,000)	(814,671,900,000)
Change of foreign exchange rate	-	-	(55,014,800,300)	-	-	-	(55,014,800,300)	(13,797,547,697)	(68,812,347,997)
Tax finalization	-	-	-	-	-	4,449,226,826	4,449,226,826	5,345,487	4,454,572,313
OCI transferred to RE	-	-	-	(8,114,420,534)	-	8,114,420,534	-	-	-
Others	-	-	-	-	-	(15,400,140)	(15,400,140)	(35,000,040)	(50,400,180)
As at 31 December 2020	**3,000,000,000,000**	**25,748,325,229**	**(103,337,748,621)**	**546,135,686,494**	**(353,126,315,146)**	**16,580,840,091,424**	**19,696,260,039,380**	**460,387,817,126**	**20,156,647,856,506**

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2020

Unit: VND

ITEMS	Notes	2020 VND	2019 VND
Cash flows from operating activities			
Profit before tax		**2,036,210,377,182**	**1,957,645,553,049**
Adjustments for:			
Depreciation and amortisation of property, plant and equipment; intangible assets and right of use assets	12, 13, 14	186,581,857,242	223,057,317,867
Share of profit of associates		3,919,927,432	4,948,664,603
Provisions		6,837,902,210	5,515,730,928
Foreign exchange loss arising from revaluation foreign currency items		18,944,919,471	16,330,833,954
Interest income	8	(175,057,239,124)	(107,904,522,970)
Impairment losses	13, 14	(70,854,176,473)	604,029,536,069
Interest expense from borrowings and lease	8	262,208,345,922	256,709,246,465
Gains on remeasurement of investment	15	(157,266,440,142)	(1,216,448,660,755)
Adjustment to non cash cost of investment properties sold		354,792,056,184	-
Others		(3,254,591,549)	15,641,914,156
Operating profit before movements in working capital		**2,463,062,938,355**	**1,759,525,613,366**
Changes in trade and other receivables		(330,887,217,635)	(2,140,762,978,878)
Changes in inventories		(1,024,324,449,950)	(1,618,088,728,305)
Changes in payables (not including interest payables and corporate income tax payable)		2,063,006,402,521	4,602,367,177,012
Changes in contract cost		(42,176,709,325)	(134,819,266,740)
Changes in other assets		(325,521,198,199)	(142,249,197,437)
Interest paid for lease		(63,943,770,397)	(55,081,544,187)
Interest paid for borrowings		(194,693,471,894)	(240,164,468,064)
Corporate income tax paid	10.1	(521,661,282,380)	(283,720,596,571)
Net cash generated by operating activities		**2,022,861,241,096**	**1,747,006,010,196**

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

For the year ended 31 December 2020

Unit: VND

ITEMS	Notes	2020	2019
		VND	VND
Cash flows from investing activities			
Payments for property, plant and equipment		(1,158,007,681,880)	(668,801,822,063)
Proceeds from disposal of property, plant and equipment		1,134,435,051	805,800,000
Cash outflow on acquisition of subsidiaries	5	(110,000,000,000)	-
Cash outflow for lending, buying debt instruments of other entities		(569,194,245,357)	(370,436,031,540)
Cash recovered from lending, selling debt instruments of other entities		376,245,874,312	97,816,799,842
Cash recovered from investments in other		-	86,340,819
Payments for investment of other entities		(2,400,000,000)	(2,392,050,000)
Interest received, dividends and profits distributed		75,818,866,536	31,608,995,644
Net cash (used in) investing activities		**(1,386,402,751,338)**	**(911,311,967,298)**
Cash flows from financing activities			
Proceeds from issue of equity instruments of the Company		-	597,420,000
Payments of lease liabilities		(40,948,534,910)	(7,860,480,820)
Payment for buy-back of shares		-	(37,500,000,000)
Proceeds from borrowings	23.3	1,679,141,218,649	1,730,488,084,240
Repayment of borrowings	23.3	(1,382,675,373,271)	(1,328,833,909,806)
Dividends paid		(799,360,000,000)	(720,000,000)
Net cash generated by/ (used in) financing activities		**(543,842,689,532)**	**356,171,113,614**
Net increase in cash		**92,615,800,226**	**1,191,865,156,512**
Cash received from acquisition of subsidiary	5	9,456,161,375	-
Opening balance		**1,597,602,778,507**	**405,737,621,995**
Closing balance		**1,699,674,740,108**	**1,597,602,778,507**

The accompanying notes are an integral part of these consolidated financial statements

1. GENERAL INFORMATION

Structure of ownership

BIM Land Joint Stock Company (formerly known as "BIM Investment Joint Stock Company") (the Company) was incorporated in Vietnam as a joint stock company under Business Registration Certificate No. 5701558306 dated 30 November 2011 issued by Quang Ninh Provincial Department of Planning and Investment, with the latest amendment dated 08 December 2018.

The Company's parent company is BIM Group Company Limited.

The Company and its subsidiaries are collectively named as "the Company".

The number of employees as at 31 December 2020 was 2,376 (31 December 2019: 2,442).

Principal activities

The principal activities of the Company are trading in real estate, land use rights owned, used or leased by the Company, implementing civil constructions and other related activities.

The Company's structure

The Company has its head office located in Ha Long City, Quang Ninh Province and one branch in Hanoi.

Details of the Company's subsidiaries and associate are as follows:

1. GENERAL INFORMATION (Continued)

Name	Place	Voting rights (%) 31/12/2020	31/12/2019	Principal activity
Subsidiaries				
Syrena Vietnam Investment and Development Joint Stock Company	Quang Ninh, Vietnam	99.74	99.74	Infrastructure construction, real estate and commercial trading
Syrena Ha Long Land Joint Stock Company	Quang Ninh, Vietnam	99.00	99.00	Trading in real estate, land use rights owned, used, or leased by the Company, investing in other related fields
Syrena Phu Quoc Land Joint Stock Company	Kien Giang, Vietnam	99.53	99.53	Investment in infrastructure construction, real estate business, commercial business
BIM Kien Giang Company Limited	Kien Giang, Vietnam	95.80	95.80	Investment in civil and industrial constructions
Syrena Joint Stock Company	Hanoi, Vietnam	93.82	93.82	Leasing Syrena commercial center and Fraiser Suite Hanoi
Syrena Hung Thang Joint Stock Company	Quang Ninh, Vietnam	98.16	98.16	Investment in infrastructure construction, real estate business, commercial business
Coral Housing Construction and Development Joint Stock Company	Quang Ninh, Vietnam	98.82	98.82	Construction and sales of real estate, housing and industrial constructions
Ha Long Plaza Limited Liability Joint Venture Company	Quang Ninh, Vietnam	85.00	85.00	Ha Long Plaza hotel services and related services
New Life Service and Trading Company Limited	Hanoi, Vietnam	90.91	90.91	Restaurants, catering service, trade promotion organization
BIM Construction Materials Manufacturing and Trading Company Limited	Hanoi, Vietnam	100.00	100.00	Producing concrete and products from cement and plaster
Ha Long Production Development and Investment Company Limited	Quang Ninh, Vietnam	99.88	99.88	Infrastructure construction, real estate and commercial trading
Vientiane Investment and Development Company Limited	Vientiane, Laos	80.00	80.00	Hospitality services
Hung Thang Land Joint Stock Company	Quang Ninh, Vietnam	99.85	99.85	Infrastructure construction, real estate and commercial trading
Green Town Vietnam Joint Stock Company	Hanoi, Vietnam	51.00	N/A	Infrastructure construction, real estate and commercial trading
Associates				
Phu Quoc Sailing Club Joint Stock Company	Phu Quoc, Vietnam	49.52	49.35	Restaurant and hospitality

Disclosure of information comparability in the consolidated financial statements

Comparative figures are the figures of the Company's audited consolidated financial statements for the year ended 31 December 2019. The accompanying consolidated financial statements are only used to provide reference information for the Company's Board of Directors and potential investors. Then, these consolidated financial statements may not be suitable for another purpose nor be disclosed to another third party.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

2.1 New and amended IFRSs, IAS and the new Interpretation (IFRIC) effective for the current year

Conceptual Framework	Amendments to References to the Conceptual Framework in IFRS Standards
Amendments to IFRS 3	Definition of a business
Amendments to IAS 1 and IAS 8	Definition of material

Conceptual Framework

The Company has adopted the amendments included in Amendments to References to the Conceptual Framework in IFRS Standards for the first time in the current year. The amendments include consequential amendments to affected Standards so that they refer to the new Framework. Not all amendments, however, update those pronouncements with regard to references to and quotes from the Framework so that they refer to the revised Conceptual Framework. Some pronouncements are only updated to indicate which version of the Framework they are referencing to (the IASC Framework adopted by the IASB in 2001, the IASB Framework of 2010, or the new revised Framework of 2018) or to indicate that definitions in the Standards have not been updated with the new definitions developed in the revised Conceptual Framework.

The Standards which are amended are IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22, and SIC-32.

IFRS 3 Business Combinations

The Group has adopted the amendments to IFRS 3 for the first time in the current year. The amendments clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after 01 January 2020.

IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

The Group has adopted the amendments to IAS 1 and IAS 8 for the first time in the current year. The amendments make the definition of material in IAS 1 easier to understand and are not intended to alter the underlying concept of materiality in IFRS Standards. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition.

The threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'. The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1. In addition, the IASB amended other Standards and the Conceptual Framework that contain a definition of 'material' or refer to the term 'material' to ensure consistency.

2.2 New and revised IFRSs in issue but not yet effective

At the date of authorisation of these consolidated financial statements, the Company has not applied the following new and revised IFRS Standards that have been issued but are not yet effective.

IFRS 17	Insurance Contracts
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment - Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts - Cost of Fulfilling a Contract
Annual Improvements to IFRS Standards 2018-2020 Cycle	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture

IFRS 17 Insurance Contracts

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts.

IFRS 17 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach.

The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees.

In June 2020, the IASB issued Amendments to IFRS 17 to address concerns and implementation challenges that were identified after IFRS 17 was published. The amendments defer the date of initial application of IFRS 17 (incorporating the amendments) to annual reporting periods beginning on or after 01 January 2023. At the same time, the IASB issued Extension of the Temporary Exemption from Applying IFRS 9 (Amendments to IFRS 4) that extends the fixed expiry date of the temporary exemption from applying IFRS 9 in IFRS 4 to annual reporting periods beginning on or after 01 January 2023.

IFRS 17 must be applied retrospectively unless impracticable, in which case the modified retrospective approach or the fair value approach is applied.

For the purpose of the transition requirements, the date of initial application is the start if the annual reporting period in which the entity first applies the Standard, and the transition date is the beginning of the period immediately preceding the date of initial application.

Amendments to IFRS 10 and IAS 28 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The effective date of the amendments has yet to be set by the Board; however, earlier application of the amendments is permitted. The directors of the Company anticipate that the application of these amendments may have an impact on the Group's consolidated financial statements in future periods should such transactions arise.

Amendments to IAS 1 - Classification of Liabilities as Current or Non-current

The amendments to IAS 1 affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2023, with early application permitted.

Amendments to IFRS 3 - Reference to the Conceptual Framework

The amendments update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also add to IFRS 3 a requirement that, for obligations within the scope of IAS 37, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date.

Finally, the amendments add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The amendments are effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022. Early application is permitted if an entity also applies all other updated references (published together with the updated Conceptual Framework) at the same time or earlier.

Amendments to IAS 16 - Property, Plant and Equipment - Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced before that asset is available for use, i.e. proceeds while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Consequently, an entity recognises such sales proceeds and related costs in profit or loss. The entity measures the cost of those items in accordance with IAS 2 Inventories.

The amendments also clarify the meaning of 'testing whether an asset is functioning properly'. IAS 16 now specifies this as assessing whether the technical and physical performance of the asset is such that it is capable of being used in the production or supply of goods or services, for rental to others, or for administrative purposes.

If not presented separately in the statement of comprehensive income, the financial statements shall disclose the amounts of proceeds and cost included in profit or loss that relate to items produced that are not an output of the entity's ordinary activities, and which line item(s) in the statement of comprehensive income include(s) such proceeds and cost.

The amendments are applied retrospectively, but only to items of property, plant and equipment that are brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments.

The entity shall recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of that earliest period presented.

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

Amendments to IAS 37 - Onerous Contracts - Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labour or materials) and an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The amendments apply to contracts for which the entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which the entity first applies the amendments. Comparatives are not restated. Instead, the entity shall recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings or other component of equity, as appropriate, at the date of initial application.

The amendments are effective for annual periods beginning on or after 1 January 2022, with early application permitted.

Annual Improvements to IFRS Standards 2018 - 2020 Cycle

The Annual Improvements include amendments to four Standards.

IFRS 1 First-time Adoption of International Financial Reporting Standards

The amendment provides additional relief to a subsidiary which becomes a first-time adopter later than its parent in respect of accounting for cumulative translation differences. As a result of the amendment, a subsidiary that uses the exemption in IFRS 1: D16(a) can now also elect to measure cumulative translation differences for all foreign operations at the carrying amount that would be included in the parent's consolidated financial statements, based on the parent's date of transition to IFRS Standards, if no

adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. A similar election is available to an associate or joint venture that uses the exemption in IFRS 1: D16(a).

The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted.

IFRS 9 Financial Instruments

The amendment clarifies that in applying the '10 per cent' test to assess whether to derecognise a financial liability, an entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

The amendment is applied prospectively to modifications and exchanges that occur on or after the date the entity first applies the amendment.

The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted.

IFRS 16 Leases

The amendment removes the illustration of the reimbursement of leasehold improvements. As the amendment to IFRS 16 only regards an illustrative example, no effective date is stated.

IAS 41 Agriculture

The amendment removes the requirement in IAS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in IAS 41 with the requirements of IFRS 13 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pretax or post-tax cash flows and discount rates for the most appropriate fair value measurement.

The amendment is applied prospectively, i.e. for fair value measurements on or after the date an entity initially applies the amendment.

The amendment is effective for annual periods beginning on or after 1 January 2022, with early application permitted.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The accompanying consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). For statutory purpose, the Company prepared a separately consolidated financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Accounting System and other accounting regulations in Vietnam (local GAAP) for statutory purposes for the year ended 31 December 2020.

The accompanying consolidated financial statements have been prepared on the historical cost basis except for certain properties that are measured at revaluated amounts or fair values and financial instruments that are measured at amortised cost, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The accompanying consolidated financial statements are presented in Vietnam Dong (VND), under International Financial Reporting Standards.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

3.2. Basis of consolidation

The consolidated financial statements incorporate the consolidated financial statements of the Company and entities controlled by the Company and its subsidiaries for the year ended 31 December 2020. The consolidated financial statements of subsidiaries have the same reporting period and use accounting policies that are consistent with the Company. All intragroup balances and transactions, including unrealized profits arising from intragroup transactions have been eliminated in full.

The consolidated financial statements of subsidiaries (as presented in Note 1) were consolidated into the financial statements of the Company under the full consolidation method starting from the date the Company has control. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of a subsidiary so as to obtain benefits from its activities. Operating results of subsidiaries acquired or disposed of during the year are reasonably included in the consolidated statement of profit or loss and other comprehensive income from the effective date of acquisition or up to the effective date of disposal.

Non-controlling interests represent the profit or loss and the net assets of consolidated subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are separately presented in the consolidated statement of profit or loss and other comprehensive income and in the consolidated statement of financial position within equity, separately from the equity of the owners of the Company. Losses attributable to non-controlling interests are calculated on the basis of the proportion of ownership held by non-controlling shareholders, including the case of negative non-controlling interests. The difference between the amount at which the non-controlling interests are acquired and the fair value of the consideration paid is recognised directly in equity when the Company buys back non-controlling interests.

The reporting currency of Vientiane Investment and Development Company Limited is Laos Kip ("LAK"). For the purpose of consolidation under the equity method for investments in joint ventures, associates in the consolidated financial statements of the Company and its subsidiaries, those assets and liabilities shall be converted into Vietnam Dong at the exchange rate of the consolidated balance sheet date, capital account shall be converted into Vietnam Dong at the exchange rate of the transaction date, and consolidated income statements shall be translated at average exchange rates during the accounting period. Exchange differences arising from the conversion of the financial statements into Vietnam Dong are recognised in the 'Translation reserves' item in the consolidated statement of financial position.

3.3. Business combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits, respectively;

- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-Based Payments at the acquisition date; and

- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination.

Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39, or IAS 37 'Provisions, Contingent

Liabilities and Contingent Assets', as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3.4. Goodwill

Goodwill arising on an acquisition of a business is carried at historical cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Company's policy for goodwill arising on the acquisition of an associate is described below.

Goodwill is initially recognised and measured as set out above.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

3.5. Investments in associates

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Company's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Company's share of losses of an associate or a joint venture exceeds the Company's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Company's net investment in the associate or joint venture), the Company discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Company's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Company's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Company discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Company retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Company measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Company accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the

disposal of the related assets or liabilities, the Company reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Company continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no re-measurement to fair value upon such changes in ownership interests.

When the Company reduces its ownership interest in an associate or a joint venture but the Company continues to use the equity method, the Company reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Company, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Company's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Company.

3.6. Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Company accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses.

3.7. Revenue recognition

The Company recognises revenue from the following major sources:

- Sale of properties including residential apartment, condo-hotel, shop house, ocean villas and land use right;
- Rental income from leasing office, store and apartment;
- Rendering of services including hotels, entertainment areas and other services;
- Investment income including interest and dividend income;
- Sale of other goods.

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control of a product or service to a customer.

3.7.1. Sale of property

Sale of property is recognised in profit and loss when the control over the asset is transferred to the customer. The Board of Management also assesses whether the contractual term of agreement and legal regulations meet the criteria of sale recognition.

A property is also regarded as sold when the control of it has been transferred to the customer under those agreements which are under legal form of a lease.

As for the contract of property sales with multiple obligations, the Company recognizes revenue once the obligation satisfied and at the same time, defers the revenue relating obligations that will be performed in the future.

3.7.2. Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease except for contingent rental income which is recognised when it arises. Indirect costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

3.7.3. Rendering of services

Revenue from hotel and other relating services is recognised when the control of services is transferred to a customer.

3.7.4. Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.7.5. Dividend income

Income is recognized when the Company's and its subsidiaries' right to receive the payment is established, which generally when the shareholders approve the dividend.

3.7.6. Sale of other goods

Sale is recognized when the Company transfers control of a product to a customer, usually upon the delivery of the goods.

3.8. Contract costs

Costs to obtain a contract that would have been incurred irrespective of whether the contract was obtained are recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer irrespective of whether the contract is obtained.

The incremental costs of obtaining a contract with a customer are recognised as an asset if the entity expects to recover those costs. Those incremental costs are costs incurred to obtain a contract with a customer that would not have been incurred if the contract had not been obtained.

Contract costs are commission fee incurred when the contract for sales of properties was obtained, and will be recognized as selling expenses when control over properties is handed over to buyers and revenue is recognized.

3.9. Leases

The Company as lessor

The Company enters into lease agreements as a lessor with respect to some of its investment properties. The Company also rents equipment to retailers necessary for the presentation and customer fitting and testing of footwear and equipment manufactured by the Company.

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of IFRS 9, recognising an allowance for expected credit losses on the lease receivables.

Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortised cost (i.e. after a deduction of the loss allowance).

When a contract includes lease and non-lease components, the Company applies IFRS 15 to allocate the consideration under the contract to each component.

The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy (not part of this Appendix).

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in 'Other expenses' in profit or loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

The Company has not used this practical expedient. For a contracts that contain a lease component and one or more additional lease or non-lease components, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3.10. Foreign currencies

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the year in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity (attributed to non-controlling interests as appropriate).

3.11. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a subtantial period of time to get ready for their intended use or sale are added to cost of those assets until such time as the assets are subtaintially ready for their intended to use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the costs of those assets.

All other borrowing costs are recognised in profit or loss in the year in which they are incurred.

3.12. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's current tax is determined based on the tax rate in effect at the end of the year.

Deferred tax

Deferred tax is recognised on temporary differences between carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using balance sheet liability method. Deferred tax liabilities are generally recognised for all temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period, and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at tax rates expected to apply in the period in which the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume

substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The Board of Management of the Company reviewed the Company's investment property portfolios and concluded that none of the Company's investment properties relating to undeveloped freehold lands are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the Board of Management has determined that the 'sale' presumption set out in the amendments to IAS 12 is not rebutted.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levis by the same tax authority and the Company intends to pay current income tax on a net basis.

Current income taxes and deferred income taxes during the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.13. **Property, plant and equipment**

Land and buildings held for use in the production or supply of goods or services, generally the Company's hotel land and building, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each year.

Any revaluation increase arising on the revaluation of such land and buildings is recognised in other comprehensive income and accumulated in equity, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such land and buildings is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

Assets under construction include sites where new hotels are currently being developed and major development projects at hotels which are currently operational. These sites and the accumulated capital investment are recorded at fair value in the consolidated financial statements. Borrowing costs incurred in the construction of major assets which take a substantial period of time to complete are capitalised in the financial period in which they are incurred. Once construction is complete and the hotel is operating, the assets will be transferred to land and buildings at fair value. Depreciation will commence when the asset is available for use.

Depreciation on revalued buildings is recognised in profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings.

Other property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

Buildings and structures	03 to 50 years
Machinery and equipment	03 to 10 years
Motor vehicles	03 to 10 years
Office equipment	03 to 10 years
Others	03 to 10 years

Freehold land is not depreciated.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.14. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Company, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Property held under operating leases is classified and accounted for by the Company as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Land held for capital appreciation including the lands where no development activities have been carried out within the normal operating cycle. Such land is classified as investment property under construction.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment property is carried at fair value. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value. Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable. Investment properties under construction for which the fair value cannot be determined reliably, but for which the Company expects that the fair value of the property will be reliably determinable when the construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or the construction is completed - whichever is earlier.

It may sometimes be difficult to determine reliably the fair value of the investment property under construction. In order to evaluate whether the fair value of an investment property under construction can be determined reliably, management considers the following factors, among others:

- The provisions of the construction contract.
- The stage of completion.
- Whether the project/property is standard (typical for the market) or non-standard.
- The level of reliability of cash inflows after completion.
- The development risk specific to the property.
- Past experience with similar constructions.
- Status of construction permits.

Fair value is based on active market prices, adjusted, if necessary, for differences in the nature, location or condition of the specific asset. If this information is not available, the Company uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. Valuations are performed as of the financial position date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the consolidated financial statements.

The fair value of investment property reflects, among other things, rental income from current leases and other assumptions market participants would make when pricing the property under current market conditions.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.
Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the year in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal.

Where the Company disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in the consolidated statement of profit or loss and other comprehensive income within net gain from fair value adjustment on investment property.

Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year in which the property is derecognised.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

If an item of owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under IAS 16. Any resulting increase in the carrying amount of the property is recognised in profit or loss to the extent that it reverses a previous impairment loss, with any remaining increase recognised in other comprehensive income and increase directly to equity in revaluation surplus within equity. Any resulting decrease in the carrying amount of the property is initially charged in

other comprehensive income against any previously recognised revaluation surplus, with any remaining decrease charged to the consolidated statement of profit or loss and other comprehensive income.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

3.15. Fair value measurement of land and building and investment property

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value, the Company takes into account the characteristics of the asset if market participants would take those characteristics into account when pricing the asset at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

For financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurement are observable and the significance of the inputs to the fair value measurement in its entity, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets and liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset and liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.16. Intangible assets

Intangible assets represent the value of computer software and other fixed assets.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised on a straight-line basis over their estimated useful lives as below:

Computer software	03 to 08 years

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimates being accounted for on a prospective basis. The Company does not amortise long-term land use rights.

3.17. Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

When it is not possible to estimate the recoverable amount of each individual asset, the Company estimates recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise, they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3.18. Inventories

3.18.1. Inventory property

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost and net realisable value. Cost includes:

- Freehold and leasehold rights for land;
- Amounts paid to contractors for construction;
- Borrowing costs, planning and design costs, costs of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Net realisable value is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date and discounted for the time value of money if material, less costs to completion and the estimated costs of sale.

The cost of inventory recognised in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

3.18.2. Other inventories

Inventories are carried at the lower of cost incurred in bringing each product to its present location and condition and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of the business less the estimated costs to complete and the estimated costs necessary to make the sale.

The costs of materials, tools, supplies and goods comprise their purchase prices and other related costs and are calculated using the weighted average method.

The costs of construction materials comprise the purchase prices and other related costs, and are calculated using the specific identification method.

3.19. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account risk and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits are made for a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

Restructurings

A restructuring provision is recognised when the Company has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Warranties

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the Board of Management's best estimate of the expenditure required to settle the Company's obligation.

Contingent liabilities acquired in a business combination

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with IAS 37 and the amount initially recognised less cumulative amortisation recognised in accordance with IFRS 15.

3.20. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual terms of the financial instrument.

Financial assets and financial liabilities are recognised initially at fair value. Transaction costs directly attributable to the acquisition or issue of financial assets and financial liabilities (except for financial assets and financial liabilities recognised at fair value through profit or loss) recorded increases or decreases in the fair value of financial assets or financial liabilities at initial recognition. Transaction costs directly attributable to the acquisition or issuance of financial assets or financial liabilities recognised at fair value through profit or loss are recognised immediately in the consolidated statement of profit or loss.

3.20.1. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractualcash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at FVTPL.

Despite the aforegoing, the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Company may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteriaas measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Company recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition.

The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the 'Investment income' line item.

Impairment of financial assets

The Company always recognises lifetime expected credit losses (ECL) for trade receivables, and contract costs. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forwardlooking information considered includes the future prospects of the industries in which the Company's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Company's core operations, namely the leisure goods and electronic equipment market, the residential properties construction industry and the IT software business.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 06 months past due, unless the Company has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Company considers a financial asset to have low credit risk when it has an internal or external credit rating of investment grade' as per globally understood definition.

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collaterals held by the Company).

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 03 years past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

a) significant financial difficulty of the issuer or the borrower;
b) a breach of contract, such as a default or past due event;
c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Company writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above.

As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Company's trade and other receivables, finance lease receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors;
- Nature of collaterals for finance lease receivables; and
- External credit ratings where available.

The Company is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

If the Company has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Company measures the loss allowance at an amount equal to 12m ECL at the current reporting date.

The Company recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the consolidated statement of financial position.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained

interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

3.20.2. *Financial liabilities and equity instruments*

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3.20.3. *Financial liabilities*

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is 1) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, 2) held for trading, or 3) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Company is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities and is included in the 'other gains and losses' line item.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the

expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies.

Commitments to provide a loan at a below-market interest rate

Commitments to provide a loan at a below-market interest rate are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'other gains and losses' line item in profit or loss for financial liabilities that are not part of a designated hedging relationship.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship regarding the recognition of exchange differences where the foreign currency risk component of a financial liability is designated as a hedging instrument for a hedge of foreign currency risk.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3.21. Tenant deposits

Tenant deposit liabilities are initially recognised at fair value and subsequently measured at amortised cost when material. Any difference between the initial fair value and the nominal amount is included as a component of operating lease income and recognised on a straight-line basis over the lease term.

3.22. Cash and cash equivalents

Cash and cash equivalents as referred to in the consolidated statement of cash flows comprise cash on hand, demand deposits and short-term investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, the Board of Management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future periods if the revision affects both current and future years.

4.1 Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see Note 4.2 below), that the Board of Management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

4.1.1. Going concern

The Company's Board of Management has assessed the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, the Board of Management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

4.1.2. Identifying whether a contract (or part of a contract) includes a lease

The Company assesses a contract that is or contains a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the lessee has both the right to direct the identified asset's use and to obtain substantially all the economic benefits from that use.

4.1.3. Classification of properties

The Company determines whether a property is classified as an investment property, or property, plant and equipment or inventory property by analyzing whether:

- Property, plant and equipment comprises land and buildings that are held for use in the production or supply of goods or services, or for administrative purposes.

- Inventory property comprises properties that are held for sale in the ordinary course of business. Principally, these are residential and commercial properties that the Company develops and intends to sell before or on completion of construction.

- Investment property comprises properties held for long-term rental yields or for capital appreciation or both, and not occupied by the companies in the consolidated Group (including property under construction or development for such purposes).

4.1.4. Land use rights have not been developed

For the land areas the Company has certificates of land use right and approved master plan of 1/500 or development plan, the classification judgement is made based on principle stated at **4.1.3**.

For the land areas the Company has certificates of land use right and approved master plan of 1/2000 but has not yet determined development activities with normal operating cycle and consider as held for capital appreciation, they are classified as investment property.

If the fair value of those properties cannot reliably be determined at this stage, this property has thus been measured at cost.

4.1.5 Judgements in determining the timing of satisfaction of performance obligations

The Board of Management of the Company has assessed that revenue from sales of real estates are recognised at a point in time as control of real estates is passed to customers because none of the following criteria is met:

i) the customer simultaneously receives and consumes all of the benefits provided by the entity as the entity performs;
ii) the entity's performance creates or enhances an asset that the customer controls as the asset is created;
iii) or the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Factors that may indicate the point in time at which control passes include, but are not limited to: the Company has a present right to payment for the asset; the customer has legal title to the asset; the entity has transferred physical possession of the asset; the customer has the significant risks and rewards related to the ownership of the asset; and the customer has accepted the asset.

4.2. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4.2.1. Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, change in tax law and the amount and timing of future taxable income. Given the wide range of business relationship and long-term nature and complexity of contractual agreements, difference arising between actual results and the assumption made, or future change to such assumptions, could necessitate future adjustment to tax income and expense already recorded. The Company and its subsidiaries establish provisions, based on reasonable estimates, for possible consequence of audit by the tax authorities. The amount of such provision is based on various factor, such as experience of previous tax audits and differing interpretations of tax regulations by taxable entity and the responsible tax authorities. Such differences of interpretation may arise on a wide variety of issue depending on the condition prevailing in respective tax jurisdictions. No significant provisions have been made in the consolidated financial statements for the year ended.

4.2.2. Net realisable value for inventory

Inventory is stated at the lower of cost and net realisable value (NRV).

NRV for completed inventory property is assessed with reference to market conditions and prices existing at the reporting date and is determined by the Company having taken suitable external advice and in the light of recent market transactions.

NRV in respect of inventory property under construction is assessed with reference to market prices existing at the reporting date for similar completed property, less estimated costs to complete construction and less an estimate of the time value of money to the date of completion.

4.2.3. Valuation of property

The fair value of property is determined by independent real estate valuation experts using internationally-recognised valuation techniques. These techniques comprise the Discounted Cash Flow Analysis (for investment properties in operation) and the Adjusted Direct Comparison Approach (for undeveloped land).

Property under construction is also valued at fair value as determined by independent real estate valuation experts, except if such values cannot be reliably determined. In the exceptional cases when a fair value cannot be reliably determined, such properties are recorded at cost. The fair value of property under construction is determined using the Discounted Cash Flow Approach.

The determination of the fair value of property requires the use of estimates such as future cash flows from assets (such as lettings, tenants' profiles, future revenue streams, capital values of fixtures and fittings, plant and machinery, any environmental matters and the overall repair and condition of the property) and discount rates applicable to those assets. In addition, development risks (such as construction and letting risks) are also taken into consideration when determining the fair value of properties under construction. Future revenue streams, inter alia, comprise contracted rent (passing rent) and estimated rental income (ERV) after the contract period. In estimating ERV, the potential impact of future lease incentives to be granted to secure new contracts is taken into consideration. All these estimates are based on local market conditions existing at the reporting date.

There is a certain degree of volatility in the commercial real estate market in Vietnam. Therefore, in arriving at their estimates of market values as at 31 December 2020, 31 December 2019, the valuers used their market knowledge and professional judgement and did not rely solely on historical market transaction

comparable. In these circumstances, there exists a greater degree of uncertainty than which exists in a more active market in estimating the market values of property.

These estimated fair value values may differ from the prices at which the the Company and its subsidiaries' properties could be sold at a particular time, since actual selling prices are negotiated between willing buyers and sellers. Also, certain estimates require an assessment of factors not within the directors' control, such as overall market conditions. As a result, actual results of operations and realisation of these properties could differ from the estimates set forth in these financial statements, and the difference could be significant.

Further details of the judgements and assumption made are set out in Note 13 and Note 15.

Techniques used for valuing property

The Income Capitalisation Approach considers income and expense data relating to the property being valued and estimates value through a capitalisation process. Capitalisation relates income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships, known as capitalisation rates, yield or discount rates reflecting measures of return on investment, or both.

The Discounted Cash Flow Approach involves the projection of a series of periodic cash flows either to an operating property or a development property. To this projected cash flow series, as appropriate, market derived discount rate is applied to establish an indication of the present value of the income stream associated with the property. The calculated periodic cash flow is typically estimated as gross rental income less vacancy and collection losses and less operating expenses/outgoings. A series of periodic net operating incomes, along with an estimate of the reversion/terminal/exit value (which uses the traditional valuation approach) anticipated at the end of the projection period, are discounted to present value. The aggregate of the net present values equals the market value of the property.

The Direct Comparison Approach considers the sales of similar substitute properties and related market data, and establishes a value estimate by processes involving comparison. In general, a property being valued, is compared with sales of similar properties that have been offered/transacted in the market based on a $/sqm of improved are (NLA). Listings and offerings may also be considered.

As a result, actual results of operations and realisation of these properties could differ from the estimates set forth in these consolidated financial statements, and the difference could be significant. The Company's valuation policies and procedures are disclosed in Notes 3, 13 and 14.

4.2.4. *Impairment losses on trade receivables and contract costs*

The Company reviews its receivables and contract costs to assess impairment losses at the reporting date. To determine whether an impairment loss should be recorded in profit or loss, the Company takes into consideration both quantitative and qualitative factors. The methodology and assumptions used are reviewed regularly to reduce any differences between estimates and actual loss experience.

4.2.5. *Impairment of investments in associates*

The Board of Management has evaluated whether there is any indication of impairment by considering both internal and external sources of information and believes that all the impairments of investments in associates and jointly-controlled entities have been reflected.

4.2.6 Impairment of land and hotel buildings

Impairment exists when the carrying value of land and hotel buildings exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of the asset disposal. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for remaining useful lives of hotel buildings excluding restructuring activities that the Company has not yet committed to or significant future investments that will enhance the performance of the hotel buildings being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the impaired hotel, including a sensitivity analysis, are disclosed and further explained in Note 13.

4.2.7 Assessment of whether a right-of-use asset is impaired

Under IFRS 16, these right-of-use assets will be subject to the impairment requirements of IAS 36.

Similar to non-financial assets, a right-of-use asset will only be tested for impairment when impairment indicators exist. If impairment indicators exist, the Company must determine whether the right-of-use asset can be tested on a stand-alone basis or whether it will have to be tested at a cash-generating unit level. This will depend on whether the right-of-use asset generates largely independent cash inflows from other assets or groups of assets.

While there may be instances where leased assets generate largely independent cash inflows, an example would be a leased condotel, many leased assets will be used by the Company as an input in its main operating activities whether these are service-providing or production-of-goods related. It is therefore likely that many right-of-use assets will be assessed for impairment at a cash-generating unit level rather than at an individual asset level.

Even if there are no impairment indicators at the right-of-use asset level or the respective cash-generating unit level, right-of-use assets will impact the annual goodwill impairment test by increasing the carrying amount of the cash-generating unit, or group of cash-generating units, at which goodwill is assessed for impairment.

4.2.8 Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit that is in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds are necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when lease's term does not exactly match with recent borrowings). The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit worthiness).

5. TAKING CONTROL OVER SUBSIDIARY

On 31 December 2020, the Company has officially acquired 51% of shares in Green Town Vietnam Joint Stock Company with the total consideration of VND 110 billion and took control over Green Town Vietnam Joint Stock Company.

The fair value of net assets and goodwill resulted from this acquisition are as below:

	VND
Total assets	**110,000,000,000**
- Cash at bank	*9,456,161,375*
- Other short term receivables and other assets	*100,543,838,625*
Total liabilities	-
Net assets	**110,000,000,000**
Total consideration	**110,000,000,000**
Fair value of net assets acquired (51% of total net assets)	56,100,000,000
Goodwill	**53,900,000,000**

6. REVENUE

	2020 VND	2019 VND
Revenue from the sale of goods and the rendering of services		
Sale of real estates	5,108,870,897,977	4,009,432,889,584
Hospitality services	314,413,359,371	695,149,327,426
Apartment and office rental	175,118,847,690	155,022,355,350
Shopping mall rentals	38,413,428,071	55,820,903,809
Construction materials trading	40,951,566,036	45,025,529,507
Syrena cruise ship services	4,922,753,225	25,502,439,999
Other goods and services	115,143,973,992	59,107,848,430
	5,797,834,826,362	**5,045,061,294,105**
Sale deductions		
Discounts	64,577,299,943	4,174,435,745
Sale returns	37,076,323,090	15,406,786,671
	101,653,623,033	**19,581,222,416**
	5,696,181,203,329	**5,025,480,071,689**
In which:		
Revenue from related parties (Note 32)	34,931,241,889	30,751,312,597

7. COST OF SALES

	2020	2019
	VND	VND
Sale of real estates	2,239,673,315,758	1,792,432,627,216
Hospitality services	443,075,594,903	576,140,866,524
Apartment and office rental	68,425,470,269	53,142,280,876
Shopping mall rental	12,644,122,047	16,549,254,028
Construction materials trading	36,419,603,522	40,469,635,768
Syrena cruise ship services	12,307,574,742	26,121,874,985
Other goods and services	73,652,262,280	75,275,667,471
	2,886,197,943,521	**2,580,132,206,868**

8. FINANCIAL INCOME AND FINANCIAL COSTS

	2020	2019
	VND	VND
Financial income		
Interests on loans and deposits	175,057,239,124	107,904,522,970
Other financial income	150,128,137	1,595,651,389
	175,207,367,261	**109,500,174,359**
In which:		
Financial income from related parties (Note 32)	103,532,296,133	79,997,621,443
Financial costs		
Borrowing expenses	194,961,231,429	201,151,731,725
Interest expense on lease liabilities	67,247,114,493	55,557,514,740
Loss on exchange rate difference	31,593,009,152	17,681,448,667
Cash discount	19,726,733,630	2,421,272,239
Other financial expenses	1,856,053	-
	313,529,944,757	**276,811,967,371**

9. SELLING EXPENSES, GENERAL AND ADMINISTRATIVE EXPENSES

	2020	2019
	VND	VND
Selling expenses		
Salary expenses	20,185,554,790	35,308,707,719
Out-sourced services	459,762,396,744	332,880,543,624
Others	35,772,583,177	50,082,333,824
	515,720,534,711	**418,271,585,167**
General and administrative expenses		
Salary expenses for management staff	160,708,915,890	205,185,971,088
Office supplies	31,807,565,635	2,620,996,492
Out-sourced services	128,865,802,355	185,704,404,056
Others	66,224,842,598	135,384,250,854
	387,607,126,478	**528,895,622,490**

10. CORPORATE INCOME TAX

The Company is obliged to pay corporate income tax at the rate of 20% of its taxable income.

Corporate income tax expense (CIT) for the year is as follows:

	2020	2019
	VND	VND
Current tax	566,742,488,243	400,753,872,662
Deferred tax	(60,019,901,774)	56,547,396,173
	506,722,586,469	**457,301,268,835**

The Company's tax returns are subject to the examination by the tax authorities. Because the application of tax laws and regulations for many types of transactions is susceptible to various interpretations, amounts reported in the consolidated financial statements could be changed upon final decisions by the tax authorities.

10.1 Current corporate income tax

Current tax expense

The current corporate income tax expense for the year was calculated as follows:

	2020	2019
	VND	VND
Profit before tax	**2,036,210,377,182**	**1,957,645,553,049**
Adjustments		
Less:	(47,040,494,254)	(1,912,871,019)
- Loss carried forward	*(14,412,000,674)*	*(586,600,353)*
- Other adjustment	*(32,628,493,580)*	*(1,326,270,666)*
Add back:	355,687,263,627	269,547,376,388
- Adjustments in consolidation and other taxable income	*315,010,656,510*	*262,650,240,418*
- Non-deductible expenses	*40,676,607,117*	*6,897,135,970*
Interest expenses from lease liabilities	67,247,114,493	55,557,514,740
Gains on remeasurement of investment property	(157,266,440,142)	(1,216,448,660,755)
Marketing expensed off	118,739,098,455	(2,444,209,169)
Tools expensed off	41,340,498,108	1,787,899,316
Interest income on non-market loans	(99,238,372,588)	(74,654,387,361)
(Reversal of Impairment)/ Impairment losses	(70,854,176,473)	604,029,536,069
Others	-	15,926,746,168
Taxable profit in the year	**2,244,824,868,408**	**1,609,034,497,426**
- (Loss)	*(457,293,473,133)*	*(413,034,910,455)*
- Taxable profit at tax rate of 20%	2,684,885,825,196	*2,003,283,442,368*
- Tax-exempt income (i)	*17,232,516,345*	*18,785,965,513*
Corporate income tax expense based on taxable profit in the year	**536,977,165,040**	**400,656,688,474**
- Tax Incentives	(3,913,193,473)	-
- Adjustment of corporate income tax expenses of previous year	33,678,516,676	-
Total current corporate income tax	**566,742,488,243**	**400,753,872,662**

(i) For BIM concrete products and construction materials trading Project, the Company is entitled to the incentive tax rate of 10% within 15 years; tax exemption for the first 04 years and a reduction of 50% in the next 09 years, applied continuously from the first year the Company has taxable income. Year 2020 is the forth year the Company is entitled to incentive tax rate.

Corporate income tax payables

	2020	2019
	VND	VND
Opening balance of CIT payables	**243,796,123,525**	**131,832,091,114**
CIT expense	566,742,488,243	400,753,872,662
Paid	(521,661,282,380)	(283,720,596,571)
Others	3,309,450,470	(5,069,243,680)
Closing balance of CIT payables	**292,186,779,858**	**243,796,123,525**

10.2 Deferred corporate income tax

The following are the major deferred tax liabilities and assets recognised by the Company, and the movement thereon, during the year:

	Valuation gain on investment property	Revaluation of PPE	Prepayment expensed off	Leasing	Others	Total
	VND	VND	VND	VND	VND	VND
At 31 December 2019	(4,111,283,808,434)	7,691,982,109	58,054,503,331	18,638,922,571	122,468,629,189	(3,904,429,771,234)
Charge to OCI	-	(26,978,323,614)	-	-	-	(26,978,323,614)
Charge (Credit) to PL	35,873,144,320	(17,370,876,389)	32,015,919,312	9,101,388,280	400,326,251	60,019,901,774
At 31 December 2020	(4,075,410,664,114)	(36,657,217,894)	90,070,422,643	27,740,310,851	122,868,955,440	(3,871,388,193,074)

Reconciliation of net deferred tax liabilitities is as follows:

	31/12/2019	Charge to OCI	Charge (Credit) to PL	31/12/2020
	VND	VND	VND	VND
Deferred tax assets	337,120,792,746	-	21,257,816,739	358,378,609,485
Deferred tax liabilities	(4,241,550,563,980)	(26,978,323,614)	38,762,085,035	(4,229,766,802,559)
	(3,904,429,771,234)	(26,978,323,614)	60,019,901,774	(3,871,388,193,074)

11. EARNINGS PER SHARE AND DIVIDEND PER SHARE

11.1 Earnings per share

	2020	2019
	VND	VND
Profit after corporate income tax (VND)	1,513,714,702,269	1,465,705,354,776
Weighted average number of ordinary shares in circulation in the year (share)	300,000,000	300,000,000
Basic profit per share (VND/share)	**5,046**	**4,886**

Details of weighted average number of ordinary shares incirculation for the year are as follows:

	31/12/2020	31/12/2019
	Share	Share
Ordinary shares weighted issued at the beginning of the year	300,000,000	300,000,000
Weighted average number of ordinary shares in circulation in the year	**300,000,000**	**300,000,000**

11.2 Dividend pershare

	2020	2019
	VND	VND
Dividend declared during the year	800,000,000,000	800,000,000,000
In which:		
- Dividend (*)	*800,000,000,000*	*800,000,000,000*
Number of shares	300,000,000	300,000,000
Dividend per share	**2,667**	**2,667**

(*) In the previous year, the dividend to the Bim Group Limited Company had been off set with other receivables from Bim Group Company Limited Company.

12. INTANGIBLE ASSETS

	Software	Others	Total
	VND	VND	VND
Cost			
At 31 December 2019	19,942,677,157	18,460,269,015	38,402,946,172
Purchases	-	294,706,545	294,706,545
Change of foreign exchange rate	(1,126,876,509)	-	(1,126,876,509)
At 31 December 2020	18,815,800,648	18,754,975,560	37,570,776,208
Amortization and impairment			
At 31 December 2019	7,824,342,992	3,706,238,001	11,530,580,993
Amortization for the year	2,050,221,195	1,547,629,275	3,597,850,470
Change of foreign exchange	(369,412,018)	-	(369,412,018)
At 31 December 2020	9,505,152,169	5,253,867,276	14,759,019,445
Carrying amount			
At 31 December 2019	12,118,334,165	14,754,031,014	26,872,365,179
At 31 December 2020	9,310,648,479	13,501,108,284	22,811,756,763

13. PROPERTY, PLANT AND EQUIPMENT

	Lands and hotel building	Land and hotel buildings under construction	Office buildings	Machinery and equipment	Motor vehicles	Office equipment	Others	Total
	VND	VND	VND	VND	VND	VND	VND	VND
Cost or revaluation (*)								
At 31 December 2019	2,608,590,377,935	1,078,752,868,761	328,315,959,460	821,815,587,462	169,016,479,825	17,298,532,096	82,956,477,671	5,106,746,283,210
Purchases	2,388,026,018	230,220,037,359	18,610,756,414	252,695,099,399	2,762,125,581	1,344,053,954	6,957,814,171	514,977,912,916
Disposals	-	-	-	(6,806,670,102)	(913,860,000)	-	(102,549,091)	(7,823,079,193)
Decrease after finalization	(120,467,247,436)	-	-	(37,790,455,148)	-	-	(63,636,363)	(158,321,338,947)
Revaluation increase/decrease	104,476,829,690	30,414,788,385	-	-	-	-	-	134,891,618,075
Transfer of accumulated depreciation	(61,356,367,986)	-	-	-	-	-	-	(61,356,367,986)
Effect of foreign currency exchange differences	(61,291,488,328)	-	-	(9,126,827,787)	(674,891,809)	-	(1,364,168,768)	(72,458,376,692)
Reclassification	-	(40,054,917,571)	-	-	-	-	40,054,917,571	-
Others	(686,711,998)	(2,067,831,025)	-	(139,993,580)	-	-	(3,861,373,210)	(6,755,909,813)
At 31 December 2020	2,471,652,417,915	1,297,264,945,909	346,926,715,874	1,020,646,740,244	170,189,853,597	18,642,586,050	124,577,481,981	5,449,900,741,570

(*) Revaluation model is applied for lands and hotel buildings in operation or under construction. Undeveloped lands and other properties, plant and equipment are measured and recognised at cost as the estimation of their fair values is not reliable.

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Lands and hotel building	Land and hotel buildings under construction	Office buildings	Machinery and equipment	Motor vehicles	Office equipment	Others	Total
	VND	VND	VND	VND	VND	VND	VND	VND
Accumulated depreciation and impairment								
At 31 December 2019	**602,724,925,328**	-	**15,441,966,108**	**229,857,883,948**	**81,967,033,783**	**8,398,862,274**	**72,043,271,614**	**1,010,033,943,055**
Depreciation for the year	47,852,586,129	-	9,385,166,477	56,068,569,522	19,345,102,571	1,831,014,487	4,000,705,193	138,523,564,379
Disposals	-	-	-	(5,546,021,058)	(783,127,250)	-	(102,549,081)	(6,431,697,389)
Decrease after finalization	-	-	(2,343,086,098)	(2,048,402,457)	-	-	(15,909,802)	(4,407,398,357)
Eliminated on revaluation	(61,356,367,986)	-	-	-	-	-	-	(61,356,367,986)
Impairment losses recovered in profit or loss	(83,296,182,694)	-	-	-	-	-	-	(83,296,182,694)
Effect of foreign currency exchange differences	(2,179,687,908)	-	-	(7,289,667,127)	(444,063,578)	-	(1,223,228,182)	(11,136,646,795)
Others	-	-	(2,364,635,518)	(136,705,103)	-	-	(2,105,324,365)	(4,606,664,986)
At 31 December 2020	**503,785,672,869**	-	**20,119,410,969**	**270,505,657,725**	**100,084,945,526**	**10,229,896,761**	**72,596,965,367**	**977,322,549,217**
Carrying amount								
At 31 December 2019	**2,005,863,452,607**	**1,078,752,866,761**	**312,873,991,352**	**592,357,703,514**	**87,049,446,042**	**8,899,669,822**	**10,913,206,057**	**4,096,712,340,155**
At 31 December 2020	**1,967,866,745,046**	**1,297,264,945,909**	**326,807,304,905**	**750,141,082,519**	**70,104,908,071**	**8,412,689,289**	**51,980,516,614**	**4,472,578,192,353**

13.1 Fair value measurement of the Company's lands and hotel buildings in operation and under construction

The Company's lands and buildings and assets under construction are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The accumulated amount at the date of revaluation is eliminated against gross carrying amount. Details of fair value and historical net carrying amount of lands and buildings and assets under construction are as follows:

Properties	Measurement	31/12/2020	31/12/2019
		VND	VND
Lands and hotel buildings in operation			
Ha Long Plaza	Historical cost less accumulated depreciation	5,055,649,943	6,707,001,217
(Quang Ninh, Vietnam)	Fair value (i)	195,797,500,000	212,149,800,000
	Revaluation surplus	190,741,850,057	205,442,798,783
Intercontinental	Historical cost less accumulated depreciation (ii)	1,496,778,653,145	1,650,674,520,774
(Phu Quoc, Vietnam)	Fair value	992,992,980,275	1,057,347,227,072
	(Impairment)	(503,785,672,870)	(593,327,293,702)
Crowne Plaza	Historical cost less accumulated depreciation	616,215,063,334	688,284,156,837
(Vientiane, Laos)	Fair value (iii)	723,307,971,234	678,886,525,211
	Revaluation surplus/(Impairment)	107,092,907,900	(9,397,631,626)
Club House	Historical cost less accumulated depreciation	55,768,293,536	57,481,900,324
(Quang Ninh, Vietnam)	Fair value (iv)	55,768,293,536	57,481,900,324
	Revaluation surplus/(Impairment)	-	-
Total (i)+(ii)+(iii)+(iv)		**2,471,652,417,915**	**2,608,590,377,935**

13.1 Fair value measurement of the Company's lands and hotel buildings in operation and under construction (Continued)

Properties	Measurement	31/12/2020	31/12/2019
Lands and hotel buildings under construction			
Regent (Phu Quoc, Vietnam)	Cost (net carrying amount)	426,593,209,493	287,196,122,942
	Fair value (a)	574,417,565,107	350,639,039,181
	Revaluation surplus	147,824,355,614	63,442,916,239
Undeveloped freehold land for PPE (Quang Ninh, Vietnam)	Cost (b)	2,091,830,400	2,091,830,400
	Fair value	(*)	(*)
	Revaluation surplus	(*)	(*)
Bai Truong Complex (Quang Ninh, Vietnam)	Cost (b)	328,153,237,601	311,255,547,762
	Fair value	(*)	(*)
	Revaluation surplus	(*)	(*)
Water Park (Phu Quoc, Vietnam)	Cost (b)	57,623,645,728	23,439,533,848
	Fair value	(*)	(*)
	Revaluation surplus	(*)	(*)
Holiday Inns (Vientiane, Laos)	Cost	93,566,018,301	55,892,700,238
	Fair value (b)	334,978,667,073	351,272,000,000
	Revaluation surplus	241,412,648,772	295,379,299,762
Others (Vietnam)	Cost (b)	-	40,054,917,570
	Fair value	-	(*)
	Revaluation surplus	-	(*)
Total (a)+(b)		**1,297,264,945,909**	**1,078,752,868,761**

(*) Recognised at cost as the estimation of fair value is not reliable.

13.1 Fair value measurement of the Company's lands and hotel buildings in operation and under construction (Continued)

The Company's land and buildings are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair value measurements of the Company's lands and building assets under construction as at 31 December 2020, were performed by Colliers International Vietnam, independent valuers not related to the Company. They have appropriate expertise, relevant experience and proper qualification to perform valuation of the above-mentioned properties.

The fair value of the properties was determined based on discounted cashflow model. There has been no change to the valuation technique during the years. All of the Company's lands and buildings and assets under construction are classified into Level 3 of the fair value hierarchy at the end of the year.

13.1 Fair value measurement of the Company's lands and hotel buildings in operation and under construction (Continued)

The significant assumptions made relating to valuations are set out below:

PPE	Valuer	Valuation technique	Significant unobservable input	Range 31/12/2020	Range 31/12/2019
Intercontinental	Colliers	Discounted cashflow	Discount rate	12%	12%
			Long-term occupancy rate	72%	75%
			Average Daily Rate per room (including service charge) (VND)	2,896,651	3,466,500
			Rental growth	3%	3%
Regent	Colliers	Discounted cashflow	Discount rate	13%	13%
			Long-term occupancy rate	72%	72%
			Average Daily Rate per room (including service charge) (VND)	4,330,580	5,430,850
			Rental growth	3%	3%
Ha Long Plaza	Colliers	Discounted cashflow	Discount rate	12%	12%
			Long-term occupancy rate	65%	65%
			Average Daily Rate per room (including service charge) (VND)	875,330	936,648
			Rental growth	3%	5%
Crowne Plaza	Colliers	Discounted cashflow	Discount rate	12%	12%
			Long-term occupancy rate	85%	85%
			Average Daily Rate per room (including service charge) (VND)	1,842,800	1,895,020
			Rental growth	3%	3%
Holiday Inns	Colliers	Discounted cashflow	Discount rate	13%	13%
			Long-term occupancy rate	85%	85%
			Average Daily Rate per room (including service charge) (VND)	1,727,625	1,733,250
			Rental growth	3%	3%
Club House	The Company	Discounted cashflow	Discount rate	12%	12%
			Long-term occupancy rate	70%	70%
			Average Daily Rate per room (including service charge) (VND)	814,747	817,400
			Rental growth	4%	4%

13.2 Sensitivity analysis

The table below presents the sensitivity of the valuations to changes in the most significant assumptions underlying the valuations.

Scenario	PPE	Change of fair value as at 31/12/2020	31/12/2019
Increase of 1% of discount rate	Intercontinental	(131,299,500,000)	(128,461,861,612)
	Regent	(128,708,886,125)	(74,601,680,369)
	Ha Long Plaza	(14,920,404,287)	(16,527,281,619)
	Crowne Plaza	(58,557,792,711)	(25,066,360,547)
	Holiday Inns	(36,856,000,000)	(69,866,463,517)
	Club House	(5,792,999,366)	(5,811,860,879)
Decrease of 10% in occupancy rate	Intercontinental	(170,459,000,000)	(175,955,798,251)
	Regent	(82,129,354,274)	(75,870,533,906)
	Ha Long Plaza	(28,349,324,754)	(28,271,266,331)
	Crowne Plaza	(85,744,382,899)	(23,624,480,116)
	Holiday Inns	(27,642,000,000)	(71,987,771,751)
	Club House	(6,402,919,416)	(6,423,766,777)
Decrease of 5% in rental price	Intercontinental	(73,712,000,000)	(75,498,014,683)
	Regent	(34,545,304,036)	(36,615,307,015)
	Ha Long Plaza	(9,795,917,482)	(10,682,059,191)
	Crowne Plaza	(37,716,935,610)	(10,040,404,049)
	Holiday Inns	(13,821,000,000)	(36,303,251,013)
	Club House	(2,398,732,833)	(2,406,542,903)
Decrease of 1% in rental price growth	Intercontinental	(82,926,000,000)	(89,663,890,387)
	Regent	(38,873,171,620)	(43,481,389,939)
	Ha Long Plaza	(9,347,064,090)	(10,416,315,507)
	Crowne Plaza	(44,474,500,517)	(23,919,622,361)
	Holiday Inns	(18,428,000,000)	(40,402,459,020)
	Club House	(4,510,939,711)	(4,525,626,947)

13.3 Impairment review result

As at 31 December 2020, the review led to the recognition of an accumulated impairment amount of VND 503 billion on Intercontinental Phu Quoc – a hotel in operation of Syrena Phu Quoc Joint Stock Company. Accordingly, a reversal of impairment loss is charged to profit and loss for the year 2020.

13.4 Assets pledged as security

As at 31 December 2020, land and hotel building of Intercontinental Phu Quoc Hotel with a carrying amount of VND 992,992 million and land and hotel building of Crowne Plaza Hotel with the fair value of VND 723,307 million have currently been pledged to secure borrowings of the Company (Note 23). In addition, the undeveloped freehold land in Quang Ninh with a carrying amount of VND 2,091 million has currently been pledged to secure borrowings of the Company (Note 23) and other companies under common control (Note 33).

Furthermore, the cost of lands and hotel buildings under construction of Bai Truong Tourism Complex Project with the total value of VND 328,153 million was pledged to secure bank loans of the Company (Note 23).

Capital commitments related to the implementation of the construction project for operating purpose are presented in Note 30.

14. RIGHT-OF-USE ASSETS

	Land use rights	Condotel	Total
RIGHT OF USE			
As at 31/12/2019	160,721,767,205	407,125,971,448	567,847,738,653
As at 31/12/2020	160,721,767,205	407,125,971,448	567,847,738,653
ACCUMULATED DEPRECIATION AND IMPAIRMENT			
As at 31/12/2019	3,438,558,176	111,317,971,448	114,756,529,624
Depreciation	3,438,558,174	45,236,219,051	48,674,777,225
Impairment losses	-	12,442,006,221	12,442,006,221
As at 31/12/2020	6,877,116,350	168,996,196,720	175,873,313,070
CARRYING AMOUNT			
As at 31/12/2019	157,283,209,029	295,808,000,000	453,091,209,029
As at 31/12/2020	153,844,650,855	238,129,774,728	391,974,425,583

15. INVESTMENT PROPERTIES

	31/12/2020	31/12/2019
	VND	VND
In operation	**1,673,075,431,481**	**1,702,262,101,430**
Fraser Suites - Hanoi, Vietnam	1,293,503,165,085	1,296,471,000,000
Marine Plaza - Quang Ninh, Vietnam	184,280,000,000	196,435,000,000
Royal Square - Vientiane, Laos	195,292,266,396	209,356,101,430
Under construction	**547,381,772,050**	**332,602,423,517**
Holiday Inn - Vientiane, Laos	175,627,672,976	120,172,000,000
Fraser Suites 2 - Hanoi, Vietnam	371,754,099,074	212,430,423,517
Undeveloped freehold land - Hung Thang Tourism and New Urban Area, Ha Long City, Vietnam	**15,283,470,963,408**	**16,983,119,788,821**
Peninsula 1	5,549,360,790,510	6,493,720,356,118
Peninsula 2	5,493,632,491,602	5,511,446,279,918
Peninsula 3	1,183,313,754,798	1,187,160,214,694
Polygon 4	3,057,163,926,498	3,790,792,938,090
Others - Ha Long City, Vietnam	**16,199,398,868**	**14,992,649,350**
Shophouse for lease	1,024,819,118	599,782,935
Greenbay - Apartment for lease	13,774,579,750	14,392,866,415
Others	1,400,000,000	-
	17,520,127,565,807	**19,032,976,963,118**

Undeveloped freehold land at Hung Thang Tourism and New Urban Area, Ha Long City are the vacant land areas that the Company has certificates of land use rights and approved master plan of 1/2000 but has not yet determined development activities within normal operating cycle and considered as held for capital appreciation. These lands are classified as investment property. These lands are not eligible to transfer unless the infrastructure and landscaping required under master plan 1/500 are completed and approved by the relevant authorities. The Board of Management believes that there is no issue to complete master plan 1/500 for each project in future. Details are as follows:

- Undeveloped freehold land located at Peninsula 1 owned by Ha Long Production Development and Investment Company Limited has a total area of 77,597 square meter;
- Undeveloped freehold land located at Peninsula 2 owned by Ha Long Production Development and Investment Company Limited has a total area of 56,601 square meter;
- Undeveloped freehold land located at Peninsula 3 owned by Ha Long Production Development and Investment Company Limited has a total area of 24,462 square meter;
- Undeveloped freehold lands located at Polygon 4 with a total area of 64,284 square meter are owned by Syrena Hung Thang Joint Stock Company (38,343 square meter) and Ha Long Production Development and Investment Company Limited (25,941 square meter).

15.1 Valuation technique and significant unobservable inputs of significant investment properties

Investment property	Valuer	Valuation technique	Significant unobservable inputs	Range 31/12/2020	Range 31/12/2019
Marine Plaza - Commercial units located in Ha Long City	Colliers	Discounted cashflow	Discount rate	11.5%	11.5%
			Longterm occupancy rate	90%	90%
			Average monthly rent per sqm (in VND)	98,590	80,192
			Rental growth (3 years)	10%	10%
Fraser Suites - Serviced apartments located in Hanoi	Colliers	Discounted cashflow	Discount rate	11%	11%
			Longterm occupancy rate	89%	89%
			Average monthly rent per sqm (in VND)	2,448,390	2,611,430
			Rental growth	2%	2%
Royal Square - Commercial units located in Vientiane, Laos	Colliers	Discounted cashflow	Discount rate	12%	12%
			Longterm occupancy rate	93%	95%
			Average monthly rent per sqm (in VND)	344,143	277,320
			Rental growth (3 years)	10%	10%
Fraser Suites 2 - Serviced apartments located in Hanoi	Colliers	Discounted cashflow	Discount rate	11.5%	12%
			Longterm occupancy rate	85%	85%
			Average monthly rent per sqm (in VND)	2,004,045	1,715,224
			Rental growth	2%	2%
Holiday Inn (Retail, office) - Commercial units located in Vientiane, Laos	Colliers	Discounted cashflow	Discount rate	13%	13%
			Longterm occupancy rate	95%	95%
			Office -Average monthly rent per sqm (in VND)	322,490	323,540
			Retail - Average monthly rent per sqm (in VND)	483,735	485,310
			Rental growth (3 years)	10%	10%
Development sites - Hung Thang Ward, Ha Long City				42-116	34-116
In which:					
Peninsula 1	*Colliers*	*Adjusted Direct Comparison*	*Adjusted direct comparison price (VND million/sqm)*	*45-110*	*44-104*
Peninsula 2	*Colliers*			*81-116*	*82-116*
Peninsula 3	*Colliers*			*48*	*48*
Polygon 4	*Colliers*			*42-51*	*34-48*

15.1 Valuation technique and significant unobservable inputs of significant investment properties (Continued)

The fair value of investment properties in operation (including Marine Plaza, Fraser Suites, Royal Square, Fraser Suites 2 and Holiday Inn) has been determined by discounted cashflow model. As for undeveloped freehold lands, adjusted direct comparison model has been employed. As set out in Note 4, in arriving at their estimates of fair value, the valuers have used their market knowledge and professional judgment and not only relied on historical transactional comparables. The valuations were performed by Colliers which are accredited independent valuers with a recognised and relevant profesional qualification and with recent experience in the location and category of investment properties being valued. Fair value of all investment properties is categorised at Level 3.

15.2 Sensitivity

Scenario	Investment property	Fair value as at 31/12/2020	Fair value as at 31/12/2019
		VND	VND
Change in fair value due to increase of 1% of discount rate	Marine Plaza	(13,821,000,000)	(15,428,052,241)
	Fraser Suites 1	(124,389,000,000)	(125,991,972,081)
	Royal Square	(14,544,437,210)	(33,614,391,590)
	Fraser Suites 2	(36,856,000,000)	(41,914,313,870)
	Holiday Inn (Retail, office)	(36,856,000,000)	(35,374,524,103)
Change in fair value due to decrease of 10% in occupancy rate	Marine Plaza	(16,124,500,000)	(16,392,928,281)
	Fraser Suites	(112,871,500,000)	(113,131,123,583)
	Royal Square	(19,307,292,020)	(22,037,485,477)
	Fraser Suites 2	(36,856,000,000)	(29,436,193,246)
	Holiday Inn (Retail, office)	(27,642,000,000)	(35,734,415,250)
Change in fair value due to decrease of 5% in rental rate	Marine Plaza	(9,214,000,000)	(5,744,498,920)
	Fraser Suites	(55,709,940,185)	(54,731,413,000)
	Royal Square	(17,636,770,785)	(8,021,226,790)
	Fraser Suites 2	(27,642,000,000)	(16,681,834,176)
	Holiday Inn (Retail, office)	(13,821,000,000)	(18,000,355,890)
Change in fair value due to decrease of 1% in rental price growth	Marine Plaza	(16,124,500,000)	(7,131,655,809)
	Fraser Suites	(10,316,293,855)	(9,189,955,539)
	Royal Square	(17,636,770,785)	(13,077,635,978)
	Fraser Suites 2	(29,945,500,000)	(27,710,402,543)
	Holiday Inn (Retail, office)	(18,428,000,000)	(22,733,374,414)
Change in fair value due to decrease of 10% of direct comparison price	Development sites - Hung Thang Ward, Ha Long City	(1,528,347,096,341)	(1,698,311,978,882)

15.3. Movement of investment property during the years

	Fraser Suites	Marine Plaza	Royal Square	Undeveloped freehold land	Fraser Suites 2	Holiday Inns	Others	Total
	VND	VND	VND	VND	VND	VND	VND	VND
At 31 December 2018	1,416,640,000,000	233,000,000,000	208,304,356,009	18,797,306,596,378	-	-	15,691,844,271	20,670,842,796,658
Change of fair value to PL	(120,169,000,000)	(36,565,000,000)	11,427,079,130	1,111,815,371,280	162,792,861,871	87,846,543,196	(699,194,922)	1,216,448,660,755
Transfer to inventories	-	-	-	(2,926,002,178,836)	-	-	-	(2,926,002,178,836)
Purchases	-	-	-	-	49,637,561,548	32,325,456,804	-	81,963,018,350
Other decrease	-	-	(10,275,333,809)	-	-	-	-	(10,275,333,809)
At 31 December 2019	1,296,471,000,000	196,435,000,000	209,356,101,430	16,983,119,788,822	212,430,423,517	120,172,000,000	14,992,649,349	19,032,976,963,119
Change of fair value to PL	(3,129,529,913)	(12,155,000,000)	5,962,740,564	148,979,712,676	(15,340,600,398)	33,667,367,696	(718,250,481)	157,266,440,142
Transfer to inventories (*)	-	-	-	(1,492,135,298,040)	-	-	-	(1,492,135,298,040)
Purchases	161,895,000	-	2,409,015,943	-	174,664,275,955	21,788,305,280	1,925,000,000	200,948,292,178
Disposals (**)	-	-	-	(356,493,240,050)	-	-	-	(356,493,240,050)
Foreign exchange rate	-	-	(22,435,591,541)	-	-	-	-	(22,435,591,541)
At 31 December 2020	1,293,503,165,085	184,280,000,000	195,292,266,396	15,283,470,963,408	371,754,099,074	175,627,672,976	16,199,398,868	17,520,127,565,807

These estimated fair values may differ from the prices at which the Company and its subsidiaries' properties could be sold at a particular time, since the actual selling prices are negotiated between willing buyers and sellers. As a result, the actual results of operations and realisation of these properties could differ from the estimates set forth in these consolidated financial statements.

(*) During the year, the Company transferred some investment properties into inventories due to changes in purpose. Details are as follows:

- 2,962 square meter of Syrena Hung Thang Joint Stock Company in Polygon 4 with carrying amount of about VND 139 billion;

- 32,184 square meter of Ha Long Production Development and Investment Company Limited in Peninsula 1 and Polygon 4 with carrying amount of about VND 1,352 billion.

(**) During the year, the Company disposed 10,286 square meter of Ha Long Production Development and Investment Company Limited in Polygon 4 with carrying amount of about VND 356 billion.

15.4 Rental income

The property rental income earned by the Company from its investment property, all of which is leased out under operating leases and direct operating expenses arising from the investment property, all of which generated rental income in the year as follows:

	2020 VND	2019 VND
Rental income		
Rental income from investment properties	213,532,275,761	210,843,259,159
Direct operating expenses generating rental income	(81,069,592,316)	(69,691,534,904)
Net operating arising from investment properties carried at fair value	**132,462,683,445**	**141,151,724,255**

15.5 Assets pledged as security

As at 31 December 2020, the Company has pledged the following investment properties as security for the Company's certain borrowings (Note 23) and borrowings of other affiliates under common control (Note 33):

- The Land and building of Royal Square with the fair value of VND 195,292 million;
- 18,025 square meter of undeveloped freehold land at Peninsula 1 with carrying amount of VND 1,386 million; 56,601 square meter of undeveloped freehold land at Peninsula 2 with carrying amount of VND 5,493,632 million and 51,967 square meter of undeveloped freehold land with carrying amount of VND 2,535,122 million at Polygon 4.

16. INVESTMENTS IN ASSOCIATES

Movement of investments in associates during the year is as follows:

	2020 VND	2019 VND
Opening balance	**79,719,954,780**	**113,379,379,848**
Addition	2,400,000,000	2,392,050,000
Share of post-acquisition profits, net of dividends received	(3,919,927,432)	(4,948,664,603)
Share of post-acquisition OCI (*)	340,322,047	(31,102,810,465)
Closing balance	**78,540,349,395**	**79,719,954,780**

(*) Represent the share of the revaluation surplus of Sailing Club - an asset under construction since 2017 of associate. The reconciliation between cost and revaluation amount is as follows:

	31/12/2020	31/12/2019
	VND	VND
Cost	18,829,616,527	19,715,596,479
Revaluation amount (**)	216,529,000,000	217,234,000,000
OCI	197,699,383,473	197,518,403,521
Deferred tax effect	(39,539,876,695)	(39,503,680,704)
OCI net of tax effect	158,159,506,778	158,014,722,817
Equity interest	49.52%	49.35%
Share of OCI	78,320,587,757	77,980,265,710
Share of associate's OCI	340,322,047	(31,102,810,465)

(**) Valuation technique and significant unobservable inputs are as follows:

PPE	Valuer	Valuation technique	Significant unobservable input	Range 31/12/2020	Range 31/12/2019
Sailing Club	Colliers	Discounted cashflow	Discount rate	12%	12%
			Long-term occupancy rate	30%	50%
			Average Daily Rate per room (including service charge) (VND)	343,525	161,770
			Rental growth	3%	3%

Sensitivity

Sensitivity analysis	Change of fair value as at 31/12/2020	31/12/2019
	VND	VND
Increase of 1% of discount rate	(25,404,823,118)	(22,914,307,034)
Decrease of 10% in occupancy rate	(59,680,932,621)	(36,941,672,565)
Decrease of 5% in rental price	(10,876,520,090)	(10,907,428,547)
Decrease of 1% in rental price growth	(17,525,939,265)	(17,600,205,507)

17. FINANCIAL ASSETS

	31/12/2020	31/12/2019
	VND	VND
Current		
Amortised cost		
Loans to related parties (i)	742,145,653,857	1,104,928,584,315
Term deposits (ii)	804,297,336,576	354,230,997,573
Total current financial assets	**1,546,442,990,433**	**1,459,159,581,888**
Non-current		
Shares	3,600,000	3,600,000
Loans to related parties (i)	119,707,862,500	5,662,900,000
Term deposits	-	8,380,000,000
Total non-current financial assets	**119,711,462,500**	**14,046,500,000**

(i) Details of loans to related parites:

	31/12/2020	31/12/2019
	VND	VND
Current loans		
BIM Group Company Limited (a)	734,782,710,003	-
Phu Quoc Sailing Club Joint Stock Company (b)	7,362,943,854	2,280,000,000
BIM Group Company Limited - Off-market loans	-	1,102,648,584,315
	742,145,653,857	**1,104,928,584,315**
Non-current loans		
BIM Group Company Limited (a)	119,000,000,000	-
Phu Quoc Sailing Club Joint Stock Company (b)	707,862,500	5,662,900,000
	119,707,862,500	**5,662,900,000**

(a) Loans to Bim Group with interest rate of 8% p.a as at 31 December 2020.

(b) Represents the loan to Phu Quoc Sailing Club Joint Stock Company, the loan principal shall be paid at maturity. This is an unsecured loan and its interest shall be paid together with the original payment period.

(ii) Bank deposits with interest rate of 2.9% - 5.7% p.a.

18. INVENTORIES

	31/12/2020	31/12/2019
	VND	VND
Goods in transit	6,033,028,835	797,747,231
Raw materials (i)	158,672,330,241	135,785,620,696
Tools and supplies	36,636,944,342	20,320,227,462
Work in progress (ii)	9,590,831,999,686	7,079,775,266,899
Finished goods (iii)	55,973,130,171	52,063,834,128
Merchandise	57,217,900,266	96,767,844,634
Goods on consignment	16,491,093,725	19,886,138,226
	9,921,856,427,266	**7,405,396,679,276**

(i) Represent the amount of raw materials used for the implementation of construction works/projects as follows:

	31/12/2020	31/12/2019
	VND	VND
Greenbay Apartment building	38,859,679,887	26,292,808,913
Waterfront and Regent Phu Quoc	43,524,947,180	93,143,337,441
Others	76,287,703,174	16,349,474,342
	158,672,330,241	**135,785,620,696**

(ii) Details of work in progress are as follows:

	31/12/2020	31/12/2019
	VND	VND
Land use right of Hung Thang Tourism and New Urban area project (Ha Long) (*) (**)	4,758,403,197,508	3,427,674,648,996
Regent Phu Quoc (villas and sky villas) (Phu Quoc)	1,000,645,868,538	579,954,489,746
Bai Truong Tourism Complex (Phu Quoc) (*)	660,726,340,241	665,753,967,830
Marina Square (Phu Quoc)	611,285,983,419	471,811,610,299
Citadines Project (Ha Long) (*)	606,021,000,972	482,884,507,539
Grand Bay Ha Long	310,252,891,148	20,770,413,349
Sailing Club Villas (Phu Quoc)	295,791,703,280	102,353,811,053
Waterfront Phu Quoc B2&B3&B5&B6	264,103,592,408	313,534,974,432
Palm Garden Phu Quoc	260,476,766,169	11,076,765,236
Harbor Bay (Ha Long)	202,302,061,833	171,052,625,737
Aqua City (Ha Long)	149,437,006,222	3,299,466,129
Green Bay Garden Project (Ha Long)	128,592,837,963	397,048,103,074
Intercontinental (Ha Long)	92,992,355,797	45,020,736,655
Marina square (Ha Long)	66,103,525,524	164,254,190,543
Ha Dong Project (Hanoi)	46,685,442,678	39,977,277,600
Waterfront Phu Quoc B8&B9	31,100,961,425	30,280,582,979
26-floor Greenbay Premium apartment building (Ha Long)	17,371,481,432	18,100,091,216
Lotus Residence Project	4,206,183,334	16,791,434,446
Oysterbay Project (Ha Long)	-	36,485,011,099
Others	84,332,799,795	81,650,558,941
	9,590,831,999,686	**7,079,775,266,899**

(*) As at 31 December 2020, the inventories - the Projects under construction such as Citadines (Ha Long) and Bai Truong Tourism Complex (including land use rights in Duong To commune, Phu Quoc district, Kien Giang province with an area of 135.06 ha and Bai Truong complex work) with the total book value of VND 1,266,747 million were used to guarantee the bank loans of the Company (Note 23).

In addition, the land use rights of Hung Thang Tourism and New Urban Area – Ha Long City were also used to guarantee bank loans, in details:

- The land use right under certificate No. BE 326873 granted on 09 December 2011 owned by Syrena Viet Nam Investment and Development Joint Stock Company was used to guarantee the loans of the Company (Note 23) and the affiliate (note 33) at Joint Stock Commercial Bank for Investment and Development of Vietnam – Quang Ninh Branch.

- The land use right under certificate No. CD955809 and CD955810 dated 7 July 2017 owned by Syrena Viet Nam Investment and Development Joint Stock Company were used to guarantee the loans of the affiliate (Note 33) at Sai Gon Thuong Tin Commercial Joint Stock Bank - Quang Ninh Brach.

- The land use right under Certificate No. CR068193 dated 21 June 2016 owned by Syrena Viet Nam Investment and Development Joint Stock Company was used to guarantee the loans of the affiliate (Note 33) at Bank for Investment and Development of Vietnam - Ninh Thuan Branch.

- The other land use rights were used to guarantee loans of the Company (Note 23) and other affiliates (Note 33).

(**) During the year, the Company transferred some investment properties into inventories due to changes in purpose. (See Note 15.3)

(iii) Details of finished goods are as follows:

	31/12/2020	31/12/2019
	VND	VND
Greenbay Apartment building	55,957,909,689	52,040,218,036
Others	15,220,482	23,616,092
	55,973,130,171	**52,063,834,128**

For the year ended 31 December 2020, the interest expenses capitalised into cost of inventories were VND 54,623,155,052 (2019: VND 11,896,554,700).

19. CONTRACT COST

	31/12/2020	31/12/2019
	VND	VND
Current contract costs	112,296,292,743	71,651,321,315
Non-current contract costs	607,221,106,729	605,689,368,832
	719,517,399,472	**677,340,690,147**

Costs to obtain contracts represent the incremental brokerage fees of 2-3% paid to intermediaries as a result of obtaining residential property sales contracts. There was no impairment loss in relation to the costs capitalised. Contract costs will be expensed off at the time of revenue recognition of sales of inventories from which cost to obtain sales contract was incurred.

Movement of contract cost during the year was as follows:

	Current	Non - Current
	VND	VND
At 31 December 2019	71,651,321,315	605,689,368,832
Addition	212,029,166,890	130,667,769,221
Reclassification	129,136,031,324	(129,136,031,324)
Selling expenses allocation	(300,520,226,786)	-
At 31 December 2020	**112,296,292,743**	**607,221,106,729**

20. TRADE AND OTHER RECEIVABLES

	31/12/2020 VND	31/12/2019 VND
Short-term trade receivables (Note 20.1)	1,921,808,751,313	2,070,995,883,685
Short-term advances to suppliers (Note 20.2)	689,454,152,760	1,062,926,219,682
Other short-term receivables (Note 20.3)	489,372,307,512	297,600,325,853
Allowance for short-term doubtful debts	(2,038,029,736)	(2,038,029,736)
	3,098,597,181,849	**3,429,484,399,484**

No interest is charged on outstanding trade receivables.

The Company always measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Company has recognised a loss allowance of 100% against all receivables over 03 years past due because historical experience has indicated that these receivables are generally not recoverable. None of the loss allowances has been recognised as there is no significant increase in credit risk according to the Management's assessment.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

20.1 Short-term trade receivables

	31/12/2020	31/12/2019
	VND	VND
Receivables from customers buying apartments, villas in Phu Quoc	992,683,424,114	1,234,056,625,043
Receivables from customers bought apartments, villas and land use right in Ha Long	576,446,856,507	472,238,721,379
Aeonmall Vietnam Company Limited (i)	211,980,880,200	211,980,880,200
Hung Thang Construction Joint Stock Company	53,338,088,899	45,171,013,261
Other short-term trade receivables	87,359,501,593	107,548,643,802
	1,921,808,751,313	**2,070,995,883,685**
Impairment	**(2,038,029,736)**	**(2,038,029,736)**
In which:		
Related party balances (Note 32)	45,109,182,145	29,717,492,137

(i) Represents the receivable of Ha Long Production Development and Investment Company Limited - a subsidiary of the Company, from the transfer of project components and land use rights in Duong Noi Ward, Ha Dong district, Hanoi to Aeonmall Vietnam Company Limited under transfer contract dated 16 June 2017.

20.2 Short-term advances to suppliers

	31/12/2020	31/12/2019
	VND	VND
Hung Thang Construction Joint Stock Company	96,726,785,875	477,343,606,357
NEM Furniture Joint Stock Company	47,933,397,465	-
TTT Construction and Trading Joint Stock Company	43,691,172,757	-
Hoa Binh Construction Group Joint Stock Company	42,842,569,905	52,963,223,796
Constrexim Construction Investment Joint Stock Company	38,774,416,155	-
Construction Trading Lien Minh Co.,Ltd	35,154,124,964	143,494,036,999
AA Duc Hoa Architectural Construction Joint Stock Company	26,515,177,261	-
Vinastone Joint Venture Company	15,136,169,496	13,373,608,339
Central Construction JSC	-	65,185,886,520
Vinaconex 9 Joint Stock Company	-	13,594,467,540
Doan Nhat Electric Joint Stock Company	-	12,415,507,442
Ha Yen Industrial Equipment Trading Company Limited	-	6,398,811,600
Vis Solutions Company Limited	-	2,367,102,668
Ha My Trading Joint Stock Company	-	255,636,521
Others	342,680,338,882	275,534,331,900
	689,454,152,760	**1,062,926,219,682**

20.3 Other short-term receivables

	31/12/2020	31/12/2019
	VND	VND
Advance to Board of Management for new real estate projects	254,993,900,059	179,955,948,115
Deposit under contract	100,000,000,000	-
Advances to employees	47,496,737,286	32,096,429,785
Compensation and Site Clearance Board, Phu Quoc district, Kien Giang Province (i)	2,696,385,500	2,696,385,500
BIM Foods Joint Stock Company	90,785,900	11,317,803,666
Others	84,094,498,767	71,533,758,787
	489,372,307,512	**297,600,325,853**
In which:		
Related party balances (Note 32)	255,236,091,293	191,624,243,529

(i) Represents the advances for the Compensation and Site Clearance Board, Phu Quoc District, Kien Giang Province to pay for the site clearance compensation of Bai Truong Resort Project. This value will be offset with land rental fee/land use proceeds payable to the State budget.

21. OTHER ASSETS

	31/12/2020	31/12/2019
	VND	VND
Tax receivables	6,023,446,929	266,793,731
Short-term prepayments	3,177,081,818	2,964,631,807
VAT deductible	215,606,654,288	170,282,784,983
Long-term prepayments	79,561,698,825	-
Receivable from Business cooperation contract (*)	367,126,501,560	172,876,501,560
Other long-term assets	506,657,239	90,130,379
	672,002,040,659	**346,480,842,460**
Current	224,807,183,035	173,514,210,521
Non-current	447,194,857,624	172,966,631,939
	672,002,040,659	**346,480,842,460**
In which:		
Related party balances (Notes 32)	367,126,501,560	172,876,501,560

(*) Represents the receivable from Bim Food Joint Stock Company for Phu Quoc Tourism and aquaculture complex Project in Hamlet 7, An Thoi Town, Phu Quoc District, Kien Giang ("Park Hyatt Phu Quoc project") under business cooperation contract dated 30 November 2019 with the amount of VND 367,126,501,560 (as at 31 December 2019: VND 172,876,501,560).

22. CASH AND BANK BALANCES

	31/12/2020	31/12/2019
	VND	VND
Cash on hand	10,271,939,975	15,429,414,199
Demand deposits	1,018,764,251,224	1,010,811,592,844
Cash in transfer	12,528,424	34,735,989
Cash equivalents	670,626,020,485	571,327,035,475
	1,699,674,740,108	**1,597,602,778,507**

23. BORROWINGS

	31/12/2020	31/12/2019
	VND	VND
Secured – at amortised cost		
Bank loans	3,827,498,620,253	3,544,569,776,168
Bond	2,000,000,000	-
	3,829,498,620,253	**3,544,569,776,168**
In which:		
Current (Note 23.1)	*1,274,213,995,721*	*973,613,811,169*
Non-current (Note 23.2)	*2,555,284,624,532*	*2,570,955,964,999*
Interest accrual payables	1,296,129,904	1,563,889,439
Unamortised upfront fees	(16,741,607,626)	-
Total	**3,814,053,142,531**	**3,546,133,665,607**
In which:		
Current	*1,275,510,125,625*	*975,177,700,608*
Non-current	*2,538,543,016,906*	*2,570,955,964,999*
	3,814,053,142,531	**3,546,133,665,607**

23.1 Current borrowings from banks

	31/12/2020	31/12/2019
Short term borrowings from banks	**293,623,715,231**	**274,313,399,303**
Vietcombank - Quang Ninh Branch	92,542,717,940	102,243,431,837
BIDV - Quang Ninh Branch	125,215,982,652	111,795,843,400
Vietinbank - Phu Quoc Branch	2,489,567,885	49,174,204,140
BIDV - Phu Quoc Branch	57,700,098,061	11,099,919,926
Agribank - Quang Ninh Branch	15,675,348,693	-
Current portion of long term borrowings (Note 23.2)	**980,590,280,490**	**699,300,411,866**
	1,274,213,995,721	**973,613,811,169**

These balances include short-term loans from commercial banks, with terms from 01 month to less than 12 months, bearing interest rate prevailing market interest rate, and secured by the Company's land use rights, investment properties and certain inventories as presented at Notes 15 and 18.

23.2 Non-current borrowings from banks

Items	31/12/2020	31/12/2019
	VND	VND
Vietcombank - Quang Ninh Branch (1)	376,062,134,563	314,832,146,630
In which: current portion	*(89,035,680,000)*	*(60,228,272,954)*
Vietcombank - Dong Anh Branch	-	4,641,177,628
In which: current portion	-	*(3,651,177,628)*
BIDV - Quang Ninh Branch (2)	*283,078,899,674*	*359,346,307,681*
In which: current portion	*(100,000,000,000)*	*(95,825,682,048)*
BIDV - Phu Quoc Branch (3)	*515,000,000,000*	*610,000,000,000*
In which: current portion	*(135,000,000,000)*	*(110,000,000,000)*
VDB - Kien Giang Branch (4)	*327,895,361,000*	*472,415,361,000*
In which: current portion	*(149,420,000,000)*	*(129,020,000,000)*
VP Bank - Head Office (5)	*96,312,615,470*	*246,390,250,390*
In which: current portion	*(96,312,615,470)*	*(150,013,708,920)*
Vietinbank - Hanoi Branch (6)	*976,000,000*	*2,272,000,000*
In which: current portion	*(976,000,000)*	*(1,296,000,000)*
Vietinbank - Phu Quoc Branch (7)	1,446,250,000	2,105,250,000
In which: current portion	*(503,000,000)*	*(659,000,000)*
Vietinbank - Hai Phong Branch (8)	2,362,000,000	4,318,000,000
In which: current portion	*(1,953,600,000)*	*(1,956,000,000)*
BIDV - Chuong Duong Branch (9)	198,928,569,271	236,176,609,917
In which: current portion	*(38,219,269,725)*	*(45,599,992,200)*
Lao Viet Bank (10)	*84,077,937,902*	*99,481,763,555*
In which: current portion	*(15,287,707,890)*	*(18,546,428,827)*
MB Bank - Hoang Quoc Viet Branch (11)	*197,030,860,776*	*221,467,510,064*
In which: current portion	*(24,436,649,288)*	*(24,436,649,289)*
Credit Suisse (12)	*635,277,582,443*	*696,810,000,000*
In which: current portion	*(277,212,035,975)*	*(58,067,500,000)*
IFC (13)	*815,426,693,923*	-
In which: current portion	*(52,233,722,142)*	-
Bond isssued (14)	2,000,000,000	-
In which: current portion	-	-
Total	**2,555,284,624,532**	**2,570,955,964,999**
In which		
- Long-term borrowings	*3,535,874,905,022*	*3,270,256,376,865*
- Amount due for settlement within 12 months	*(980,590,280,490)*	*(699,300,411,866)*

23.2 Non-current borrowings from banks (Continued)

(1) Joint Stock Commercial Bank for Foreign Trade of Vietnam - Quang Ninh Branch

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2016/DA/NTQN-SVN dated 26/01/2016	36,294,612,430	16/01/2022	According to interest rate announcement of VCB Quang Ninh	Greenbay Villages Phase 2 Project (Greenbay Premium Apartments and Shophouse)	Land use right for the 29,981.6 m2 of land at Hung Thang new township in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	*(29,035,680,000)*				
01/2018/NTQN-BIM dated 10/04/2018	339,767,522,133	22/08/2023	12-month VND savings rate at VCB (interest paid in arrears) + 3.3% per year	Citadines Marina Project in Hung Thang ward, Ha Long City, Quang Ninh Province	All land use rights and assets formed on land of Citadine Marina Ha Long Project
In which: current portion	*(60,000,000,000)*				
	287,026,454,563				
Long-term borrowings	*376,062,134,563*				
Current portion	*(89,035,680,000)*				

(2) Bank for Investment and Development of Vietnam - Quang Ninh Branch

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
05/2018/494616/HDTD dated 13/09/2018	283,078,899,674	18/09/2023	In the first 12 months, fixed interest rate is 10.5%. After that, according to interest rate announcement of BIDV Quang Ninh	Green Bay Garden Project	Land use right for the 47,752.71 m2 of land at Hung Thang new township in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	*(100,000,000,000)*				
	183,078,899,674				
Long-term borrowings	*283,078,899,674*				
Current portion	*(100,000,000,000)*				

23.2 Non-current borrowings from banks (Continued)

(3) Bank for Investment and Development of Vietnam - Phu Quoc Branch

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2014/HDTD/BIDV-SYRENA dated 22/01/2014	515,000,000,000	11/3/2024	Reference interest rate + 3.5%	Intercontinental Phu Quoc Project	Land use right for the 18.6 hecta of land at Bai Truong Project, Phu Quoc District, Kien Giang Province and all assets of projects formed from loans
In which: current portion	*(135,000,000,000)*				
	380,000,000,000				
Long-term borrowings	*515,000,000,000*				
Current portion	*(135,000,000,000)*				

(4) Vietnam Development Bank - Kien Giang Branch

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
02/2015/HDTDDT-NHPT dated 27/05/2015	327,895,361,000	16/12/2024	Specified for each disbursement, interest rate applicable at the time of the contract is 8.55% per annum	Bai Truong Tourism Complex Project	Land use rights for the 135.06 hecta of land at Bai Truong Project, Phu Quoc District, Kien Giang Province and all assets of projects formed from loans
In which: current portion	*(149,420,000,000)*				
	178,475,361,000				
Long-term borrowings	*327,895,361,000*				
Current portion	*(149,420,000,000)*				

23.2 Non-current borrowings from banks (Continued)

(5) Vietnam Prosperity Joint Stock Commercial Bank - Head Office

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
LD1608200754 dated 23/03/2016	25,000,000,000	24/03/2021	Rate of fund transfer pricing in VPB + 3%	Acquire subsidiaries' shares	Land use right for the 2,939.15 m2 of land at Hung Thang new township in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	*(25,000,000,000)*				
LD1707900304 dated 20/03/2017	70,000,000,000	31/12/2021	Rate of fund transfer pricing in VPB + 3%	Intercontinental Phu Quoc Project	As above
In which: current portion	*(70,000,000,000)*				
3507490/HDCV/VPB-SYRENA dated 28/12/2017	929,128,470	28/5/2021	Rate of fund transfer pricing in VPB + 3%	Purchase of car	Assets formed from loans
In which: current portion	*(929,128,470)*				
4136568-HDTD dated 26/03/2018	383,487,000	28/06/2021	Rate of fund transfer pricing in VPB + 3%	Purchase of car/construction equipment	Assets formed from loans
In which: current portion	*(383,487,000)*				
	-				
Long-term borrowings	*96,312,615,470*				
Current portion	*(96,312,615,470)*				

23.2 Non-current borrowings from banks (Continued)

(6) Vietnam Joint Stock Commercial Bank for Industry and Trade - Hanoi Branch

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2018-HDCVDADT/NHCT106-BIM KIEN GIANG dated 1/8/2018	976,000,000	01/8/2021	Fixed interest rate is 9.1% per annum	Purchase of crane for construction	Assets formed from loan
In which: current portion	*(976,000,000)*				
	-				
Long-term borrowings	*976,000,000*				
Current portion	*(976,000,000)*				

(7) Vietnam Joint Stock Commercial Bank for Industry and Trade - Phu Quoc Branch

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2018-HDCVTL/NHCT842-CTYVLXDBIM dated 27/04/2018	160,000,000	27/4/2021	Fixed interest rate is 9.1% per annum	Purchase of car	Land use right for the 3,613.42 square meter of land at Hung Thang Tourism and New Urban Area, Ha Long City
In which: current portion	*(160,000,000)*				
01/2019-HDCVTL/NHCT842- CTY SYRENA PQ	1,286,250,000	22/8/2024	Specified for each disbursement	Purchase of car	Assets formed from loan
In which: current portion	*(343,000,000)*				
	943,250,000				
Long-term borrowings	*1,446,250,000*				
Current portion	*(503,000,000)*				

23.2 Non-current borrowings from banks (Continued)

(8) Vietnam Joint Stock Commercial Bank for Industry and Trade - Hai Phong Branch

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2018-HDCVDADT/NHCT160-BIMHALONG dated 19/12/2018	753,600,000	19/12/2021	In the first 12 months, fixed interest is 7,5%. After that, according to interest rate annoucement of Vietinbank	Purchase of car	Assets formed from loans
In which: current portion	*(753,600,000)*				
01/2019-HDCVDADT/NHCT160-BIMHALONG	*868,400,000*	25/02/2022	In the first 12 months, fixed interest is 7,5%. After that, according to interest rate annoucement of Vietinbank	Purchase of car	Assets formed from loans
In which: current portion	*(756,000,000)*				
02/2019-HDCVDADT/NHCT160-BIMHALONG	740,000,000	22/8/2022	In the first 12 months, fixed interest is 7,5%. After that, according to interest rate annoucement of Vietinbank	Purchase of car	Assets formed from loans
In which: current portion	*(444,000,000)*				
	408,400,000				
Long-term borrowings	*2,362,000,000*				
Current portion	*(1,953,600,000)*				

23.2 Non-current borrowings from banks (Continued)

(9) Bank for Investment and Development of Vietnam - Chuong Duong Branch

Contract No.	31/12/2020		Maturity	Interest rate	Purpose	Collaterals
	USD	Equivalent VND				
Syndicated loan agreement between BIDV CD & Lao Viet Bank dated 27/01/2015	9,108,625	198,928,569,271	03/3/2025	Reference interest rate + 2.5% per annum	Crowne Plaza and Royal Square Project in Vietiane, Laos	Land use right for the 19.094,4 m2 of land at Hung Thang new township in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	*(1,750,000)*	*(38,219,269,725)*				
	7,358,625	160,709,299,546				
Long-term borrowings	*9,108,625*	*198,928,569,271*				
Current portion	*(1,750,000)*	*(38,219,269,725)*				

(10) Lao Viet Bank

Contract No.	31/12/2020		Maturity	Interest rate	Purpose	Collaterals
	USD	Equivalent VND				
Syndicated loan agreement between BIDV Chuong Duong & Lao Viet Bank dated 27/01/2015	3,849,796	84,077,937,902	03/3/2025	Reference interest rate + 4.5%	Crowne Plaza and Royal Square Project in Vietiane, Laos	Assets of project formed from loan
In which: current portion	*(700,000)*	*(15,287,707,890)*				
	3,149,796	68,790,230,012				
Long-term borrowings	*3,849,796*	*84,077,937,902*				
Current portion	*(700,000)*	*(15,287,707,890)*				

(11) Military Commercial Joint Stock Bank - Hoang Quoc Viet Branch

Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
248890.18.056.4704346.TD dated 11/12/2018	197,030,860,776	03/01/2029	In the first year, fixed interest rate is 9.8% per year. After that, according to 24 month saving interest + 3.2% per annum	Construction of Aqua Central project	Land use right for the 4,663.31 m2 of land at Hung Thang new township in Hung Thang ward, Ha Long City, Quang Ninh Province Asset acquired from loans
In which: current portion	*(24,436,649,288)*				
	172,594,211,488				
Long-term borrowings	*197,030,860,776*				
Current portion	*(24,436,649,288)*				

23.2 Non-current borrowings from banks (Continued)

(12) Credit Suisse Contract No.	31/12/2020		Maturity	Interest rate	Purpose	Collaterals
	USD	Equivalent VND				
15466045.10 dated 08/11/2019	27,500,000	635,277,582,443	26/12/2022	According to interest rate announcement by lender	Funding the capital expenditure, working capital, the investment projects and general business purposes of the Company	Shares
In which: current portion	*(12,000,000)*	*(277,212,035,975)*				
	15,500,000	358,065,546,468				
Long-term borrowings	*27,500,000*	*635,277,582,443*				
Current portion	*(12,000,000)*	*(277,212,035,975)*				

(13) IFC Contract No.	31/12/2020		Maturity	Interest rate	Purpose	Collaterals
	USD	Equivalent VND				
Contract 42059 date 18/11/2020	20,500,000	475,907,500,000	15/6/2027	According to interest rate announcement by lender	Investment in project in Laos	Shares
In which: current portion	-	-				
Contract 42942 date 18/11/2020	*14,624,992*	339,519,193,923	15/6/2027	According to interest rate announcement by lender	Investment in projects in Phu Quoc	Shares
In which: current portion	*(2,249,998)*	(52,233,722,142)				
	32,874,994	763,192,971,781				
Long-term borrowings	*35,124,992*	*815,426,693,923*				
Current portion	*(2,249,998)*	*(52,233,722,142)*				

23.2 Non-current borrowings from banks (Continued)

(14) Bond issued Contract No.	31/12/2020	Maturity	Interest rate	Purpose	Collaterals
	VND				
BIMB2023001 date 25/12/2020	2,000,000,000	30/12/2023	The first forth period, fixed interest rate is 10% per annum. After that, according to reference rate + 4% per annum	Funding the working capital of the Company; and/or implementation of investment and projects development	Land use right for the 28,472.8 m2 of land at Hung Thang new township in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	-				
	2,000,000,000				
Long-term borrowings	*2,000,000,000*				
Current portion	-				

The table below details changes in the Company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flow will be, classified in the Company's consolidated statement of cash flows from financing activities.

23.3 Movements of borrowings during the year:

	2020	2019
	VND	VND
Opening balance	**3,546,133,665,607**	**3,146,580,016,012**
Proceeds from borrowings	1,679,141,218,649	1,730,488,084,240
Repayment of borrowings	(1,382,675,373,271)	(1,328,833,909,806)
Change in interest accruals	(267,759,535)	(894,737,995)
Upfront fees	(16,741,607,626)	-
Foreign exchange rate	(11,537,001,293)	(1,205,786,844)
Closing balance	**3,814,053,142,531**	**3,546,133,665,607**

24. TRADE AND OTHER PAYABLES

	31/12/2020	31/12/2019
	VND	VND
Current	**4,932,036,741,039**	**2,035,947,611,379**
Trade payables (Note 24.1)	1,261,383,093,004	716,572,947,866
Advances from customers (Note 24.2)	3,670,653,648,035	1,319,374,663,513
Non-current	**1,584,025,615,485**	**1,590,410,814,667**
Advances from customers (Note 24.2)	1,584,025,615,485	1,590,410,814,667
	6,516,062,356,524	**3,626,358,426,046**

24.1 Trade payables

	31/12/2020	31/12/2019
	VND	VND
Hung Thang Construction Joint Stock Company	381,731,957,259	45,834,870,976
Hoa Binh Construction Group Joint Stock Company	299,267,609,952	241,299,348,271
Vinaconex 9 Joint Stock Company	86,555,050,866	88,980,267,663
Central Construction Joint Stock Company	52,902,670,860	-
Xuan Mai Investment and Construction Joint Stock Company	21,763,589,476	-
Phan Vu Investment Joint Stock Company	17,162,216,262	6,583,486,123
Trade payables of BIM Vientiane	14,733,666,411	12,770,945,265
BHS Real Estate Joint Stock Company	6,928,521,002	-
KUKBO Vina Limited Company	-	4,840,386,572
Others	380,337,810,916	316,263,642,996
	1,261,383,093,004	**716,572,947,866**
In which:		
Related party balances (Note 32)	37,827,805,521	27,685,300,153

24.2 Advances from customers

	31/12/2020	31/12/2019
	VND	VND
Current	**3,670,653,648,035**	**1,319,374,663,513**
Citadines (Ha Long)	596,788,261,176	-
Marina Square (Phu Quoc)	562,157,358,247	-
Regent (Phu Quoc)	542,794,150,255	243,503,456,346
Grand Bay (Ha Long)	542,860,866,876	137,384,674,500
Harbor Bay (Ha Long)	519,900,398,290	-
Advance for purchase of land use rights at Hung Thang Tourism and New Urban area	390,832,602,550	-
Advance for transferring project in Ha Long	306,306,000,000	102,102,000,000
Green Bay Garden Project (Ha Long)	88,644,355,176	345,311,210,840
Marina Square (Ha Long)	69,840,490,939	331,357,736,755
Oyster Project (Ha Long)	-	64,249,095,780
Lotus Residences (Ha Long)	-	22,913,057,853
Greenbay Premium (Ha Long)	-	423,399,407
Others	50,529,164,526	72,130,032,032
Non-current	**1,584,025,615,485**	**1,590,410,814,667**
Aqua City (Ha Long)	708,787,439,256	
Palm Garden (Phu Quoc)	481,716,513,493	-
Sailing Club Villas (Phu Quoc)	393,521,662,736	-
Harbor Bay (Ha Long)	-	988,277,341,904
Citadines Project (Ha Long)	-	602,133,472,763
	5,254,679,263,520	**2,909,785,478,180**

25. LEASE LIABILITIES

	31/12/2020	31/12/2019
Lease liabilities	VND	VND
Non-current	541,251,337,824	544,474,970,216
Current	37,112,571,514	40,948,534,910
	578,363,909,338	**585,423,505,126**

The Company has committed to rental pool agreement of Regent projects from investors but has not yet commenced the lease as at 31 December 2020. The commencement date is expected in 2021 with the annual lease payment of about VND 161,804,278,859 over the 9-year period for the contracted-not-yet-commenced leases as at 31 December 2020.

Maturity analysis

	31/12/2019	31/12/2019
	VND	VND
Year 1	37,112,571,514	40,948,534,910
Year 2	42,434,355,335	37,112,571,514
Year 3	47,764,989,083	42,434,355,335
Year 4	53,677,625,883	47,764,989,083
Year 5	60,508,399,726	53,677,625,883
Onwards	336,865,967,797	363,485,428,401
	578,363,909,338	**585,423,505,126**

26. OTHER LIABILITIES

	31/12/2020	31/12/2019
	VND	VND
Current	**3,656,121,762,575**	**5,652,300,519,425**
Accrued expenses (Note 26.1)	1,301,952,903,077	1,955,923,364,886
Other payables (Note 26.2)	2,110,238,690,725	3,390,006,090,430
Unearned revenue (Note 26.3)	143,662,168,279	154,926,618,434
Payables to employees	25,566,458,183	63,427,474,436
Bonus and welfare funds	8,355,815,503	8,387,548,503
Other tax payable to the State budget	66,345,726,808	79,629,422,736
Non-current	**1,432,910,531,782**	**1,716,355,767,911**
Accrued expenses (Note 26.1)	488,657,221,810	480,590,785,398
Other payables (Note 26.2)	725,670,721,537	1,017,182,394,078
Unearned revenue (Note 26.3)	218,582,588,435	218,582,588,435
	5,089,032,294,357	**7,368,656,287,336**

26.1 Accrued expenses

	31/12/2020	31/12/2019
	VND	VND
Current		
Accrued construction expenses of projects in Ha Long	640,147,385,160	468,693,334,686
Regent Phu Quoc	386,090,242,170	592,601,549,685
Intercontinental Phu Quoc	63,673,037,002	462,310,119,730
Expenditures of Waterfront B2&B3&B5&B6	26,666,481,115	40,609,154,333
Expenditures of Waterfront B8&B9	26,077,537,383	62,179,613,542
Expenditures of Waterfront B1&B4	18,464,055,112	139,931,572,151
Marina Square (Phu Quoc)	16,241,255,245	27,920,728,343
Oster Bay (Ha Long)	-	23,971,461,315
Others	124,592,909,890	137,705,831,101
	1,301,952,903,077	**1,955,923,364,886**
Non-current		
Accrued construction expenses of Bai Truong Tourism Project	466,729,268,900	469,344,246,383
Land rental fees (i)	21,927,952,910	11,246,539,015
	488,657,221,810	**480,590,785,398**

(i) Represents the estimated amount payables of land rentals fees of area at Duong To Commune, Phu Quoc District, Kien Giang province for the period from 24 December 2014 to 15 May 2077 for the items handed over to customer. The land rental fees has been exempted to 2032.

26.2 Other payables

	31/12/2020	31/12/2019
	VND	VND
Current		
Advance from business cooperation contract to develop real estates (i)	1,135,373,410,606	2,847,467,908,669
Short-term deposits received	848,962,409,032	249,080,830,909
Maintenance fee	37,443,152,203	25,534,116,862
Profit payables to capital contributors	31,195,215,856	16,330,866,079
Payable to Board of Management	2,171,449,777	184,065,722,332
Payable to BIM Group Company Limited	-	950,000,000
Other payables	55,093,053,251	66,576,645,579
	2,110,238,690,725	**3,390,006,090,430**
Non-current		
Advance from business cooperation contract to develop real estates (i)	683,101,074,199	940,747,600,785
Deposits and mortgages	27,874,216,155	30,666,244,337
Payable to Board of Management	13,213,715,429	13,288,738,027
Payable to the General Logistics Department of the Laos Ministry of Public Security	-	27,922,056,933
Provision	544,130,004	561,280,004
Other payables	937,585,750	3,996,473,992
	725,670,721,537	**1,017,182,394,078**
In which: Payable to related parties		
- Current payables (Note 32)	35,627,640,294	209,404,640,436
- Non-current payables (Note 32)	13,213,715,429	13,213,715,429

(i) Represent the proceeds received from customers who are partners in investment cooperation contract to build the properties such as commercial house, condotel and coastal villas, etc. in Waterfront Phu Quoc, Regent Phu Quoc, Marina Square Phu Quoc, Sailing Club Villas and Palm Garden Shop Villas Phu Quoc Projects.

26.3 Unearned revenue

	31/12/2020	31/12/2019
	VND	VND
Short-term unearned revenue	**143,662,168,279**	**154,926,618,434**
Unearned revenue arising from obligations not yet performed of multi-obligation contracts	141,527,712,215	152,816,376,952
Rental advance for the commercial center and service apartment	2,056,809,904	2,110,241,482
Others	77,646,160	-
Long-term unearned revenue	**218,582,588,435**	**218,582,588,435**
Unearned revenue arising from obligations not yet performed of multi-obligation contracts	218,582,588,435	218,582,588,435
	362,244,756,714	**373,509,206,869**

27. ISSUED CAPITAL AND TREASURY SHARES

	31/12/2020	31/12/2019
	Number of shares	Number of shares
Authorized shares	**300,000,000**	**300,000,000**
Ordinary shares (i)	300,000,000	300,000,000
Treasury stocks	-	-
Shares in circulation	**300,000,000**	**300,000,000**
Ordinary shares	300,000,000	300,000,000

(i) The charter capital as at 31 December 2020 was contributed by the shareholders as follows:

	31/12/2020		31/12/2019	
	VND million	%	VND million	%
BIM Group	2,997,511,240	99.92	2,997,511,240	99.92
Mr. Doan Quoc Viet	1,244,380	0.04	1,244,380	0.04
Mr. Doan Quoc Huy	1,244,380	0.04	1,244,380	0.04
	3,000,000,000	100.00	3,000,000,000	100.00

28. OTHER RESERVES

	31/12/2020	31/12/2019
	VND	VND
Properties revaluation reserve	**546,135,686,494**	**454,650,267,147**
Other equity reserve	**(353,126,315,146)**	**(353,126,315,146)**
Exceed of consideration over net asset received from taking control of following subsidiaries under common control	(161,547,889,759)	(161,547,889,759)
Coral Housing Construction and Development JSC	*(160,512,000,000)*	*(160,512,000,000)*
BIM Kien Giang Company Limited	*(1,035,889,759)*	*(1,035,889,759)*
Difference between fair value and cost of off-market loans to following related parties	(191,578,425,387)	(191,578,425,387)
BIM Group Company Limited	*(191,578,425,387)*	*(191,578,425,387)*
	193,009,371,348	**101,523,952,001**

29. RETAINED EARNINGS

As at 31 December 2020, the retained earnings are VND 16,580,840,091,424. The distributable dividend is based on the financial statements prepared in accordance with local GAAP and subject to approval of the Company's shareholders in accordance with local regulations.

During the year, the Company declared cash dividend of VND 800 billion (Note 11.2).

30. CAPITAL EXPENDITURE COMMITMENTS

As at 31 December 2020, the Company has entered into a number of contracts relating to the development of many real estate projects as follows:

Project	Contracted			Financing structure
	Paid million VND	Not yet paid million VND	Total contracted million VND	
InterContinental Phu Quoc	2,790,872	76,904	2,867,776	41.42% capital/58.58% borrowings. Credit limit: BIDV Kien Giang Brach - VND 750 billion; VP HO - VND 230 billion
Regent Phu Quoc	1,040,288	110,904	1,151,192	44.81% capital/55.19% borrowings. Not yet signed loan contract with any lender
Bai Truong Tourism Complex	359,090	9,251	368,341	32% capital/68% borrowings. Credit limit: VDB Kien Giang Branch - VND 794 billion; VP HO - VND 150 billion
Fraser Suites 2	269,524	126,466	395,990	20% capital/80% borrowings. Credit limit: VP Bank VND 179 million
Holiday Inn (Vientiane)	146,147	45,094	191,241	40% capital/60% borrowings. Credit limit: BIDV Chuong Duong & Lao Viet Bank - USD 18 million

31. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

31.1 Financial instruments

Categories of financial instruments

The following table sets out the financial instruments as at the end of the financial year:

	31/12/2020	31/12/2019
Financial assets		
Amortised cost		
Cash and bank balances	1,699,674,740,108	1,597,602,778,507
Trade receivables	1,921,808,751,313	2,070,995,883,685
Loans and term deposit	1,666,150,852,933	1,464,822,481,888
FVTOCI		
Shares	3,600,000	3,600,000
	5,287,637,944,354	**5,133,424,744,080**
Financial liabilities		
Amortised cost		
Bank borrowings	3,814,053,142,531	3,546,133,665,607
Trade and other payables	3,079,867,434,046	3,183,753,342,487
	6,893,920,576,577	**6,729,887,008,094**

31.2 Financial risk management objectives

Management monitors and manages the financial risks relating to the operations of the Company to ensure appropriate measures are implemented in a timely and effective manner. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

Foreign currency risk management

Foreign exchange risk occurs as a result of the Company's transactions that are not denominated in their respective functional currencies. These transactions arise from the Company's ordinary course of business.

The Company's foreign currency exposures arise mainly from the exchange rate movements of the United States dollar ("USD") against the functional currencies of the respective Company's subsidiaries.

Exposures to foreign currency risks are managed as far as possible by natural hedges of matching assets and liabilities and management reviews periodically that the net exposure is kept at an acceptable level.

The management considers the Company's net exposure to foreign currency risk is immaterial; hence, no sensitivity analysis is prepared and disclosed.

Interest rate risk management

The Company's exposures to market risk for changes in interest rate relates to the Company's variable interest-bearing bank borrowings. The Company is also exposed to fair value interest rate risk in relation to fixed-rate finance leases. The Company does not use derivative financial instruments to hedge its exposure to interest rate fluctuation.

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher or lower and all other variables were held constant over the bank borrowings, the Company's profit before the income tax for the year ended 31 December 2020 would decrease/increase by VND 10,739,493,448 VND (2019: VND 10,364,637,919).

The Management of the Company considered the sensitivity analysis is unrepresentative of the interest rate risk as the exposure at the end of each reporting period does not reflect the exposure during the reporting periods.

Commodities price risk

The Company is affected by the volatility of certain commodities that are used for the construction of its real estate projects. The Company manages its commodities price risk by keeping close watch on relevant information and situation of commodity market in order to properly manage timing of purchases, construction plans and inventories level. The Company does not employ any derivatives financial instruments to hedge its commodity price risk.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's main exposure to credit risk arises primarily from trade and other receivables and cash and cash equivalents. The credit risk on such trade and other receivables is minimal as the Company collects the fees before supplying goods and rendering services. For other financial assets, including cash and cash equivalents, the Company minimises credit risk by placing the surplus funds with reputable banks.

There are no significant concentration of credit risk.

Further details of credit risks on trade and other receivables are disclosed in Note 20.

Liquidity risk management

The Company monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and mitigate the effects of fluctuations in cash flows. The Company finances its liquidity through internally generated cash flows and bank borrowings and minimises liquidity risk by keeping committed credit lines available.

As at 31 December 2020, the Company has a net current asset position of VND 6,410,706,834,823 (as at 31 December 2019: VND 5,188,638,481,144). The Management of the Company is satisfied that adequate working capital for its present obligations together with its existing loan facilities will be able to meet the Company's liabilities as and when they fall due.

Fair value of financial assets and financial liabilities

The carrying amounts of cash and cash equivalents, trade and other receivables and trade and other payables approximate their respective fair values due to the relatively short-term maturity of these financial instruments. The management of the Company considers that the carrying amounts of bank borrowings in the reporting periods approximate to their values.

31.3 Capital management policies and objectives

The Company reviews its capital structure annually to ensure that the Company will be able to continue as a going concern. The capital structure of the Company consists of equity attributable to owners of the Company, comprising issued capital, reserves and retained earnings. The Company's overall strategy remains unchanged during the reporting periods.

32. RELATED PARTY TRANSACTIONS AND BALANCES

List of related parties with significant transactions and balances for the years:

Related parties	Relationship
BIM Group Company Limited	Parent Company
BIM Foods Joint Stock Company	Affiliate
Lifestyle Viet Nam Joint Stock Company	Affiliate
BIM Salt Manufacturing and Processing Joint Stock Company	Affiliate
BIM Renewable energy Joint Stock Company	Affiliate
BIM Rice Joint Stock Company	Affiliate
Ca Na Ninh Thuan Salt Joint Stock Company	Affiliate
Phu Quoc Sailing Club Joint Stock Company	Associate
Executive Board	Operating the Company
Mr. Doan Quoc Viet	Shareholders / Executive Company
Mr. Doan Quoc Huy	Shareholders / Executive Company
Ms. Khong Thi Hien	Member of Board of Management

During the year, the Company entered into the following significant transactions with its related parties:

	2020 VND	2019 VND
Sales of goods and rendering of services		
Bim Group Company Limited	11,995,053,435	13,074,022,339
Affiliates	22,696,971,167	16,935,897,659
Associate	239,217,287	741,392,599
	34,931,241,889	**30,751,312,597**
Purchases of goods and services		
Bim Group Company Limited	19,089,237,125	19,545,242,704
Affiliates	21,893,827,965	27,857,420,082
Associate	56,482,378	260,757,202
	41,039,547,468	**47,663,419,988**
Interest income		
Bim Group Company Limited	102,180,667,670	74,654,387,361
Affiliates	-	4,497,482,064
Associate	1,351,628,463	845,752,018
	103,532,296,133	**79,997,621,443**
Dividends distributed		
Bim Group Company Limited	799,360,000,000	799,360,000,000
Other Shareholders	640,000,000	640,000,000
	800,000,000,000	**800,000,000,000**
Capital contribution		
Associate	2,400,000,000	2,392,050,000
	2,400,000,000	**2,392,050,000**

The related parties' balances at the balance sheet date were as follows:

	31/12/2020	31/12/2019
	VND	VND
Short-term receivable from customers		
BIM Group Company Limited	30,570,198,998	14,542,835,146
Affiliates	13,675,942,156	14,230,547,125
Associates	863,040,991	944,109,866
	45,109,182,145	**29,717,492,137**
Other short-term receivables		
Members of the Board of Management and Board of Directors	254,993,900,059	179,955,948,115
Affiliates	198,493,578	11,502,606,726
Associates	39,179,536	165,688,688
BIM Group Company Limited	4,518,120	-
	255,236,091,293	**191,624,243,529**
Other long-term assets		
Affiliates	367,126,501,560	172,876,501,560
	367,126,501,560	**172,876,501,560**
Short-term loans and receivables		
BIM Group Company Limited	734,782,710,003	1,102,648,584,315
Associate	7,362,943,854	2,280,000,000
	742,145,653,857	**1,104,928,584,315**
Long-term loans and receivables		
Bim Group Company Limited	119,000,000,000	-
Associate	707,862,500	5,662,900,000
	119,707,862,500	**5,662,900,000**
Short-term payables to suppliers		
Bim Group Company Limited	32,747,881,610	21,499,766,974
Affiliates	4,991,730,891	6,177,564,179
Associate	88,193,020	7,969,000
	37,827,805,521	**27,685,300,153**
Other short-term payables		
BIM Group Company Limited	-	950,000,000
Affiliates	2,260,974,661	2,223,549,661
Members of the Board of Management and Board of Directors	33,366,665,633	200,396,588,411
Associate	-	5,834,502,364
	35,627,640,294	**209,404,640,436**
Other long-term payables		
Members of the Board of Management	13,213,715,429	13,213,715,429
	13,213,715,429	**13,213,715,429**

In addition, certain assets of the Company have currently been pledged at banks as securities for borrowings from other affiliates under the same owners as disclosed in Note 33.

33. CONTINGENT LIABILITIES

A portion of the Company's non-current assets (in the form of land use right certificates) is currently pledged as security for bank borrowings by other affiliates under the same owners. The details of these affiliates' borrowings and the security are as per table below. For the avoidance of doubt, the Company is not a corporate Guarantor for any of these bank borrowings by affiliates. Prior to Group restructuring, the lenders considered common security package for loans by different borrowers under the same owners. As a result of Group restructuring, the Company is working on a plan to unencumber assets belonging to the Company pledged as security for borrowings of affiliates under the same owners.

Borrowers	Lenders	Collaterals
Lifestyle Viet Nam Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Dong Anh Branch	Land-use right under Certificate No. CM051754 dated 15 June 2018 owned by Ha Long Investment and Development Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 1,000.16 square meter. Land-use right under Certificate No. CM051756 dated 15 June 2018 owned by Ha Long Investment and Development Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 889 square meter. Land-use right under Certificate No. CD033193 dated 17 July 2018 owned by Ha Long Investment and Development Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 3352.01 square meter.
BIM Salt Manufacturing and Processing Joint Stock Company Ca Na Ninh Thuan Salt Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ninh Thuan Branch	Land-use right under Certificate No. CD033192 dated 17 July 2018 owned by Ha Long Investment and Development Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 3,653.91 square meter.
BIM Food Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Quang Ninh Branch	Land-use right under Certificate No. B462118 dated 11 June 2012 owned by Syrena Hung Thang Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 29,981.6 square meter.
BIM Food Joint Stock Company	Sai Gon Thuong Tin Commercial Joint Stock Bank - Quang Ninh Branch	Land-use right under Certificate No. CM051289 dated 04 May 2018 owned by Ha Long Investment and Development Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 2,638.31 square meter. Land-use right under Certificate No. CD955809 and CD955810 dated 7 July 2017 owned by Syrena Viet Nam Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 1,978.2 square meter and 469.2 square meter.
BIM Food Joint Stock Company	Vietnam Bank for Agriculture and Rural Development- Quang Ninh Branch	Land use right under Certificate No. CD 033443 dated 10 August 2018 owned by Ha Long Investment and Development Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 6,345.05 square meter.
BIM Food Joint Stock Company	Bank for Investment and Development of Vietnam - Quang Ninh Branch	Land-use right under Certificate No. CB324939 dated 11 June 2016, CM51286 dated 04 May 2018 owned by Ha Long Investment and Development Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 19,777.78 square meter and 10,876.63 square meter. Land-use right under Certificate No. BE326873 dated 9 December 2011 owned by Syrena Viet Nam Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 17,098.3 square meter.
BIM Salt Manufacturing and Processing Joint Stock Company Ca Na Ninh Thuan Salt Joint Stock Company	Bank for Investment and Development of Vietnam - Ninh Thuan Branch	Land-use right under Certificate No. CR068193 dated 21 June 2016 owned by Syrena Viet Nam Investment and Development Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 3,847.74 square meter.
Lifestyle Vietnam Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ha Noi Branch	Land use right under Certificate No. CR 068194, CR068195, CR068196, CR068197 dated 04 March 2019 owned by Syrena Vietnam Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 3,732.2; 618.7; 573.3 and 1,381.5 square meter respectively.
Lifestyle Vietnam Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Chuong Duong Branch	Land use right under Certificate No. CD 033007 dated 15 June 2018 and CM 051285 dated 04 May 2018 owned by Ha Long Production Development and Investment Company Limited for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 3,004.23 and 3,335.08 square meter.

34. IMPORTANT EVENT IN THE YEAR

Due to impacts of COVID-19 disease outbreak, the Company's operating industries have been subject to risks of changes in travel market. Such significant changes may dramatically affect economic benefits and obligations of the Company. The Company's Board of Management assessed that market changes due to COVID-19 disease outbreak are unpredictable, therefore, the Company's Board of Management has prudently monitored and evaluated the possible effects of this matter on the Company's operations in 2021.

35. SUBSEQUENT EVENT

On 30 December 2020, the Company issued VND 2 billion in aggregate principal amount of domestic bonds (the "Original Bonds") (Note 23.2). On 15 March 2021, the Company issued additional bonds as part of a tap issue of the Original Bonds in an aggregate principal amount of VND 998 billion which will mature in 30 December 2023 and have interest rate similar to the previous issue.

On 15 March 2021, the Company contributed VND 770,000,000,000 to increase the capital of Green Town Vietnam Joint Stock Company and through this act diluted the other shareholders' and increased its equity interest in Green Town Vietnam Joint Stock Company to 66.67%. On 15 March 2021, Green Town Vietnam Joint Stock Company has acquired 77% equity interest in Thanh Xuan Joint Stock Company with consideration of VND 858,846,154,000 (including advance for shares of VND 100,000,000,000 in the year 2020 and additional payment of VND 758,846,154,000 on 15 March 2021).

Tran Thi Thuy Hang	Bui Thi Thu Ha	Doan Quoc Huy
Chief Accountant	Financial Director	General Director

15 March 2021

Deloitte.

BIM LAND JOINT STOCK COMPANY

(Incorporated in the Socialist Republic of Vietnam)

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

(In accordance with International Financial Reporting Standards)

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STATEMENT OF THE BOARD OF MANAGEMENT

The Board of Management of BIM Land Joint Stock Company ("the Company") presents this report together with the Company and its subsidiaries' consolidated financial statements in accordance with the International Financial Reporting Standards (IFRSs) for the year ended 31 December 2019.

THE BOARDS OF DIRECTORS AND MANAGEMENT

The members of the Boards of Directors and Management of the Company who held office during the year and to the date of this report are as follows:

The Board of Directors

Mr. Doan Quoc Viet	Chairman
Mr. Doan Quoc Huy	Vice Chairman (Appointed on 01 January 2019)
Ms. Doan Thi Thanh Mai	Vice Chairman (Appointed on 01 January 2019)
Mr. Le Minh Dung	Member (Appointed on 01 January 2019)
Ms. Bui Thi Thu Ha	Member (Appointed on 01 January 2019)
Mr. Peter Raymond Ryder	Independent Member (Appointed on 01 January 2019)

The Board of Management

Mr. Doan Quoc Huy	General Director
Ms. Khong Thi Hien	Deputy General Director
Ms. Doan Thi Thanh Mai	Deputy General Director
Ms. Bui Thi Thu Ha	Financial Director (Appointed on 01 January 2019)

BOARD OF MANAGEMENT'S STATEMENT OF RESPONSIBILITY

The Board of Management of the Company is responsible for preparing the consolidated financial statements, which give a true and fair view of the consolidated financial position of the Company and its subsidiaries as at 31 December 2019, and the consolidated financial performance, the changes in consolidated equity and the consolidated cash flows for the year then ended in accordance with IFRSs. 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;
- State whether applicable accounting principles have been followed, subject to any material departures disclosed and explained in the consolidated financial statements;
- Prepare the consolidated financial statements on the going concern basis unless it is inappropriate to presume that the Company and its subsidiaries will continue in business; and
- Design and implement an effective internal control system for the purpose of properly preparing and presenting the consolidated financial statements so as to minimize errors and frauds.

BOARD OF MANAGEMENT'S STATEMENT OF RESPONSIBILITY (Continued)

The Board of Management of the Company is responsible for ensuring that proper accounting records are kept, which disclose, with reasonable accuracy at any time, the consolidated financial position of the Company and that the consolidated financial statements comply with IFRSs. The Board of Management is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of frauds and other irregularities.

The Board of Management confirms that the Company has complied with the above requirements in preparing these consolidated financial statements.

For and on behalf of the Board of Management,



Doan Quoc Huy
General Director

27 April 2020

Deloitte.

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INDEPENDENT AUDITORS' REPORT

To: The shareholders
The Boards of Directors and Management
BIM Land Joint Stock Company

Opinion

We have audited the accompanying consolidated financial statements of BIM Land Joint Stock Company (the Company) and its subsidiaries, prepared on 27 April 2020 as set out from page 06 to page 102, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as at 31 December 2019, and the consolidated financial performance, the changes in consolidated equity and the consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Vietnam, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Boards of Management and Directors for the Consolidated Financial Statements

The Board of Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRSs and for such internal control as the Board of Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these consolidated financial statements, the Board of Management is responsible for assessing the ability of the Company and its subsidiaries to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Management intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company and its subsidiaries' consolidated financial reporting process.

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INDEPENDENT AUDITORS' REPORT (Continued)

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an independent auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit 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 Company's internal control.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Management.

(d) Conclude on the appropriateness of the Board of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our independent auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our independent auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(f) Obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities and business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Deloitte.

INDEPENDENT AUDITORS' REPORT (Continued)

Restriction on distribution and use

The accompanying consolidated financial statements are only used to provide reference information for the Company's Board of Directors and potential investors. Then, these consolidated financial statements may not be suitable for another purpose nor be disclosed to another third party.



Tran Xuan Anh
Deputy General Director

DELOITTE VIETNAM COMPANY LIMITED

27 April 2020
Hanoi, S.R. Vietnam

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2019

Unit: VND

ITEMS	Notes	2019	2018 (Restated)
Revenue	5	5,025,480,071,689	4,432,311,367,787
Cost of sales	6	(2,580,132,206,868)	(3,148,889,119,226)
Gross profit		**2,445,347,864,821**	**1,283,422,248,561**
Gains on remeasurement of investment property	14	1,216,448,660,755	377,194,352,445
Other income		45,853,607,457	12,350,254,687
Financial income	7	109,500,174,359	290,514,938,779
Selling expenses	8	(418,271,585,167)	(451,479,212,998)
General and administrative expenses	8	(528,895,622,490)	(332,278,742,846)
Other expenses		(26,547,378,643)	(27,416,410,692)
Share of losses of associates and joint-ventures	15	(4,948,664,603)	(109,876,252)
Impairment losses	12, 13	(604,029,536,069)	-
Finance costs	7	(276,811,967,371)	(161,052,745,528)
Profit before tax		**1,957,645,553,049**	**991,144,806,156**
Current corporate income tax expense	9.1	(400,753,872,662)	(166,482,569,316)
Deferred corporate tax expense	9.2	(56,547,396,173)	(18,368,118,983)
PROFIT FOR THE YEAR		**1,500,344,284,214**	**806,294,117,857**
Owners of the Company		1,465,705,354,776	787,319,204,965
Non-controlling interests		34,638,929,438	18,974,912,892
		1,500,344,284,214	**806,294,117,857**
Earnings per share			
Basic (VND per share)	10.1	4,886	2,802

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

For year ended 31 December 2019

Unit: VND

ITEMS	Notes	2019	2018 (Restated)
Profit for the year		**1,500,344,284,214**	**806,294,117,857**
Other comprehensive income for the year:			
Items that will not be reclassified subsequently to profit or loss:			
Losses on revaluation of lands and hotel buildings in operation or under construction	12	(438,792,927,984)	(253,234,016,165)
Share of other comprehensive income of associates	15	(31,102,810,465)	7,404,158,752
Income tax relating to items that will not be reclassified subsequently to profit or loss	9.2	87,758,585,597	50,646,803,233
		(382,137,152,852)	**(195,183,054,180)**
Other comprehensive (loss) for the year, net of income tax		**(382,137,152,852)**	**(195,183,054,180)**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**1,118,207,131,362**	**611,111,063,677**
Attributable to:			
Owners of the Company		1,051,404,919,984	584,297,124,994
Non-controlling interests		66,802,211,378	26,813,938,683
		1,118,207,131,362	**611,111,063,677**
Of which:			
Continuing operations		1,118,207,131,362	586,631,023,754
Discontinued operations		-	24,480,039,923
		1,118,207,131,362	**611,111,063,677**

Tran Thi Thuy Hang
Chief Accountant

Bui Thi Thu Ha
Financial Director

Doan Quoc Huy
General Director

27 April 2020

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2019

Unit: VND

ITEMS	Notes	31/12/2019	31/12/2018 (Restated)
ASSETS			
Non-current assets			
Intangible assets	11	26,872,365,179	26,036,993,621
Property, plant and equipment	12	4,096,712,340,155	4,711,427,909,840
Right-of-use assets	13	453,091,209,029	-
Investment property	14	19,032,976,963,118	20,670,842,796,658
Investments in associates	15	79,719,954,780	113,379,379,848
Financial assets	16	14,046,500,000	90,249,640,661
Deferred tax assets	9.2	337,120,792,746	146,895,557,617
Contract cost	18	605,689,368,832	470,373,259,268
Other assets	20	172,966,631,939	787,906,310
Total non-current assets		**24,819,196,125,778**	**26,229,993,443,823**
Current assets			
Inventories	17	7,405,396,679,276	2,951,729,892,080
Financial assets	16	1,459,159,581,888	837,268,158,927
Contract costs	18	71,651,321,315	72,148,164,139
Trade and other receivables	19	3,429,484,399,484	2,357,857,264,545
Other assets	20	173,514,210,521	203,443,738,713
Cash and bank balances	21	1,597,602,778,507	405,737,621,995
Total current assets		**14,136,808,970,991**	**6,828,184,840,399**
Total assets		**38,956,005,096,769**	**33,058,178,284,222**

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

As at 31 December 2019

Unit: VND

ITEMS	Notes	31/12/2019	31/12/2018 (Restated)
EQUITY AND LIABILITIES			
Equity			
Share capital	26	3,000,000,000,000	3,000,000,000,000
Other capital		25,748,325,229	25,748,325,229
Translation reserves		(48,322,948,321)	(31,349,157,493)
Other reserves	27	101,523,952,001	589,597,613,365
Retained earnings	28	15,854,577,141,935	15,230,919,890,510
Non-controlling interests		410,560,054,305	390,728,470,069
Total equity		**19,344,086,525,149**	**19,205,645,141,680**
Non-current liabilities			
Bank borrowings	22	2,570,955,964,999	2,022,442,705,658
Trade and other payables	23	1,590,410,814,667	306,610,191,026
Deferred tax liabilities	9.2	4,241,550,563,980	4,082,536,518,275
Lease liabilities	24	544,474,970,216	-
Other liabilities	25	1,716,355,767,911	2,681,111,573,639
Total non-current liabilities		**10,663,748,081,773**	**9,092,700,988,598**
Current liabilities			
Bank borrowings	22	975,177,700,608	1,124,137,310,354
Trade and other payables	23	2,035,947,611,379	1,148,045,267,942
Current tax liabilities	9.1	243,796,123,525	131,832,091,114
Lease liabilities	24	40,948,534,910	-
Other liabilities	25	5,652,300,519,425	2,355,817,484,534
Total current liabilities		**8,948,170,489,847**	**4,759,832,153,944**
Total liabilities		**19,611,918,571,620**	**13,852,533,142,542**
Total equity and liabilities		**38,956,005,096,769**	**33,058,178,284,222**

CÔNG TY CỔ PHẦN BẤT ĐỘNG SẢN BIM

Tran Thi Thuy Hang	Bui Thi Thu Ha	Doan Quoc Huy
Chief Accountant	**Financial Director**	**General Director**

27 April 2020

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2019

Unit: VND

	Share capital	Other capital	Other reserves			Retained earnings	Attributable to shareholders of the parent	Non-controlling interests	Total
			Translation reserves	Properties revaluation reserve	Equity reserve				
As at 31 December 2018	**3,000,000,000,000**	**25,748,125,229**	**(31,349,157,493)**	**843,485,555,923**	**(253,887,942,558)**	**15,230,919,890,510**	**18,814,916,671,611**	**390,728,470,069**	**19,205,645,141,680**
Profit for the year	-	-	-	-	-	1,465,705,354,776	1,465,705,354,776	34,638,929,438	1,500,344,284,214
Other comprehensive income for the year	-	-	-	(414,300,434,792)	-	-	(414,300,434,792)	32,163,281,948	(382,137,152,852)
Additional contribution	-	-	-	-	-	-	-	597,420,000	597,420,000
Cash dividends declared (Note 10.2)	-	-	-	-	-	(800,000,000,000)	(800,000,000,000)	(11,830,000,000)	(811,830,000,000)
Change of foreign exchange rate	-	-	(16,973,790,828)	-	-	(1,058,600,444)	(18,032,391,272)	(14,291,457,548)	(32,323,848,820)
Subsidiary's purchase of treasury shares	-	-	-	-	-	(34,130,638,000)	(34,130,638,000)	(3,369,362,000)	(37,500,000,000)
Increase/(decrease) due to changes in ownership interest in subsidiaries	-	-	-	37,166,878,164	-	(55,082,085,165)	18,084,793,059	(18,084,793,059)	-
Off-market loans to holding company	-	-	-	-	(99,238,372,588)	-	(99,238,372,588)	-	(99,238,372,588)
OCI transferred to RE	-	-	-	(11,701,732,148)	-	11,701,732,148	-	-	-
Others	-	-	-	-	-	521,488,056	521,488,056	7,565,465	529,053,515
As at 31 December 2019	**3,000,000,000,000**	**25,748,125,229**	**(48,322,948,321)**	**454,650,267,147**	**(353,126,315,146)**	**15,854,577,141,935**	**18,933,526,270,844**	**450,560,854,305**	**19,384,086,525,149**

Tran Thi Thuy Hang
Chief Accountant

Bui Thi Thu Ha
Financial Director

Doan Quoc Huy
General Director

27 April 2020

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2019

Unit: VND

ITEMS	Notes	2019	2018
		VND	VND
Cash flows from operating activities			
Profit before tax		**1,957,645,553,049**	**991,144,806,156**
Adjustments for:			
Depreciation of property, plant and equipment	11, 12, 13	223,057,317,867	128,022,156,329
Provisions		5,515,730,928	-
Foreign exchange loss arising from revaluation foreign currency items		16,330,833,954	8,519,320,471
Interest income	7	(107,904,522,970)	(60,007,557,421)
Impairment losses	12,13	604,029,536,069	-
Interest expense	7	256,709,246,465	152,077,063,401
Gains on remeasurement of investment property	14	(1,216,448,660,755)	(377,194,352,445)
Others		20,590,578,759	5,108,565,254
Operating profit before movements in working capital		**1,759,525,613,366**	**847,670,001,745**
Changes in trade and other receivables		(2,140,762,978,878)	(2,097,284,636,784)
Changes in inventories		(1,618,088,728,305)	290,465,978,069
Changes in payables (not including interest payables and corporate income tax payable)		4,602,367,177,012	3,732,934,751,924
Changes in contract cost		(134,819,266,740)	(365,966,586,338)
Changes in other assets		(142,249,197,437)	23,668,811,935
Interest paid for lease		(55,081,544,187)	-
Interest paid for borrowings		(240,164,468,064)	(127,039,497,263)
Corporate income tax paid	9.1	(283,720,596,571)	(109,500,217,377)
Net cash generated by operating activities		**1,747,006,010,196**	**2,194,948,605,911**

The accompanying notes are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

For the year ended 31 December 2019

Unit: VND

ITEMS	Notes	2019	2018
		VND	VND
Cash flows from investing activities			
Payments for property, plant and equipment		(668,801,822,063)	(1,897,108,934,663)
Proceeds from disposal of property, plant and equipment		805,800,000	-
Cash outflow for lending, buying debt instruments of other entities		(370,436,031,540)	(6,517,351,272)
Cash recovered from lending, selling debt instruments of other entities		97,816,799,842	-
Cash recovered from investments in other entities		86,340,819	232,670,000,000
Payments for investment of other entities	15	(2,392,050,000)	(2,450,000,000)
Interest received, dividends and profits distributed		31,608,995,644	18,120,970,864
Net cash (used in) investing activities		**(911,311,967,298)**	**(1,655,285,315,071)**
Cash flows from financing activities			
Proceeds from issue of equity instruments of the Company		597,420,000	-
Payments of lease liabilities		(7,860,480,820)	-
Payment for buy-back of shares		(37,500,000,000)	-
Proceeds from borrowings	22.3	1,730,488,084,240	916,242,637,797
Repayment of borrowings	22.3	(1,328,833,909,806)	(1,180,233,822,505)
Dividends paid		(720,000,000)	(5,046,719,550)
Net cash generated by/(used in) financing activities		**356,171,113,614**	**(269,037,904,258)**
Net increase in cash		**1,191,865,156,512**	**270,625,386,582**
Increase due to take control of BIM Halong and its subsidiary		-	61,025,811,803
Decrease due to split of BIM Food JSC		-	(4,759,379,454)
Opening balance		**405,737,621,995**	**78,845,803,064**
Closing balance		**1,597,602,778,507**	**405,737,621,995**

Tran Thi Thuy Hang	Bui Thi Thu Ha	Doan Quoc Huy
Chief Accountant	**Financial Director**	**General Director**

27 April 2020

The accompanying notes are an integral part of these consolidated financial statements

1. GENERAL INFORMATION

Structure of ownership

BIM Land Joint Stock Company (formerly known as 'BIM Investment Joint Stock Company') (the Company) was incorporated in Vietnam as a joint stock company under Business Registration Certificate No. 5701558306 dated 30 November 2011 issued by Quang Ninh Provincial Department of Planning and Investment, with the latest amendment dated 08 December 2018.

The Company's parent company is BIM Group Company Limited.

The Company and its subsidiaries are collectively named as "the Company".

The number of employees as at 31 December 2019 was 2,442 (31 December 2018: 2,088).

Principal activities

The principal activities of the Company are trading in real estate, land use rights owned, used or leased by the Company, implementing civil constructions and other related activities.

The Company's structure

The Company has its head office located in Ha Long City, Quang Ninh province and one branch in Hanoi.

Details of the Company's subsidiaries and associates are as follows:

1. GENERAL INFORMATION (Continued)

Name	Place	Voting rights (%) 31/12/2019	Voting rights (%) 31/12/2018	Principal activity
Subsidiaries				
Syrena Vietnam Investment and Development Joint Stock Company	Quang Ninh, Vietnam	99.74	99.74	Infrastructure construction, real estate and commercial trading
Syrena Ha Long Land Joint Stock Company	Quang Ninh, Vietnam	99.00	99.00	Trading in real estate, land use rights owned, used, or leased by the Company, investing in other related fields
Syrena Phu Quoc Land Joint Stock Company	Kien Giang, Vietnam	99.53	99.53	Investment in infrastructure construction, real estate business, commercial business
BIM Kien Giang Company Limited	Kien Giang, Vietnam	95.80	95.80	Processing, cultivating and trading seafood; investment in civil and industrial constructions
Syrena Joint Stock Company	Hanoi, Vietnam	93.82	93.82	Leasing Syrena commercial center and Fraiser Suite Hanoi
Syrena Hung Thang Joint Stock Company	Quang Ninh, Vietnam	98.16	98.16	Investment in infrastructure construction, real estate business, commercial business
Coral Housing Construction and Development Joint Stock Company	Quang Ninh, Vietnam	98.82	98.82	Construction and sales of real estate, housing and industrial constructions
Halong Plaza Limited Liability Joint Venture Company	Quang Ninh, Vietnam	85.00	70.00	Ha Long Plaza hotel services and related services
New Life Service and Trading Company Limited	Hanoi, Vietnam	90.91	90.00	Restaurants, catering service, trade promotion organization
BIM Construction Materials Manufacturing and Trading Company Limited	Hanoi, Vietnam	100.00	100.00	Producing concrete and products from cement and plaster
Ha Long Production Development and Investment Company Limited	Quang Ninh, Vietnam	99.88	99.88	Infrastructure construction, real estate and commercial trading
Vientiane Investment and Development Company Limited	Vientiane, Laos	80.00	74.23	Hospitality services
Hung Thang Land Joint Stock Company	Quang Ninh, Vietnam	99.85	99.83	Infrastructure construction, real estate and commercial trading
Associates				
Phu Quoc Sailing Club Joint Stock Company	Phu Quoc, Vietnam	49.35	49.00	Restaurant and hospitality

Disclosure of information comparability in the consolidated financial statements

Comparative figures are the figures of the Company's audited consolidated financial statements for the year ended 31 December 2018. The accompanying consolidated financial statements are only used to provide reference information for the Company's Board of Directors and potential investors. Then, these consolidated financial statements may not be suitable for another purpose nor be disclosed to another third party.

Certain figures on the consolidated statement of financial position as at 31 December 2018 and on the consolidated statements of profit and loss and other comprehensive income for the year ended 31 December 2018 have been adjusted and reclassified as stated in Note 34.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSs)

2.1 New and amended IFRSs, IAS and the new Interpretation (IFRIC) effective for the current year

IFRS 16	Leases
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
Annual Improvements to IFRS Standards 2015–2017 Cycle	Amendments to IFRS 3 Business Combinations, IFRS 11 Joint Arrangements, IAS 12 Income Taxes and IAS 23 Borrowing Costs
Amendments to IAS 19 *Employee Benefits*	Plan Amendment, Curtailment or Settlement
IFRIC 23	Uncertainty over Income Tax Treatments

IFRS 16 - Leases

In the current year, the Company has applied IFRS 16 Leases (as issued by the IASB in January 2016) that is effective for annual periods that begin on or after 1 January 2019.

IFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to lessee accounting by removing the distinction between operating and finance lease and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets when such recognition exemptions are adopted. In contrast to lessee accounting, the requirements for lessor accounting have remained largely unchanged. Details of these new requirements are described in Note 3. The impact of the adoption of IFRS 16 on the Company's consolidated financial statements is described below.

The date of initial application of IFRS 16 for the Company is 1 January 2019.

The Company has applied IFRS 16 using the cumulative catch-up approach which:

- Requires the Company to recognise the cumulative effect of initially applying IFRS 16 as an adjustment to the opening balance of retained earnings at the date of initial application. The Company recognised a lease liability at the date of initial application for leases previously classified as an operating lease applying IAS 17. The Company measured that lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application. The Company chose to measure that right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before the date of initial application. Therefore, there was no adjustment to opening balance of retained earnings at the date of initial application.

- Does not permit restatement of comparatives, which continue to be presented under IAS 17 and IFRIC 4.

(a) Impact of the new definition of a lease

The Company has made use of the practical expedient available on transition to IFRS 16 not to reassess whether a contract is or contains a lease. Accordingly, the definition of a lease in accordance with IAS 17 and IFRIC 4 will continue to be applied to those leases entered or changed before 1 January 2019.

The change in definition of a lease mainly relates to the concept of control. IFRS 16 determines whether a contract contains a lease on the basis of whether the customer has the right to control the use of an identified asset for a period of time in exchange for consideration. This is in contrast to the focus on 'risks and rewards' in IAS 17 and IFRIC 4.

The Company applies the definition of a lease and related guidance set out in IFRS 16 to all lease contracts entered into or changed on or after 1 January 2019 (whether it is a lessor or a lessee in the lease contract). In preparation for the first-time application of IFRS 16, the Company has carried out an implementation project. The project has shown that the new definition in IFRS 16 will not significantly change the scope of contracts that meet the definition of a lease for the Company.

(b) Impact on Lessee Accounting

(i) Former operating leases

IFRS 16 changes how the Company accounts for leases previously classified as operating leases under IAS 17, which were off balance sheet.

Applying IFRS 16, for all leases (except as noted below), the Company:
a) Recognises right-of-use assets and lease liabilities in the consolidated statement of financial position, initially measured at the present value of the future lease payments, with the right-of-use asset adjusted by the amount of any prepaid or accrued lease payments in accordance with IFRS 16:C8 (b) (ii)
b) Recognises depreciation of right-of-use assets and interest on lease liabilities in the consolidated statement of profit or loss;
c) Separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within operating activities) in the consolidated statement of cash flows.

Lease incentives (e.g. rent free period) are recognised as part of the measurement of the right-of-use assets and lease liabilities whereas under IAS 17 they resulted in the recognition of a lease incentive, amortised as a reduction of rental expenses on a straight line basis.

Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36.

For short-term leases (lease term of 12 months or less) and leases of low-value assets (which includes tablets and personal computers, small items of office furniture and telephones), the Company has opted to recognise a lease expense on a straight-line basis as permitted by IFRS 16. This expense is presented within 'other expenses' in profit or loss.

The Company has used the following practical expedients when applying the cumulative catch-up approach to leases previously classified as operating leases applying IAS 17.

- The Company has applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- The Company has adjusted the right-of-use asset at the date of initial application by the amount of provision for onerous leases recognised under IAS 37 in the statement

of financial position immediately before the date of initial application as an alternative to performing an impairment review.

- The Company has elected not to recognise right-of-use assets and lease liabilities to leases for which the lease term ends within 12 months of the date of initial application.
- The Company has excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- The Company has used hindsight when determining the lease term when the contract contains options to extend or terminate the lease.

(ii) Former finance leases

For leases that were classified as finance leases applying IAS 17, the carrying amount of the leased assets and obligations under finance leases measured applying IAS 17 immediately before the date of initial application is reclassified to right-of-use assets and lease liabilities respectively without any adjustments, except in cases where the Company has elected to apply the low-value lease recognition exemption.

The right-of-use asset and the lease liability are accounted for applying IFRS 16 from 1 January 2019.

(c) Impact on Lessor Accounting

IFRS 16 does not change substantially how a lessor accounts for leases. Under IFRS 16, a lessor continues to classify leases as either finance leases or operating leases and account for those two types of leases differently.

However, IFRS 16 has changed and expanded the disclosures required, in particular regarding how a lessor manages the risks arising from its residual interest in leased assets.

Under IFRS 16, an intermediate lessor accounts for the head lease and the sublease as two separate contracts. The intermediate lessor is required to classify the sublease as a finance or operating lease by reference to the right-of-use asset arising from the head lease (and not by reference to the underlying asset as was the case under IAS 17).

Because of this change, the Company has reclassified certain of its operating sublease agreements as finance leases and accounted for them as new finance leases entered into at the date of initial application. As required by IFRS 9, an allowance for expected credit losses has been recognised on the finance lease receivables.

(d) Financial impact of initial application of IFRS 16

The weighted average lessees incremental borrowing rate applied to lease liabilities recognised in the consolidated statement of financial position on 1 January 2019 is 12%.

The following table shows the operating lease commitments disclosed applying IAS 17 at 31 December 2018, discounted using the incremental borrowing rate at the date of initial application and the lease liabilities recognised in the statement of financial position at the date of initial application.

	As at 01 January 2019 VND
Operating lease commitments at 31 December 2018	1,529,120,563,433
Short-term leases and leases of low-value assets	-
Effect of discounting the above amounts	(922,837,646,988)
Others	(13,474,901,051)
Finance lease liabilities recognized under IAS 17 at 31 December 2018	-
Present value of variable lease payments that depend on a rate or index	-
Present value of lease payments due in periods covered by extension options that are included in the lease term and not previously included in operating lease commitments	-
Lease liabilities recognised at January 2019	**592,808,015,394**
Accrued lease payment as at 31 Dec 2018	24,960,276,740
Right of use as at 01 January 2019	567,847,738,654
Impact on retained earning as at 01 January 2019	-

In the current year, the Company has applied a number of amendments to IFRS Standards and Interpretations issued by the IASB that are effective for an annual period that begins on or after 1 January 2019. Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

Amendments to IFRS 9 *Prepayment Features with Negative Compensation*

The Company has adopted the amendments to IFRS 9 for the first time in the current year. The amendments to IFRS 9 clarify that for the purpose of assessing whether a prepayment feature meets the 'solely payments of principal and interest' (SPPI) condition, the party exercising the option may pay or receive reasonable compensation for the prepayment irrespective of the reason for prepayment. In other words, financial assets with prepayment features with negative compensation do not automatically fail SPPI.

Amendments to IAS 28 *Long-term Interests in Associates and Joint Ventures*

The Company has adopted the amendments to IAS 28 for the first time in the current year. The amendment clarifies that IFRS 9, including its impairment requirements, applies to other financial instruments in an associate or joint venture to which the equity method is not applied. These include long-term interests that, in substance, form part of the entity's net investment in an associate or joint venture. The Company applies IFRS 9 to such long-term interests before it applies IAS 28. In applying IFRS 9, the Company does not take account of any adjustments to the carrying amount of longterm interests required by IAS 28 (i.e., adjustments to the carrying amount of longterm interests arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).

Annual Improvements to IFRS Standards 2015–2017 Cycle Amendments

The Company has adopted the amendments included in the Annual Improvements to IFRS Standards 2015–2017 Cycle for the first time in the current year. The Annual Improvements include amendments to four Standards:

IAS 12 Income Taxes

The amendments clarify that the Company should recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the Company originally recognised the transactions that generated the distributable profits. This is the case irrespective of whether different tax rates apply to distributed and undistributed profits.

IAS 23 Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings.

IFRS 3 Business Combinations

The amendments clarify that when the Company obtains control of a business that is a joint operation, the Company applies the requirements for a business combination achieved in stages, including remeasuring its previously held interest (PHI) in the joint operation at fair value. The PHI to be remeasured includes any unrecognised assets, liabilities and goodwill relating to the joint operation.

IFRS 11 Joint Arrangements

The amendments clarify that when a party that participates in, but does not have joint control of, a joint operation that is a business obtains joint control of such a joint operation, the Company does not remeasure its PHI in the joint operation.

Amendments to IAS 19 *Employee Benefits Plan Amendment, Curtailment or Settlement*

The Company has adopted the amendments of IAS 19 for the first time in the current year. The amendments clarify that the past service cost (or of the gain or loss on settlement) is calculated by measuring the defined benefit liability (asset) using updated assumptions and comparing benefits offered and plan assets before and after the plan amendment (or curtailment or settlement) but ignoring the effect of the asset ceiling (that may arise when the defined benefit plan is in a surplus position). IAS 19 is now clear that the change in the effect of the asset ceiling that may result from the plan amendment (or curtailment or settlement) is determined in a second step and is recognised in the normal manner in other comprehensive income.

The paragraphs that relate to measuring the current service cost and the net interest on the net defined benefit liability (asset) have also been amended. The Company will now be required to use the updated assumptions from this remeasurement to determine current service cost and net interest for the remainder of the reporting period after the change to the plan. In the case of the net interest, the amendments make it clear that for the period post plan amendment, the net interest is calculated by multiplying the net defined benefit liability (asset) as remeasured under IAS 19:99 with the discount rate used in the remeasurement (also taking into account the effect of contributions and benefit payments on the net defined benefit liability (asset)).

IFRIC 23 *Uncertainty over Income Tax Treatments*

The Company has adopted IFRIC 23 for the first time in the current year. IFRIC 23 sets out how to determine the accounting tax position when there is uncertainty over income tax treatments. The Interpretation requires the Company to:

- determine whether uncertain tax positions are assessed separately or as a group; and
- assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings:

- If yes, the Company should determine its accounting tax position consistently with the tax treatment used or planned to be used in its income tax filings.
- If no, the Company should reflect the effect of uncertainty in determining its accounting tax position using either the most likely amount or the expected value method.

2.2 New and revised IFRSs in issue but not yet effective

At the date of authorisation of these consolidated financial statements, the Company has not applied the following new and revised IFRS Standards that have been issued but are not yet effective.

IFRS 17	Insurance Contracts
IFRS 10 and IAS 28 (amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
Amendment to IFRS 3	Definition of a business
Amendment to IAS 1 and IAS 8	Definition of material
Conceptual Framework	Amendments to References to the Conceptual Framework in IFRS Standards

IFRS 17 *Insurance Contracts*

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts.

IFRS 17 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach.

The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees.

The Standard is effective for annual reporting periods beginning on or after 1 January 2021, with early application permitted. It is applied retrospectively unless impracticable, in which case the modified retrospective approach or the fair value approach is applied. An exposure draft Amendments to IFRS 17 addresses concerns and implementation challenges that were identified after IFRS 17 was published. One of the main changes proposed is the deferral of the date of initial application of IFRS 17 by one year to annual periods beginning on or after 1 January 2022.

For the purpose of the transition requirements, the date of initial application is the start if the annual reporting period in which the entity first applies the Standard, and the transition date is the beginning of the period immediately preceding the date of initial application.

The Company does not anticipate that the application of the standard in the future will have an impact on the Company's consolidated financial statements.

IFRS 10 and IAS 28 (amendments) *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's statement of comprehensive income only to the extent of the unrelated investors' interests in that associate or joint venture.

Similarly, gains and losses resulting from the re-measurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's statement of comprehensive income only to the extent of the unrelated investors' interests in the new associate or joint venture.

The effective date of the amendments has yet to be set by the IASB; however, earlier application of the amendments is permitted. The Company anticipates that the application of these amendments may have an impact on the Company's consolidated financial statements in future periods should such transactions arise.

The Company does not anticipate that the application of the amendments in the future will have an impact on the Company's consolidated financial statements.

Amendments to IFRS 3 *Definition of a business*

The amendments clarify that while businesses usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

Additional guidance is provided that helps to determine whether a substantive process has been acquired.

The amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets.

The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020, with early application permitted.

The Company does not anticipate that the application of the amendments in the future will have an impact on the Company's consolidated financial statements.

Amendments to IAS 1 and IAS 8 *Definition of material*

The amendments are intended to make the definition of material in IAS 1 easier to understand and are not intended to alter the underlying concept of materiality in IFRS Standards. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition.

The threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'.

The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1. In addition, the IASB amended other Standards and the Conceptual Framework that contain a definition of material or refer to the term 'material' to ensure consistency.

The amendments are applied prospectively for annual periods beginning on or after 1 January 2020, with earlier application permitted.

The Company does not anticipate that the application of the amendments in the future will have an impact on the Company's consolidated financial statements.

Amendments to References to the Conceptual Framework in IFRS Standards

Together with the revised Conceptual Framework, which became effective upon publication on 29 March 2018, the IASB has also issued Amendments to References to the Conceptual Framework in IFRS Standards. The document contains amendments to IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22, and SIC-32.

Not all amendments, however, update those pronouncements with regard to references to and quotes from the framework so that they refer to the revised Conceptual Framework. Some pronouncements are only updated to indicate which version of the Framework they are referencing to (the IASC Framework adopted by the IASB in 2001, the IASB Framework of 2010, or the new revised Framework of 2018) or to indicate that definitions in the Standard have not been updated with the new definitions developed in the revised Conceptual Framework.

The amendments, where they actually are updates, are effective for annual periods beginning on or after 1 January 2020, with early application permitted.

The Company does not anticipate that the application of the amendments in the future will have an impact on the Company's consolidated financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). For the year ended 31 December 2019, the Company prepared the consolidated financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Accounting System and other accounting regulations in Vietnam (local GAAP) for statutory purposes.

The accompanying consolidated financial statements have been prepared on the historical cost basis except for certain properties that are measured at revaluated amounts or fair values and financial instruments that are measured at amortised cost, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The accompanying consolidated financial statements are presented in Vietnam Dong (VND), under International Financial Reporting Standards.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

3.2. Basis of consolidation

The consolidated financial statements incorporate the consolidated financial statements of the Company and entities controlled by the Company and its subsidiaries for the year ended 31 December 2019. The consolidated financial statements of subsidiaries have the same reporting period and use accounting policies that are consistent with the Company. All intragroup balances and transactions, including unrealized profits arising on intragroup transactions have been eliminated in full.

The consolidated financial statements of subsidiaries (as presented in Note 1) were consolidated into the financial statements of the Company under the full consolidation method starting from the date the Company has control. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of a subsidiary so as to obtain benefits from its activities. Operating results of subsidiaries acquired or disposed of during the year are reasonably included in the consolidated statement of profit or loss and other comprehensive income from the effective date of acquisition or up to the effective date of disposal.

Non-controlling interests represent the profit or loss and the net assets of consolidated subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are separately presented in the consolidated statement of profit or loss and other comprehensive income and in the consolidated statement of financial position within equity, separately from the equity of the owners of the Company. Losses attributable to non-controlling interests are calculated on the basis of the proportion of ownership held by non-controlling shareholders, including the case of negative non-controlling interests. The difference between the amount at which the non-controlling interests are acquired and the fair value of the consideration paid is recognised directly in equity when the Company buys back non-controlling interests.

The reporting currency of Vientiane Investment and Development Company Limited is Laos Kip ('LAK'). For the purpose of consolidation under the equity method for investments in joint ventures, associates in the consolidated financial statements of the Company and its subsidiaries, those assets and liabilities shall be converted into Vietnam Dong at the exchange rate of the consolidated balance sheet date, capital account shall be converted into Vietnam Dong at the exchange rate of the transaction date, and consolidated income statements shall be translated at average exchange rates during the accounting period. Exchange differences arising on the conversion of the financial statements into Vietnam Dong are recognised in the 'Translation reserves' item in the consolidated statement of financial position.

3.3. Business combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-Based Payments at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination.

Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39, or IAS 37 'Provisions, Contingent Liabilities and Contingent Assets', as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3.4. Goodwill

Goodwill arising on an acquisition of a business is carried at historical cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3.5. Investments in associates

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Company's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Company's share of losses of an associate or a joint venture exceeds the Company's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Company's net investment in the associate or joint venture), the Company discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Company's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Company's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Company discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Company retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Company measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Company accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities,

the Company reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Company continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no re-measurement to fair value upon such changes in ownership interests.

When the Company reduces its ownership interest in an associate or a joint venture but the Company continues to use the equity method, the Company reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Company, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Company's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Company.

3.6. Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Company accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses.

3.7. Revenue recognition

The Company recognises revenue from the following major sources:

- Sale of properties including residential apartment, condo-hotel, shop house, ocean villas and land use right;
- Rental income from leasing office, store and apartment;
- Rendering of services including hotels, entertainment areas and other services;
- Investment income including interest and dividend income;
- Sale of other goods.

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control of a product or service to a customer.

3.7.1. Sale of property

Sale of property is recognised in profit and loss when the control over the asset is transferred to the customer. The Board of Management also assesses whether the contractual term of agreement and legal regulations meet the criteria of sale recognition.

A property is also regarded as sold when the control of it has been transferred to the customer under those agreements which are under legal form of a lease.

As for the contract of property sales with multiple obligations, the Company recognizes revenue once the obligation satisfied and at the same time, defers the revenue relating obligations that will be performed in the future.

3.7.2. Rental income

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease except for contingent rental income which is recognised when it arises. Indirect costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

3.7.3. Rendering of services

Revenue from hotel and other relating services is recognised when the control of services is transferred to a customer.

3.7.4. Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.7.5. Dividend

Income is recognized when the Company's and its subsidiaries' right to receive the payment is established, which generally when the shareholders approve the dividend.

3.7.6. Sale of other goods

Sale is recognized when the Company transfers control of a product to a customer, usually upon the delivery of the goods.

3.8. Contract costs

Costs to obtain a contract that would have been incurred irrespective of whether the contract was obtained are recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer irrespective of whether the contract is obtained.

The incremental costs of obtaining a contract with a customer are recognised as an asset if the entity expects to recover those costs. Those incremental costs are costs incurred to obtain a contract with a customer that would not have been incurred if the contract had not been obtained.

Contract costs are commission fee incurred when the contract for sales of properties was obtained, and will be recognized as selling expenses when control over properties is handed over to buyers and revenue is recognized.

3.9. Leases

The Company has applied IFRS 16 using the cumulative catch-up approach and therefore comparative information has not been restated and is presented under IAS 17. The details of accounting policies under both IAS 17 and IFRS 16 are presented separately below.

3.9.1. Policies applicable from 01 January 2019

The Company as lessor

The Company enters into lease agreements as a lessor with respect to some of its investment properties. The Company also rents equipment to retailers necessary for the presentation and customer fitting and testing of footwear and equipment manufactured by the Company.

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

When a contract includes lease and non-lease components, the Company applies IFRS 15 to allocate the consideration under the contract to each component.

The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy (not part of this Appendix).

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in 'Other expenses' in profit or loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

The Company has not used this practical expedient. For a contracts that contain a lease component and one or more additional lease or non-lease components, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3.9.2. Policies applicable prior to 01 January 2019

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Company as a lessee

Assets held under finance leases are recognised as assets of the Company at their fair value or, if lower, at the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's general policy on borrowing costs (see below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The Company as a lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

3.10. Foreign currencies

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end

of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the year in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity (attributed to non-controlling interests as appropriate).

3.11. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifiying assets, which are assets that necessarily take a subtantial period of time to get ready for their intended use or sale are added to cost of those assets until such time as the assets are subtaintially ready for their intended to use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the costs of those assets.

All other borrowing costs are recognised in profit or loss in the year in which they are incurred.

3.12. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's current tax is determined based on the tax rate in effect at the end of the year.

Deferred tax

Deferred tax is recognised on temporary differences between carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using balance sheet liability method. Deferred tax liabilities are generally recognised for all temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which

deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period, and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at tax rates expected to apply in the period in which the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The Board of Management of the Company reviewed the Company's investment property portfolios and concluded that none of the Company's investment properties relating to undeveloped freehold lands are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the Board of Management has determined that the 'sale' presumption set out in the amendments to IAS 12 is not rebutted.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levis by the same tax authority and the Company intends to pay current income tax on a net basis.

Current income taxes and deferred income taxes during the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.13. Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, generally the Company's hotel land and building, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each year.

Any revaluation increase arising on the revaluation of such land and buildings is recognised in other comprehensive income and accumulated in equity, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such land and buildings is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

Assets under construction include sites where new hotels are currently being developed and major development projects at hotels which are currently operational. These sites and the accumulated capital investment are recorded at fair value in the consolidated financial statements. Borrowing costs incurred in the construction of major assets which take a substantial period of time to complete are capitalised in the financial period in which they are incurred. Once construction is complete and the hotel is operating, the assets will be transferred to land and buildings at fair value. Depreciation will commence when the asset is available for use.

Depreciation on revalued buildings is recognised in profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings.

Other property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

Buildings and structures	03 to 50 years
Machinery and equipment	03 to 10 years
Motor vehicles	03 to 10 years
Office equipment	03 to 10 years
Others	03 to 10 years

Freehold land is not depreciated.

(i) During the year, the Company had shrimp ponds depreciated using combined method of straight-line method over 20 years and unit of production.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.14. Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Company, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Property held under operating leases is classified and accounted for by the Company as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Land held for capital appreciation including the lands where no development activities have been carried out within the normal operating cycle. Such land is classified as investment property under construction.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment property is carried at fair value. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value. Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable. Investment properties under construction for which the fair value cannot be determined reliably, but for which the Company expects that the fair value of the property will be reliably determinable when the construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or the construction is completed - whichever is earlier.

It may sometimes be difficult to determine reliably the fair value of the investment property under construction. In order to evaluate whether the fair value of an investment property under construction can be determined reliably, management considers the following factors, among others:

- The provisions of the construction contract.
- The stage of completion.
- Whether the project/property is standard (typical for the market) or non-standard.
- The level of reliability of cash inflows after completion.
- The development risk specific to the property.
- Past experience with similar constructions.
- Status of construction permits.

Fair value is based on active market prices, adjusted, if necessary, for differences in the nature, location or condition of the specific asset. If this information is not available, the Company uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. Valuations are performed as of the financial position date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the consolidated financial statements.

The fair value of investment property reflects, among other things, rental income from current leases and other assumptions market participants would make when pricing the property under current market conditions.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.
Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the year in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal.

Where the Company disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in the consolidated statement of profit or loss and other comprehensive income within net gain from fair value adjustment on investment property.

Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year in which the property is derecognised.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

If an item of owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under IAS 16. Any resulting increase in the carrying amount of the property is recognised in profit or loss to the extent that it reverses a previous impairment loss, with any remaining increase recognised in other comprehensive income and increase directly to equity in revaluation surplus within equity. Any resulting decrease in the carrying amount of the property is initially charged in other comprehensive income against any previously recognised revaluation surplus, with any remaining decrease charged to the consolidated statement of profit or loss and other comprehensive income.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

3.15. Fair value measurement of land and building and investment property

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value, the Company takes into account the characteristics of the asset if market participants would take those characteristics into account when pricing the asset at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

For financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurement are observable and the significance of the inputs to the fair value measurement in its entity, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets and liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset and liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3.16. Intangible assets

Intangible assets represent the value of computer software and other fixed assets.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised on a straight-line basis over their estimated useful lives as below:

Computer software	03 to 08 years

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimates being accounted for on a prospective basis. The Company does not amortise long-term land use rights.

3.17. Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

When it is not possible to estimate the recoverable amount of each individual asset, the Company estimates recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise, they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3.18. Inventories

3.18.1. Inventory property

Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as inventory and is measured at the lower of cost and net realisable value. Cost includes:

- Freehold and leasehold rights for land;
- Amounts paid to contractors for construction;
- Borrowing costs, planning and design costs, costs of site preparation, professional fees for legal services, property transfer taxes, construction overheads and other related costs.

Net realisable value is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date and discounted for the time value of money if material, less costs to completion and the estimated costs of sale.

The cost of inventory recognised in profit or loss on disposal is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

3.18.2. Other inventories

Inventories are carried at the lower of cost incurred in bringing each product to its present location and condition and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of the business less the estimated costs to complete and the estimated costs necessary to make the sale.

The costs of materials, tools, supplies and goods comprise their purchase prices and other related costs and is calculated using the weighted average method.

The costs of construction materials comprise the purchase prices and other related costs, and is calculated using the specific identification method.

3.19. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account risk and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits are made for a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

Restructurings

A restructuring provision is recognised when the Company has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Warranties

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the Board of Management's best estimate of the expenditure required to settle the Company's obligation.

Contingent liabilities acquired in a business combination

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with IAS 37 and the amount initially recognised less cumulative amortisation recognised in accordance with IFRS 15.

3.20. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual terms of the financial instrument.

Financial assets and financial liabilities are recognised initially at fair value. Transaction costs directly attributable to the acquisition or issue of financial assets and financial liabilities (except for financial assets and financial liabilities recognised at fair value through profit or loss) recorded increases or decreases in the fair value of financial assets or financial liabilities at initial recognition. Transaction costs directly attributable to the acquisition or issuance of financial assets or financial liabilities recognised at fair value through profit or loss are recognised immediately in the consolidated statement of profit or loss.

3.20.1. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractualcash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at FVTPL.

Despite the aforegoing, the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Company may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteriaas measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Company recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition.

The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.
Interest income is recognised in profit or loss and is included in the 'Investment income' line item.

Impairment of financial assets

The Company always recognises lifetime ECL for trade receivables, and contract costs. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the

forecast direction of conditions at the reporting date, including time value of money where appropriate.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forwardlooking information considered includes the future prospects of the industries in which the Company's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Company's core operations, namely the leisure goods and electronic equipment market, the residential properties construction industry and the IT software business.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 06 months past due, unless the Company has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Company considers a financial asset to have low credit risk when it has an internal or external credit rating of investment grade' as per globally understood definition.

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collaterals held by the Company).

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 03 years past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

a) significant financial difficulty of the issuer or the borrower;
b) a breach of contract, such as a default or past due event;
c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Company writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above.

As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Company's trade and other receivables, finance lease receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors;
- Nature of collaterals for finance lease receivables; and
- External credit ratings where available.

The Company is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

If the Company has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Company measures the loss allowance at an amount equal to 12m ECL at the current reporting date.

The Company recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the consolidated statement of financial position.

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

3.20.2. Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3.20.3. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is 1) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, 2) held for trading, or 3) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Company is provided internally on that basis; or

- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities and is included in the 'other gains and losses' line item.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies.

Commitments to provide a loan at a below-market interest rate

Commitments to provide a loan at a below-market interest rate are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and

- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'other gains and losses' line item in profit or loss for financial liabilities that are not part of a designated hedging relationship.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship regarding the recognition of exchange differences where the foreign currency risk component of a financial liability is designated as a hedging instrument for a hedge of foreign currency risk.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3.21. Tenant deposits

Tenant deposit liabilities are initially recognised at fair value and subsequently measured at amortised cost when material. Any difference between the initial fair value and the nominal amount is included as a component of operating lease income and recognised on a straight-line basis over the lease term.

3.22. Cash and cash equivalents

Cash and cash equivalents as referred to in the consolidated statement of cash flows comprise cash on hand, demand deposits and short-term investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, the Board of Management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future periods if the revision affects both current and future years.

4.1 Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see Note 4.2 below), that the Board of Management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

4.1.1. Going concern

The Company's Board of Management has assessed the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, the Board of Management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

4.1.2. Identifying whether a contract (or part of a contract) includes a lease

The Company assesses a contract that is or contains a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the lessee has both the right to direct the identified asset's use and to obtain substantially all the economic benefits from that use.

4.1.3. Classification of properties

The Company determines whether a property is classified as an investment property, or property, plant and equipment or inventory property by analyzing whether:

- Property, plant and equipment comprises land and buildings that are held for use in the production or supply of goods or services, or for administrative purposes.
- Inventory property comprises properties that are held for sale in the ordinary course of business. Principally, these are residential and commercial properties that the Company develops and intends to sell before or on completion of construction.
- Investment property comprises properties held for long-term rental yields or for capital appreciation or both, and not occupied by the companies in the consolidated Group (including property under construction or development for such purposes).

4.1.4. Land use rights have not been developed

For the land areas the Company has certificates of land use right and approved master plan of 1/500 or development plan, the classification judgement is made based on principle stated at **4.1.3**.

For the land areas the Company has certificates of land use right and approved master plan of 1/2000 but has not yet determined development activities with normal operating cycle and consider as held for capital appreciation, they are classified as investment property.

If the fair value of those properties cannot reliably be determined at this stage, this property has thus been measured at cost.

4.1.5 Judgements in determining the timing of satisfaction of performance obligations

The Board of Management of the Company has assessed that revenue from sales of real estates are recognised at a point in time as control of real estates is passed to customers because none of the following criteria is met:

i) the customer simultaneously receives and consumes all of the benefits provided by the entity as the entity performs;
ii) the entity's performance creates or enhances an asset that the customer controls as the asset is created;
iii) or the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Factors that may indicate the point in time at which control passes include, but are not limited to: the Company has a present right to payment for the asset; the customer has legal title to the asset; the entity has transferred physical possession of the asset; the customer has the significant risks and rewards related to the ownership of the asset; and the customer has accepted the asset.

4.2. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4.2.1. Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, change in tax law and the amount and timing of future taxable income. Given the wide range of business relationship and long-term nature and complexity of contractual agreements, difference arising between actual results and the assumption made, or future change to such assumptions, could necessitate future adjustment to tax income and expense already recorded. The Company and its subsidiaries establish provisions, based on reasonable estimates, for possible consequence of audit by the tax authorities. The amount of such provision is based on various factor, such as experience of previous tax audits and differing interpretations of tax regulations by taxable entity and the responsible tax authorities. Such differences of interpretation may arise on a wide variety of issue depending on the condition prevailing in respective tax jurisdictions. No significant provisions have been made in the consolidated financial statements for the year ended.

4.2.2. Net realisable value for inventory

Inventory is stated at the lower of cost and net realisable value (NRV).

NRV for completed inventory property is assessed with reference to market conditions and prices existing at the reporting date and is determined by the Company having taken suitable external advice and in the light of recent market transactions.

NRV in respect of inventory property under construction is assessed with reference to market prices existing at the reporting date for similar completed property, less estimated costs to complete construction and less an estimate of the time value of money to the date of completion.

4.2.3. Valuation of property

The fair value of property is determined by independent real estate valuation experts using internationally-recognised valuation techniques. These techniques comprise the Discounted Cash Flow Analysis (for investment properties in operation) and the Adjusted Direct Comparison Approach (for undeveloped land).

Property under construction is also valued at fair value as determined by independent real estate valuation experts, except if such values cannot be reliably determined. In the exceptional cases when a fair value cannot be reliably determined, such properties are recorded at cost.

The fair value of property under construction is determined using the Discounted Cash Flow Approach.

The determination of the fair value of property requires the use of estimates such as future cash flows from assets (such as lettings, tenants' profiles, future revenue streams, capital values of fixtures and fittings, plant and machinery, any environmental matters and the overall repair and condition of the property) and discount rates applicable to those assets. In addition, development risks (such as construction and letting risks) are also taken into consideration when determining the fair value of properties under construction. Future revenue streams, inter alia, comprise contracted rent (passing rent) and estimated rental income (ERV) after the contract period. In estimating ERV, the potential impact of future lease incentives to be granted to secure new contracts is taken into consideration. All these estimates are based on local market conditions existing at the reporting date.

There is a certain degree of volatility in the commercial real estate market in Vietnam. Therefore, in arriving at their estimates of market values as at 31 December 2019, 31 December 2018, the valuers used their market knowledge and professional judgement and did not rely solely on historical market transaction comparable. In these circumstances, there exists a greater degree of uncertainty than which exists in a more active market in estimating the market values of property.

These estimated fair value values may differ from the prices at which the the Company and its subsidiaries' properties could be sold at a particular time, since actual selling prices are negotiated between willing buyers and sellers. Also, certain estimates require an assessment of factors not within the directors' control, such as overall market conditions. As a result, actual results of operations and realisation of these properties could differ from the estimates set forth in these financial statements, and the difference could be significant.
Further details of the judgements and assumption made are set out in Note 13 and Note 14.

Techniques used for valuing property

The Income Capitalisation Approach considers income and expense data relating to the property being valued and estimates value through a capitalisation process. Capitalisation relates income (usually a net income figure) and a defined value type by converting an income amount into a value estimate. This process may consider direct relationships, known as capitalisation rates, yield or discount rates reflecting measures of return on investment, or both.

The Discounted Cash Flow Approach involves the projection of a series of periodic cash flows either to an operating property or a development property. To this projected cash flow series, as appropriate, market derived discount rate is applied to establish an indication of the present value of the income stream associated with the property. The calculated periodic cash flow is typically estimated as gross rental income less vacancy and collection losses and less operating expenses/outgoings. A series of periodic net operating incomes, along with an estimate of the reversion/terminal/exit value (which uses the traditional valuation approach) anticipated at the end of the projection period, are discounted to present value. The aggregate of the net present values equals the market value of the property.

The Direct Comparison Approach considers the sales of similar substitute properties and related market data, and establishes a value estimate by processes involving comparison. In general, a property being valued, is compared with sales of similar properties that have been offered/transacted in the market based on a $/sqm of improved are (NLA). Listings and offerings may also be considered.

As a result, actual results of operations and realisation of these properties could differ from the estimates set forth in these consolidated financial statements, and the difference could be significant. The Company's valuation policies and procedures are disclosed in Notes 3, 13 and 14.

4.2.4. *Impairment losses on trade receivables and contract costs*

The Company reviews its receivables and contract costs to assess impairment losses at the reporting date. To determine whether an impairment loss should be recorded in profit or loss, the Company takes into consideration both quantitative and qualitative factors. The methodology and assumptions used are reviewed regularly to reduce any differences between estimates and actual loss experience.

4.2.5. *Impairment of investments in associates*

The Board of Management has evaluated whether there is any indication of impairment by considering both internal and external sources of information and believes that all the impairments of investments in associates and jointly-controlled entities have been reflected.

4.2.6 *Impairment of land and hotel buildings*

Impairment exists when the carrying value of land and hotel buildings exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of the asset disposal. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for remaining useful lives of hotel buildings excluding restructuring activities that the Company has not yet committed to or significant future investments that will enhance the performance of the hotel buildings being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the impaired hotel, including a sensitivity analysis, are disclosed and further explained in **Note 12**.

4.2.7 *Assessment of whether a right-of-use asset is impaired*

Under IFRS 16, these right-of-use assets will be subject to the impairment requirements of IAS 36.

Similar to non-financial assets, a right-of-use asset will only be tested for impairment when impairment indicators exist. If impairment indicators exist, the Company must determine whether the right-of-use asset can be tested on a stand-alone basis or whether it will have to be tested at a cash-generating unit level. This will depend on whether the right-of-use asset generates largely independent cash inflows from other assets or groups of assets.

While there may be instances where leased assets generate largely independent cash inflows, an example would be a leased condotel, many leased assets will be used by the Company as an input in its main operating activities whether these are service-providing or production-of-goods related. It is therefore likely that many right-of-use assets will be assessed for impairment at a cash-generating unit level rather than at an individual asset level.

Even if there are no impairment indicators at the right-of-use asset level or the respective cash-generating unit level, right-of-use assets will impact the annual goodwill impairment test by increasing the carrying amount of the cash-generating unit, or group of cash-generating units, at which goodwill is assessed for impairment.

4.2.8 *Leases - Estimating the incremental borrowing rate*

The Company cannot readily determine the interest rate implicit that is in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar

security, the funds are necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when lease's term does not exactly match with recent borrowings). The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit worthiness).

5. REVENUE

	2019 VND	2018 VND
Revenue from the sale of goods and the rendering of services		
Sale of real estates	4,009,432,889,584	2,778,805,919,249
Hospitality services	695,149,327,426	288,135,943,915
Apartments and offices rental	155,022,355,350	198,958,434,491
Shopping malls rental	55,820,903,809	55,255,251,149
Construction materials trading	45,025,529,507	171,825,440,214
Sale of shrimps	-	577,138,526,432
Construction	-	165,792,087,816
Sale of rice and salt	-	80,287,570,949
Syrena cruise ship services	25,502,439,999	28,077,725,537
Other goods and services	59,107,848,430	91,399,956,242
	5,045,061,294,105	**4,435,676,855,994**
Sale deductions		
Discounts	4,174,435,745	3,365,202,187
Sale returns	15,406,786,671	286,020
	19,581,222,416	**3,365,488,207**
	5,025,480,071,689	**4,432,311,367,787**
In which:		
Revenue from related parties (Note 31)	30,751,312,597	83,822,047,297

6. COST OF SALES

	2019	2018 (Restated)
	VND	VND
Sale of real estates	1,792,432,627,216	1,561,337,392,871
Hospitality services	576,140,866,524	326,473,151,067
Apartments and offices rental	53,142,280,876	134,503,273,699
Shopping malls rental	16,549,254,028	44,010,896,176
Construction materials trading	40,469,635,768	193,700,715,981
Sale of shrimps	-	516,103,112,211
Construction	-	143,588,592,878
Sale of rice and salt	-	77,721,117,818
Syrena cruise ship services	26,121,874,985	27,821,708,238
Other goods and services	75,275,667,471	123,629,158,287
	2,580,132,206,868	**3,148,889,119,226**

7. FINANCIAL INCOME AND FINANCIAL COSTS

	2019	2018
	VND	VND
Gain from the transfer of shares and capital	-	230,449,850,000
Interests on loans and deposits	107,904,522,970	60,007,557,421
Other financial income	1,595,651,389	57,531,358
Financial income	**109,500,174,359**	**290,514,938,779**
In which:		
Financial income from related parties (Note 31)	79,997,621,443	54,477,895,521
Borrowing expenses	201,151,731,725	152,077,063,401
Interest expense on lease liabilities	55,557,514,740	-
Loss on exchange rate difference	17,681,448,667	8,757,782,361
Other financial expenses	2,421,272,239	217,899,766
Financial costs	**276,811,967,371**	**161,052,745,528**
In which:		
Financial costs from related parties (Note 31)	-	4,744,619,768

8. SELLING EXPENSES, GENERAL AND ADMINISTRATIVE EXPENSES

	2019	2018 (Restated)
	VND	VND
Selling expenses		
Salary expenses	35,308,707,719	20,465,102,525
Out-sourced services	264,054,001,230	360,267,379,622
Others	118,908,876,218	70,746,730,851
	418,271,585,167	**451,479,212,998**
General and administrative expenses		
Salary expenses for management staff	205,185,971,088	146,903,299,952
Office supplies	2,620,996,492	7,034,776,160
Out-sourced services	185,704,404,056	68,724,797,078
Others	135,384,250,854	109,615,869,656
	528,895,622,490	**332,278,742,846**

9. CORPORATE INCOME TAX

The Company is obliged to pay corporate income tax at the rate of 20% of its taxable income.

Corporate income tax expense (CIT) for the year is as follows:

	2019	2018
	VND	VND
Current tax	400,753,872,662	166,482,569,316
Deferred tax	56,547,396,173	18,368,118,983
	457,301,268,835	**184,850,688,299**

The Company's tax returns are subject to the examination by the tax authorities. Because the application of tax laws and regulations for many types of transactions is susceptible to various interpretations, amounts reported in the consolidated financial statements could be changed upon final decisions by the tax authorities.

9.1 Current corporate income tax

Current tax expense

The current corporate income tax expense for the year was calculated as follows:

	2019	2018
	VND	VND
Profit before tax	1,957,645,553,050	991,144,806,156
Adjustments		
Less:	(1,912,871,019)	(199,212,344,402)
- Loss carried forward	*(586,600,353)*	*(199,212,344,402)*
- Adjust price of real estate	*(1,326,270,666)*	-
Add back:	325,104,891,128	244,926,328,006
- Adjustments in consolidation and other taxable income	*318,207,755,158*	*203,697,763,866*
- Non-deductible expenses	*6,897,135,970*	*41,228,564,140*
Gains on remeasurement of investment property	(1,216,448,660,756)	(377,194,352,445)
Marketing expensed off	(2,444,209,169)	130,923,543,110
Tools expensed off	1,787,899,316	1,283,261,409
Interest income on non-market loans	(74,654,387,361)	(41,886,586,557)
Impairment losses	604,029,536,069	-
Others	15,926,746,168	(197,221,240,749)
Taxable profit in the year	**1,609,034,497,426**	**552,763,414,528**
- (Loss)	*(413,034,910,455)*	*(341,536,660,871)*
- Taxable profit at tax rate of 20%	*2,003,283,442,368*	*840,524,559,019*
- Tax-exempt income (i)	*18,785,965,513*	*53,775,516,380*
Corporate income tax expense based on taxable profit in the year	**400,656,688,474**	**168,104,911,804**
Tax adjustment of previous years	97,184,188	(1,622,342,488)
Total current corporate income tax	**400,753,872,662**	**166,482,569,316**

(i) For BIM concrete products and construction materials trading Project, the Company is entitled to the incentive tax rate of 10% within 15 years; tax exemption for the first 04 years and a reduction of 50% in the next 09 years, applied continuously from the first year the Company has taxable income. Year 2019 is the third year the Company is entitled to incentive tax rate.

Corporate income tax payables

	2019	2018
	VND	VND
Opening balance of CIT payables	**131,832,091,114**	**17,888,935,693**
CIT expense	400,753,872,662	166,482,569,316
Paid	(283,720,596,571)	(109,500,217,377)
Taking control over BIM Ha Long and its subsidiary	-	55,318,636,399
Others	(5,069,243,680)	1,642,167,083
Closing balance of CIT payables	**243,796,123,525**	**131,832,091,114**

9.2 Deferred corporate income tax

The following are the major deferred tax liabilities and assets recognised by the Company, and the movement thereon, during the year:

	Valuation gain on investment property	Revaluation of PPE	Prepayment expensed off	Leasing	Others	Total
	VND	VND	VND	VND	VND	VND
At 31 December 2018	**(3,875,283,618,747)**	**(181,360,352,697)**	**58,185,765,302**	**-**	**62,817,245,484**	**(3,935,640,960,658)**
Charge to OCI	-	87,758,585,597	-	-	-	**87,758,585,597**
Charge (Credit) to PL	(236,000,189,687)	101,293,749,209	(131,261,971)	18,638,922,571	59,651,383,705	**(56,547,396,173)**
At 31 December 2019	**(4,111,283,808,434)**	**7,691,982,109**	**58,054,503,331**	**18,638,922,571**	**122,468,629,189**	**(3,904,429,771,234)**

Reconciliation of net deferred tax liabilitities is as follows:

	31/12/2018	Charge to OCI	Charge (Credit) to PL	31/12/2019
	VND	VND	VND	VND
Deferred tax assets	146,895,557,617	-	190,225,235,129	337,120,792,746
Deferred tax liabilities	(4,082,536,518,275)	87,758,585,597	(246,772,631,302)	(4,241,550,563,980)
	(3,935,640,960,658)	**87,758,585,597**	**(56,547,396,173)**	**(3,904,429,771,234)**

10. EARNINGS PER SHARE AND DIVIDEND PER SHARE

10.1 Earnings per share

	2019	2018
Profit after corporate income tax (VND)	1,465,705,354,777	787,319,204,965
Weighted average number of ordinary shares in circulation in the year (share)	300,000,000	280,964,667
Basic profit per share (VND/share)	**4,886**	**2,802**

Details of weighted average number of ordinary shares incirculation for the year are as follows:

	31/12/2019 Share	31/12/2018 Share
Ordinary shares weighted issued at the beginning of the year	300,000,000	271,447,000
Impact of the Group restructuring	-	9,517,667
Weighted average number of ordinary shares in circulation in the year	**300,000,000**	**280,964,667**

10.2 Dividend per share

	2019	2018
Dividend declared during the year (VND)	800,000,000,000	1,150,000,000,000
In which:		
- Stock dividend	-	-
- Cash dividend (*)	*800,000,000,000*	*1,150,000,000,000*
Number of shares (share)	300,000,000	300,000,000
Dividend per share (VND/share)	**2,667**	**3,833**

(*) The payables to BIM Group Company Limited from dividend declared during the year has been offset with off-market loans to BIM Group Company Limited and other receivables.

11. INTANGIBLE ASSETS

	Software VND	Others VND	Total VND
Cost			
At 31 December 2018	**19,202,166,715**	**14,959,021,462**	**34,161,188,177**
Purchases	1,400,625,227	3,501,247,553	4,901,872,780
Foreign exchange rate difference	(660,114,785)	-	(660,114,785)
At 31 December 2019	**19,942,677,157**	**18,460,269,015**	**38,402,946,172**
Amortization and impairment			
At 31 December 2018	**5,868,358,220**	**2,255,836,336**	**8,124,194,556**
Amortization for the year	2,112,420,231	1,450,401,665	3,562,821,896
Foreign exchange rate difference	(156,435,459)	-	(156,435,459)
At 31 December 2019	**7,824,342,992**	**3,706,238,001**	**11,530,580,993**
Carrying amount			
At 31 December 2018	**13,333,808,495**	**12,703,185,126**	**26,036,993,621**
At 31 December 2019	**12,118,334,165**	**14,754,031,014**	**26,872,365,179**

12. PROPERTY, PLANT AND EQUIPMENT

	Lands and hotel building	Land and hotel buildings under construction	Office buildings	Machinery and equipment	Motor vehicles	Office equipment	Others	Total
	VND	VND	VND	VND	VND	VND	VND	VND
Cost or revaluation (*)								
At 31 December 2018	**3,094,584,332,730**	**946,223,130,806**	**42,224,653,469**	**777,561,575,518**	**169,215,934,394**	**12,739,778,919**	**80,797,666,714**	**5,123,347,072,550**
Purchases	-	166,424,607,431	304,783,495,536	29,080,059,925	16,100,241,032	5,459,264,500	3,410,507,672	525,258,176,096
Disposals	-	-	-	(120,412,682)	(14,130,796,093)	(81,600,000)	(736,476,766)	(15,069,285,541)
Decrease after settlement	(1,041,445,592)	(8,468,862,771)	-	-	-	-	-	(9,510,308,363)
Transfer from construction in progress	57,481,900,324	(57,481,900,324)	-	-	-	-	-	-
Interest expenses capitalised	-	50,331,050,166	-	-	-	-	-	50,331,050,166
Revaluation increase/decrease	(420,517,771,437)	(18,275,156,547)	-	-	-	-	-	(438,792,927,984)
Transfer of accumulated depreciation	(69,841,786,847)	-	-	-	-	-	-	(69,841,786,847)
Effect of foreign exchange differences	(35,300,140,732)	-	-	(5,357,779,013)	(395,345,949)	-	(785,269,466)	(41,838,535,160)
Reclassification	(22,849,930,048)	-		24,744,965,825	(1,773,553,559)	(121,482,218)	-	-
Dismantling for construction (i)	-	-	(22,444,777,730)	(4,092,822,111)	-	(697,429,105)	-	(27,235,028,946)
Others	6,075,219,537	-	3,752,588,185	-	-	-	270,049,517	10,097,857,239
At 31 December 2019	**2,608,590,377,935**	**1,078,752,868,761**	**328,315,959,460**	**821,815,587,462**	**169,016,479,825**	**17,298,532,096**	**82,956,477,671**	**5,106,746,283,210**

(*) Revaluation model is applied for lands and hotel buildings in operation or under construction. Undeveloped lands and other properties, plant and equipment are measured and recognised at cost as the estimation of their fair values is not reliable.

(i) Represents the cost of tangible fixed assets for site clearance of expanded Syrena Project (Fraser Suites 2).

12. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Lands and hotel building	Land and hotel buildings under construction	Office buildings	Machinery and equipment	Motor vehicles	Office equipment	Others	Total
	VND	VND	VND	VND	VND	VND	VND	VND
Accumulated depreciation and impairment								
At 31 December 2018	**57,604,794,660**	**-**	**28,479,090,924**	**179,187,370,202**	**71,928,560,068**	**7,818,165,377**	**66,901,181,479**	**411,919,162,710**
Depreciation for the year	81,139,200,092	-	7,080,659,477	56,246,632,084	18,500,730,227	1,252,522,969	6,599,973,897	170,819,718,746
Disposals	-	-	-	(23,023,346)	(8,533,573,113)	(81,600,000)	(736,476,766)	(9,374,673,225)
Reclassification	(658,658,370)	-		499,574,928	259,621,055	(9,690,317)	(90,847,296)	-
Eliminated on revaluation	(71,033,610,184)	-	-	-	-	-	-	(71,033,610,184)
Dismantling for construction (i)	-	-	(6,897,423,556)	(3,560,835,723)	-	(580,535,755)	-	(10,948,795,034)
Impairment losses recognised in profit or loss	584,963,121,366	-	-	-	-	-	-	584,963,121,366
Reversals of impairment losses recognised in profit or loss	(47,015,339,696)	-	-	-	-	-	-	(47,015,339,696)
Effect of foreign exchange differences	(2,274,584,540)	-	-	(2,891,834,197)	(188,304,454)	-	(630,559,700)	(5,985,282,891)
Others	-	-	(13,310,368,737)	-	-	-	-	(13,310,368,737)
At 31 December 2019	**602,724,925,328**	**-**	**15,441,966,108**	**229,457,883,948**	**81,967,033,783**	**8,398,862,274**	**72,043,271,614**	**1,010,033,943,055**
Carrying amount								
At 31 December 2018	**3,036,979,538,070**	**946,223,130,806**	**13,745,562,545**	**598,374,205,316**	**97,287,374,326**	**4,921,613,542**	**13,896,485,235**	**4,711,427,909,840**
At 31 December 2019	**2,005,865,452,607**	**1,078,752,868,761**	**313,873,993,352**	**592,357,703,514**	**87,049,446,042**	**8,899,669,822**	**10,913,206,057**	**4,096,712,340,155**

(i) Represents the accumulated depreciation of tangible fixed assets for site clearance of expanded Syrena Project (Fraser Suites 2)

12.1 Fair value measurement of the Company's lands and hotel buildings in operation and under construction

The Company's lands and buildings and assets under construction are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The accumulated amount at the date of revaluation is eliminated against gross carrying amount. Details of fair value and historical net carrying amount of lands and buildings and assets under construction are as follows:

Properties	Measurement	31/12/2019	31/12/2018
		VND	VND
Lands and hotel buildings in operation			
Ha Long Plaza (Quang Ninh, Vietnam)	Historical cost less accumulated depreciation	6,707,001,217	7,955,828,828
	Fair value (i)	212,149,800,000	321,656,500,000
	Revaluation surplus	205,442,798,783	313,700,671,172
Intercontinental (Phu Quoc, Vietnam)	Historical cost less accumulated depreciation (ii)	1,650,674,520,774	1,703,994,542,908
	Fair value	1,057,347,227,072	2,033,682,257,022
	Revaluation surplus/(Impairment)	(593,327,293,702)	329,687,714,114
Crowne Plaza (Vientiane, Laos)	Historical cost less accumulated depreciation (iii)	688,284,156,837	739,245,575,709
	Fair value	678,886,525,211	681,640,781,049
	Impairment	(9,397,631,626)	(57,604,794,660)
Club House (Quang Ninh, Vietnam)	Historical cost less accumulated depreciation	57,481,900,324	
	Fair value (iv)	57,481,900,324	N/A
	Revaluation surplus	-	
Total (i)+(ii)+(iii)+(iv)		**2,608,590,377,935**	**3,094,584,332,730**

12.1 Fair value measurement of the Company's lands and hotel buildings in operation and under construction (Continued)

Properties	Measurement	31/12/2019	31/12/2018
Lands and hotel buildings under construction			
Regent (Phu Quoc, Vietnam)	Cost (net carrying amount)	287,196,122,942	174,512,734,855
	Fair value (a)	350,639,039,181	551,610,107,404
	Revaluation surplus	63,442,916,239	377,097,372,548
Undeveloped freehold land for PPE (Quang Ninh, Vietnam)	Cost (b)	2,091,830,400	2,091,830,400
	Fair value	(*)	(*)
	Revaluation surplus	(*)	(*)
Bai Truong Tourism Complex (Quang Ninh, Vietnam)	Cost (b)	311,255,547,762	268,066,083,402
	Fair value	(*)	(*)
	Revaluation surplus	(*)	(*)
Water Park (Phu Quoc, Vietnam)	Cost (b)	23,439,533,848	
	Fair value	(*)	N/A
	Revaluation surplus	(*)	
Club House (Quang Ninh, Vietnam)	Cost (b)	Transfer into lands and	65,950,763,095
	Fair value	hotel buildings in operation	(*)
	Revaluation surplus	upon completion	(*)
Holiday Inns (Vientiane, Laos)	Cost	55,892,700,238	13,632,900,505
	Fair value (a)	351,272,000,000	(*)
	Revaluation surplus	295,379,299,762	(*)
Others (Vietnam)	Cost (b)	40,054,917,570	44,871,446,000
	Fair value	(*)	(*)
	Revaluation surplus	(*)	(*)
Total (a)+(b)		**1,078,752,868,761**	**946,223,130,806**

(*) Recognised at cost as the estimation of fair value is not reliable.

12.1 Fair value measurement of the Company's lands and hotel buildings in operation and under construction (Continued)

The Company's land and buildings are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair value measurements of the Company's lands and building assets under construction as at 31 December 2019, were performed by Colliers International Vietnam, independent valuers not related to the Company. They have appropriate expertise, relevant experience and proper qualification to perform valuation of the above-mentioned properties.

The fair value of the properties was determined based on discounted cashflow model. There has been no change to the valuation technique during the years. All of the Company's lands and buildings and assets under construction are classified into Level 3 of the fair value hierarchy at the end of the year.

The significant assumptions made relating to valuations are set out below:

PPE	Valuer	Valuation technique	Significant unobservable input	Range	
				31/12/2019	31/12/2018
Intercontinental	Colliers	Discounted cashflow	Discount rate	12%	12%
			Long-term occupancy rate	75%	75%
			Average Daily Rate per room (including service charge) (VND)	3,466,500	3,495,000
			Rental growth	3%	3%
Regent	Colliers	Discounted cashflow	Discount rate	13%	13%
			Long-term occupancy rate	72%	70%
			Average Daily Rate per room (including service charge) (VND)	5,430,850	5,825,000
			Rental growth	3%	3%
Ha Long Plaza	Colliers	Discounted cashflow	Discount rate	12%	13%
			Long-term occupancy rate	65%	60%
			Average Daily Rate per room (including service charge) (VND)	936,648	1,165,000
			Rental growth	5%	5%
Crowne Plaza	Colliers	Discounted cashflow	Discount rate	12%	12%
			Long-term occupancy rate	85%	85%
			Average Daily Rate per room (including service charge) (VND)	1,895,020	1,887,300
			Rental growth	3%	3%
Holiday Inns	Colliers	Discounted cashflow	Discount rate	13%	N/A
			Long-term occupancy rate	85%	N/A
			Average Daily Rate per room (including service charge) (VND)	1,733,250	N/A
			Rental growth	3%	N/A
Club House	The Company	Discounted cashflow	Discount rate	12%	N/A
			Long-term occupancy rate	70%	N/A
			Average Daily Rate per room (including service charge) (VND)	817,400.70	N/A
			Rental growth	4%	N/A

12.2 Sensitivity analysis

The table below presents the sensitivity of the valuations to changes in the most significant assumptions underlying the valuations.

Scenario	PPE	Change of fair value as at 31/12/2019	31/12/2018
			VND
Increase of 1% of discount rate	Intercontinental	(128,461,861,612)	(239,812,530,336)
	Regent	(74,601,680,369)	(102,946,065,909)
	Ha Long Plaza	(16,527,281,619)	(17,475,000,000)
	Crowne Plaza	(25,066,360,547)	(73,991,007,551)
	Holiday Inns	(69,866,463,517)	N/A
	Club House	(5,811,860,879)	N/A
Decrease of 10% in occupancy rate	Intercontinental	(175,955,798,251)	(266,223,418,573)
	Regent	(75,870,533,906)	(51,980,764,435)
	Ha Long Plaza	(28,271,266,331)	(46,600,000,000)
	Crowne Plaza	(23,624,480,116)	(84,620,272,000)
	Holiday Inns	(71,987,771,751)	N/A
	Club House	(6,423,766,777)	N/A
Decrease of 5% in rental price	Intercontinental	(75,498,014,683)	(125,111,312,841)
	Regent	(36,615,307,015)	(52,005,598,922)
	Ha Long Plaza	(10,682,059,191)	(29,125,000,000)
	Crowne Plaza	(10,040,404,049)	(38,481,878,076)
	Holiday Inns	(36,303,251,013)	N/A
	Club House	(2,406,542,903)	N/A
Decrease of 1% in rental price growth	Intercontinental	(89,663,890,387)	(124,461,720,589)
	Regent	(43,481,389,939)	(42,820,592,658)
	Ha Long Plaza	(10,416,315,507)	(23,300,000,000)
	Crowne Plaza	(23,919,622,361)	(43,534,004,660)
	Holiday Inns	(40,402,459,020)	N/A
	Club House	(4,525,626,947)	N/A

12.3 Impairment review result

As at 31 December 2019, the review led to the recognition of an accumulated impairment amount of VND 593.3 billion on Intercontinental Phu Quoc – a hotel in operation of Syrena Phu Quoc JSC and an impairment amount of VND 9.4 billion on Crowne Plaza – a hotel in operation of BIM Vientiane. Accordingly, an impairment loss of VND 537.9 billion is charged to profit and loss for the year 2019.

12.4 Assets pledged as security

As at 31 December 2019, land and hotel building, machinery and equipment of Intercontinental Phu Quoc Hotel with a carrying amount of VND 1,057,347 million and hotel building, machinery and equipment of Crowne Plaza Hotel with a carrying amount of VND 678,886 million have currently been pledged to secure borrowings of the Company (Note 22). In addition, the undeveloped freehold land at Quang Ninh with a carrying amount of VND 2,091 million has currently been pledged to secure borrowings of the Company (Note 22) and other companies under common control (Note 32).

Furthermore, the cost of lands and hotel buildings under construction of Bai Truong Tourism Complex Project with the total value of VND 311,255 million were pledged to secure bank loans of the Company (Note 22).

Capital commitments related to the implementation of the construction project for operating purpose are presented in Note 29.

13. RIGHT-OF-USE ASSETS

	Land use rights	Condotel	Total
RIGHT OF USE			
As at 31/12/2018	-	-	-
Initial adoption of application IFRS 16	160,721,767,205	407,125,971,448	567,847,738,653
As at 31/12/2019	160,721,767,205	407,125,971,448	567,847,738,653
ACCUMULATED DEPRECIATION AND IMPAIRMENT			
As at 31/12/2018	-	-	-
Initial adoption of application IFRS 16	-	-	-
Depreciation	3,438,558,176	45,236,219,049	48,674,777,225
Impairment losses	-	66,081,752,399	66,081,752,399
As at 31/12/2019	3,438,558,176	111,317,971,448	114,756,529,624
CARRYING AMOUNT			
As at 31/12/2019	**157,283,209,029**	**295,808,000,000**	**453,091,209,029**

14. INVESTMENT PROPERTIES

	31/12/2019	31/12/2018
	VND	VND
In operation	**1,702,262,101,430**	**1,857,844,356,009**
Fraser Suites - Hanoi, Vietnam	1,296,471,000,000	1,416,640,000,000
Marine Plaza - Quang Ninh, Vietnam	196,435,000,000	233,000,000,000
Royal Square - Vientiane, Laos	209,356,101,430	208,204,356,009
Under construction	**332,602,423,517**	**-**
Holiday Inn - Vientiane, Laos	120,172,000,000	-
Fraser Suites 2 - Hanoi, Vietnam	212,430,423,517	-
Undeveloped freehold land - Hung Thang Tourism and New Urban Area, Ha Long City, Vietnam	**16,983,119,788,822**	**18,797,306,596,378**
Peninsula 1	6,493,720,356,119	8,026,605,183,142
Peninsula 2	5,511,446,279,918	5,446,700,965,515
Peninsula 3	1,187,160,214,695	1,670,560,447,721
Polygon 4	3,790,792,938,090	3,653,440,000,000
Others - Ha Long City, Vietnam	**14,992,649,349**	**15,691,844,271**
Shophouse for lease	599,782,935	699,746,758
Greenbay - Apartment for lease	14,392,866,414	14,992,097,513
	19,032,976,963,118	**20,670,842,796,658**

Undeveloped freehold land at Hung Thang Tourism and New Urban Area, Ha Long City are the vacant land areas that the Company has certificates of land use and rights approved master plan of 1/2000 but has not yet determined development activities within normal operating cycle and considered as held for capital appreciation. These lands are classified as investment property. These lands are not eligible to transfer unless the infrastructure and landscaping required under master plan 1/500 are completed and approved by the relevant authorities. The Board of Management believes that there is no issue to complete master plan 1/500 for each project in future. Details are as follows:

- Undeveloped freehold land located at Peninsula 1 owned by BIM Ha Long has a total area of 97,484 square meter.
- Undeveloped freehold land located at Peninsula 2 owned by BIM Ha Long has a total area of 56,601 square meter.
- Undeveloped freehold land located at Peninsula 3 owned by Syrena Vietnam Investment and Development Joint Stock Company has a total area of 24,462 square meter.
- Undeveloped freehold lands located at Polygon 4 with a total area of 89,829 square meter are owned by Syrena Hung Thang Joint Stock Company (41,305 square meter) and BIM Ha Long (48,524 square meter).

14. INVESTMENT PROPERTIES (Continued)

14.1 Valuation technique and significant unobservable inputs of significant investment properties

Investment property	Valuer	Valuation technique	Significant unobservable inputs	Range 31/12/2019	Range 31/12/2018
Marine Plaza - Commercial units located in Ha Long City	Colliers	Discounted cashflow	Discount rate	13.0%	13%
			Longterm occupancy rate	90%	54%
			Average monthly rent per sqm (in VND)	80,192	128,150
			Rental growth	10%	4%
Fraser Suites - Serviced apartments located in Hanoi	Colliers	Discounted cashflow	Discount rate	11%	11%
			Longterm occupancy rate	90%	92%
			Average monthly rent per sqm (in VND)	2,611,430	2,609,600
			Rental growth	2%	2%
Royal Square - Commercial units located in Vientiane, Laos	Colliers	Discounted cashflow	Discount rate	12%	12%
			Longterm occupancy rate	95%	95%
			Average monthly rent per sqm (in VND)	277,320	256,300
			Rental growth	10%	10%
Fraser Suites 2 - Serviced apartments located in Hanoi	Colliers	Discounted cashflow	Discount rate	12%	N/A
			Longterm occupancy rate	95%	N/A
			Average monthly rent per sqm (in VND)	1,715,224	N/A
			Rental growth	2%	N/A
Holiday Inn (Retail, office) - Commercial units located in Vientiane, Laos	Colliers	Discounted cashflow	Discount rate	13%	N/A
			Longterm occupancy rate	95%	N/A
			Office -Average monthly rent per sqm (in VND)	323,540	N/A
			Retail - Average monthly rent per sqm (in VND)	485,310	N/A
			Rental growth	10%	N/A
Development sites - Hung Thang Ward, Ha Long City				34-116	34-112
In which:					
Peninsula 1	*Colliers*	*Adjusted Direct Comparison*	*Adjusted direct comparision price (VND million/sqm)*	*45-111*	*40-101*
Peninsula 2	*Colliers*			*82-116*	*73-112*
Peninsula 3	*Colliers*			*48*	*43*
Polygon 4	*Colliers*			*34-48*	*34-39*

The fair value of investment properties in operation (including Marine Plaza, Fraser Suites, Royal Square, Fraser Suites 2 and Holiday Inn) has been determined by discounted cashflow model. As for undeveloped freehold lands, adjusted direct comparison model has been employed. As set out in Note 4, in arriving at their estimates of fair value, the valuers have used their market knowledge and profesional judgment and not only relied on historical transactional comparables. The valuations were performed by Colliers which are accredited independent valuers with a recognised and relevant profesional qualification and with recent experience in the location and category of investment properties being valued. Fair value of all investment properties is categorised at Level 3.

14. INVESTMENT PROPERTIES (Continued)

14.2 Sensitivity

Scenario	Investment property	Fair value as at 31/12/2019 VND	Fair value as at 31/12/2018 VND
Change in fair value due to increase of 1% of discount rate	Marine Plaza	(15,428,052,241)	(6,990,000,000)
	Fraser Suites	(125,991,972,081)	(111,044,134,317)
	Royal Square	(33,614,391,590)	(19,124,095,098)
	Fraser Suites 2	(41,914,313,870)	N/A
	Holiday Inn (Retail, office)	(35,374,524,103)	N/A
Change in fair value due to decrease of 10% in occupancy rate	Marine Plaza	(16,392,928,281)	(37,280,000,000)
	Fraser Suites	(113,131,123,583)	(122,758,955,376)
	Royal Square	(22,037,485,477)	(19,615,174,484)
	Fraser Suites 2	(29,436,193,246)	N/A
	Holiday Inn (Retail, office)	(29,436,193,246)	N/A
Change in fair value due to decrease of 5% in rental rate	Marine Plaza	(29,436,193,246)	(9,320,000,000)
	Fraser Suites	(29,436,193,246)	(58,107,148,336)
	Royal Square	(29,436,193,246)	(5,218,187,524)
	Fraser Suites 2	(16,681,834,176)	N/A
	Holiday Inn (Retail, office)	(16,681,834,176)	N/A
Change in fair value due to decrease of 1% in rental price growth	Marine Plaza	(7,131,655,809)	(6,990,000,000)
	Fraser Suites	(9,189,955,539)	(92,809,578,230)
	Royal Square	(13,077,635,978)	(5,218,187,524)
	Fraser Suites 2	(13,077,635,978)	N/A
	Holiday Inn (Retail, office)	(22,733,374,414)	N/A
Change in fair value due to decrease of 10% of direct comparison price	Development sites - Hung Thang Ward, Ha Long City	(1,698,311,978,882)	(1,879,730,659,638)

14. INVESTMENT PROPERTIES (Continued)

14.3. Movement of investment property during the years

	Fraser Suites	Marine Plaza	Royal Square	Undeveloped freehold land	Fraser Suites 2	Holiday Inns	Others	Total
	VND	VND	VND	VND	VND	VND	VND	VND
At 31 December 2017	**1,384,831,500,000**	**222,117,000,000**	**-**	**3,285,079,228,167**	**-**	**-**	**20,137,421,120**	**4,912,165,149,287**
Change of fair value to PL	31,808,500,000	10,883,000,000	1,054,935,919	334,211,740,168	-	-	(763,823,642)	377,194,352,445
Transfer to inventories	-	-	-	-	-	-	(3,681,753,207)	(3,681,753,207)
Taking control of BIH Ha Long and its subsidiary under Group restructuring	-	-	208,204,356,009	15,183,856,148,657	-	-	-	15,394,060,504,666
Other decrease	-	-	(1,054,935,919)	(7,840,520,614)	-	-	-	(8,895,456,533)
At 31 December 2018	**1,416,640,000,000**	**233,000,000,000**	**208,204,356,009**	**18,797,306,596,378**	**-**	**-**	**15,691,844,271**	**20,670,842,796,658**
Change of fair value to PL	(120,169,000,000)	(36,565,000,000)	11,427,079,230	1,311,815,371,280	162,792,861,971	87,846,543,196	(699,194,922)	1,216,448,660,755
Transfer to inventories (*)	-	-	-	(2,926,002,178,836)	-	-	-	(2,926,002,178,836)
Purchases	-	-	-	-	49,637,561,546	32,325,456,804	-	81,963,018,350
Other decrease	-	-	(10,275,333,809)	-			-	(10,275,333,809)
At 31 December 2019	**1,296,471,000,000**	**196,435,000,000**	**209,356,101,430**	**16,983,119,788,822**	**212,430,423,517**	**120,172,000,000**	**14,992,649,349**	**19,032,976,963,118**

These estimated fair values may differ from the prices at which the Company and its subsidiaries' properties could be sold at a particular time, since the actual selling prices are negotiated between willing buyers and sellers. As a result, the actual results of operations and realisation of these properties could differ from the estimates set forth in these consolidated financial statements.

(*) During the year, the Company transferred some investment properties into inventories due to changes in purpose. Details are as follows:

- 15,980 square meter of Syrena Vietnam JSC in Peninsula 3 with carrying amount of about VND 616 billion;

- 41,985 square meter of Ha Long Production Development and Investment Company Limited in Peninsula 1 with carrying amount of about VND 1,886 billion and

- 11,000 square meter of Syrena Hung Thang JSC in Polygon 4 with carrying amount of about VND 423 billion.

14. INVESTMENT PROPERTIES (Continued)

14.4 Rental income

The property rental income earned by the Company from its investment property, all of which is leased out under operating leases and direct operating expenses arising on the investment property, all of which generated rental income in the year are as follows:

	2019 VND	2018 VND
Rental income from investment properties	210,843,259,159	254,213,685,640
Direct operating expenses generating rental income	(69,691,534,904)	(178,514,169,875)
Net operating arising from investment properties carried at fair value	**141,151,724,255**	**75,699,515,765**

14.5 Assets pledged as security

As at 31 December 2019, the Company has pledged the following investment property as security for the Company's certain borrowings (Note 22) and borrowings of other affiliates under common control (Note 32):

- Fraser Suites and Royal Square with the fair value of VND 1,296,471,000,000 and VND 209,356,101,430 respectively;
- 18,025 square meter of undeveloped freehold land at Peninsula 1 with carrying amount of VND 1,390,990,900,000; 45,093 square meter of undeveloped freehold land at Peninsula 2 with carrying amount of VND 4,214,453,303,684 and 83,028 square meter of undeveloped freehold land with carrying amount of VND 3,555,059,706,990 at Polygon 4.

15. INVESTMENTS IN ASSOCIATES

Movement of investments in associates during the year is as follows:

	2019 VND	2018 VND
Opening balance	**113,379,379,848**	**103,638,917,423**
Addition	2,392,050,000	2,450,000,000
Share of post-acquisition profits, net of dividends received	(4,948,664,603)	(109,876,252)
Share of post-acquisition OCI (*)	(31,102,810,465)	7,404,158,752
Other	-	(3,820,075)
Closing balance	**79,719,954,780**	**113,379,379,848**

(*) Represent the share of the revaluation surplus of Sailing Club – an asset under construction since 2017 of associate. The reconciliation between cost and revaluation amount is as follows:

	31/12/2019 VND	31/12/2018 VND
Cost	19,715,596,479	26,292,033,004
Revaluation amount (**)	217,234,000,000	304,565,186,511
OCI	197,518,403,521	278,273,153,507
Deferred tax effect	(39,503,680,704)	(55,654,630,701)
OCI net of tax effect	158,014,722,817	222,618,522,806
Equity interest	49.35%	49.00%
Share of OCI	77,980,265,710	109,083,076,175
Share of associate's OCI	(31,102,810,465)	7,404,158,752

(**) Valuation technique and significant unobservable inputs are as follows:

PPE	Valuer	Valuation technique	Significant unobservable input	Range 31/12/2019	Range 31/12/2018
Sailing Club	Colliers	Discounted cashflow	Discount rate	12%	15%
			Long-term occupancy rate	50%	60%
			Spending per person per day (VND)	161,770	171,255
			Rental growth	3%	3%

Sensitivity

Sensitivity analysis	Change of fair value as at 31/12/2019 VND	Change of fair value as at 31/12/2018 VND
Increase of 1% of discount rate	(22,914,307,034)	(28,025,927,623)
Decrease of 10% in occupancy rate	(36,941,672,565)	(50,427,137,510)
Decrease of 5% in rental price	(10,907,428,547)	(16,405,001,138)
Decrease of 1% in rental price growth	(17,600,205,507)	(26,093,952,582)

16. FINANCIAL ASSETS

	31/12/2019	31/12/2018
	VND	VND
Current		
Amortised cost		
Loans to related parties (i)	1,104,928,584,315	835,993,192,894
Term deposits (ii)	354,230,997,573	1,274,966,033
Total current financial assets	**1,459,159,581,888**	**837,268,158,927**
Non-current		
Shares (iii)	3,600,000	89,940,819
Loans to related parties (i)	5,662,900,000	81,779,699,842
Term deposits (ii)	8,380,000,000	8,380,000,000
Total non-current financial assets	**14,046,500,000**	**90,249,640,661**

(i) Details of loans to related parites:

	31/12/2019	31/12/2018
	VND	VND
Current loans		
BIM Group - off-market loans (a)	1,102,648,584,315	829,493,192,894
Phu Quoc Sailing Club Joint Stock Company (b)	2,280,000,000	6,500,000,000
	1,104,928,584,315	**835,993,192,894**
Non-current loans		
Phu Quoc Sailing Club Joint Stock Company (b)	5,662,900,000	-
BIM Foods Joint Stock Company	-	57,069,699,842
Ca Na Ninh Thuan Salt Joint Stock Company	-	24,710,000,000
	5,662,900,000	**81,779,699,842**

(a) Off-market loans without collaterals to BIM Group Company Limited.

(b) Represents the loan to Phu Quoc Sailing Club Joint Stock Company, the loan principal shall be paid at maturity. This is an unsecured loan and its interest shall be paid together with the original payment period.

(ii) Bank deposits with interest rate of 5.3%-8% p.a.

(iii) Equity investments in other entities without control or significant influence are recognised at fair value less impairment (if any) due to inactive market for these shares. No impairment assessment had been requried.

17. INVENTORIES

	31/12/2019	31/12/2018
	VND	VND
Goods in transfer	797,747,231	-
Raw materials (i)	135,785,620,696	86,912,860,992
Tools and supplies	20,320,227,462	20,107,837,766
Work in progress (ii)	7,079,775,266,899	2,670,479,628,164
Finished goods (iii)	52,063,834,128	117,406,315,564
Merchandise	96,767,844,634	45,393,561,177
Goods on consignment	19,886,138,226	11,429,688,417
	7,405,396,679,276	**2,951,729,892,080**

(i) Represent the amount of raw materials used for the implementation of construction works/projects as follows:

	31/12/2019	31/12/2018
	VND	VND
Projects in Ha Long	26,292,808,913	39,177,478,861
Waterfront & Regent Phu Quoc Project	93,143,337,441	33,757,654,967
Others	16,349,474,342	13,977,727,164
	135,785,620,696	**86,912,860,992**

(ii) Details of work in progress are as follows:

	31/12/2019	31/12/2018
	VND	VND
Land use right of Hung Thang Tourism and New Urban area project (Ha Long) (*) (**)	3,427,674,648,996	329,279,298,706
Bai Truong Tourism Complex (Phu Quoc) (*)	665,753,967,830	615,873,649,686
Regent Phu Quoc (villas and sky villas) (Phu Quoc)	579,954,489,746	578,272,288,558
Citadines Project (Ha Long) (*)	482,884,507,539	110,478,148,769
Marina Square (Phu Quoc)	471,811,610,299	22,786,746,053
Green Bay Garden Project (Ha Long) (*)	397,048,103,074	424,829,043,957
Waterfront Phu Quoc B2&B3&B5&B6	313,534,974,432	17,486,710,740
Harbor Bay (Ha Long)	171,052,625,737	6,601,169,929
Marina square (Ha Long)	164,254,190,543	188,351,744,961
Sailing Club Villas (Phu Quoc)	102,353,811,053	9,345,957,719
Intercontinental (Ha Long)	45,020,736,655	17,981,432,573
Oysterbay Project (Ha Long)	36,485,011,099	103,002,444,565
26-floor Greenbay Premium apartment building (Ha Long)	18,100,091,216	56,604,286,676
Waterfront Phu Quoc B8&B9	30,280,582,979	37,633,298,601
Ha Dong Project (Hanoi)	39,977,277,600	36,051,257,539
Lotus Residence Project	16,791,434,446	29,689,008,772
Grand Bay Ha Long	20,770,413,349	4,075,556,968
Fuison Suites Phu Quoc Project (Phu Quoc)	-	10,605,931,818
Green Bay Village Project (Ha Long)	-	7,580,051,329
Others	96,026,790,306	63,951,600,245
	7,079,775,266,899	**2,670,479,628,164**

(*) As at 31 December 2019, the Inventories – the Projects under construction such as Green Bay Garden (Ha Long), Citadines (Ha Long) and Bai Truong Tourism Complex (including land use rights in Duong To commune, Phu Quoc district, Kien Giang province with an area of 135.06 ha and Bai Truong complex work) with the total book value of VND 1,545,686,578,443 were used to guarantee the bank loans of the Company (Note 22).

In addition, the land use rights of Hung Thang Tourism and New Urban Area - Halong City were also used to guarantee bank loans, in details:

- The land use right under certificate No.BE 326873 granted on 09 December 2011 was used to guarantee the loans of the Company (Note 22) and other companies with the same owner (Note 32) at Joint Stock Commercial Bank for Investment and Development of Vietnam – Quang Ninh Branch.

- The land use rights with with the area of 11,000 square meter under certificate No.BI 462119 granted on 11 June 2012 was used to guarantee the loans of the Company (Note 22) and other companies with the same owner (Note 32) at Joint Stock Commercial Bank for Investment and Development of Vietnam – Quang Ninh Branch.

- The other land use rights were used to guarantee loans of the Company (Note 22) and other companies with the same owner (Note 32).

(**) During the year, the Company transferred some investment properties into inventories due to changes in purpose. (See Note 14.3)

(iii) Details of finished goods are as follows:

	31/12/2019	31/12/2018
	VND	VND
Greenbay Apartment building	52,040,218,036	54,769,298,230
Intercontinental Phu Quoc Villas and Condotels	-	56,257,978,949
Commercial/residential area	23,616,092	6,379,038,385
	52,063,834,128	**117,406,315,564**

For the year ended 31 December 2019, the interest expenses capitalised into cost of inventories were VND 11,896,554,700 (2018: VND 78,006,201,240).

18. CONTRACT COST

	31/12/2019	31/12/2018
	VND	VND
Current contract costs	71,651,321,315	72,148,164,139
Non-current contract costs	605,689,368,832	470,373,259,268
	677,340,690,147	**542,521,423,407**

Costs to obtain contracts represent the incremental brokerage fees of 2-3% paid to intermediaries as a result of obtaining residential property sales contracts. There was no impairment loss in relation to the costs capitalised. Contract costs will be expensed off at the time of revenue recognition of sales of inventories from which cost to obtain sales contract incurred.

Movement of contract cost during the year was as follows:

	Current	Non-current
	VND	VND
At 31 December 2018	72,148,164,139	470,373,259,268
Addition	101,653,408,045	315,317,328,880
Reclassification	180,001,219,316	(180,001,219,316)
Selling expenses allocation	(282,151,470,185)	-
At 31 December 2019	**71,651,321,315**	**605,689,368,832**

19. TRADE AND OTHER RECEIVABLES

	31/12/2019 VND	31/12/2018 VND
Short-term trade receivables (Note 19.1)	2,070,995,883,685	1,149,605,795,326
Short-term advances to suppliers (Note 19.2)	1,062,926,219,682	991,704,307,286
Other short-term receivables (Note 19.3)	297,600,325,853	218,585,191,669
Allowance for short-term doubtful debts	(2,038,029,736)	(2,038,029,736)
	3,429,484,399,484	**2,357,857,264,545**

No interest is charged on outstanding trade receivables.

The Company always measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Company has recognised a loss allowance of 100% against all receivables over 03 years past due because historical experience has indicated that these receivables are generally not recoverable. None of the loss allowances has been recognised as there is no significant increase in credit risk according to the Management's assessment.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Company writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

19.1 Short-term trade receivables

	31/12/2019	31/12/2018
	VND	VND
Receivables from individual customers bought apartments, villas in Phu Quoc	1,234,056,625,043	361,831,408,927
Receivables from transfer of land use rights associated with infrastructure at Hung Thang, Ha Long	410,613,916,478	60,804,249,301
Aeonmall Vietnam Company Limited (i)	211,980,880,200	282,641,112,000
Receivables from sales of real estates in Ha Long	61,624,804,901	182,153,547,166
Management Unit of Investment & Contruction Projects of Phu Quoc district	-	65,122,832,074
Hung Thang Construction Joint Stock Company	45,171,013,261	26,046,779,095
Other short-term trade receivables	107,548,643,802	171,005,866,763
	2,070,995,883,685	**1,149,605,795,326**
Impairment	**(2,038,029,736)**	**(2,038,029,736)**
In which:		
Related party balances (Note 31)	29,717,492,137	16,226,421,883

(i) Represents the receivable of Ha Long Production Development and Investment Company Limited - a subsidiary of the Company, from the transfer of project components and land use rights in Duong Noi Ward, Ha Dong district, Hanoi to Aeonmall Vietnam Company Limited under transfer contract dated 16 June 2017.

19.2 Short-term advances to suppliers

	31/12/2019	31/12/2018
	VND	VND
Hung Thang Construction Joint Stock Company	477,343,606,357	701,172,776,988
Construction Trading Lien Minh Co.,Ltd	143,494,036,999	-
Central Construction JSC	65,185,886,520	-
Hoa Binh Construction Group Joint Stock Company	52,963,223,796	-
Vinaconex 9 Joint Stock Company	13,594,467,540	25,260,232,370
Vinastone Joint Venture Company	13,373,608,339	9,124,845,896
Doan Nhat Electric JSC	12,415,507,442	-
Ha Yen Industrial Equipment Trading One member Co., Ltd.	6,398,811,600	16,773,578,174
Vis Solutions Company Limited	2,367,102,668	14,252,739,883
Ha My Trading Joint Stock Company	255,636,521	8,861,368,120
Others	275,534,331,900	216,258,765,855
	1,062,926,219,682	**991,704,307,286**

19.3 Other short-term receivables

	31/12/2019	31/12/2018
	VND	VND
Advances to employees	32,096,429,785	21,316,060,188
BIM Foods JSC	11,317,803,666	20,000,000,000
Advance to Board of Management for new projects (i)	179,955,948,115	18,585,637,631
Compensation and Site Clearance Board, Phu Quoc District, Kien Giang Province (ii)	2,696,385,500	2,696,385,500
Others	71,533,758,787	155,987,108,350
	297,600,325,853	**218,585,191,669**
In which:		
Related party balances (Note 31)	191,624,243,529	39,075,637,631

(i) Other receivables from the Board of Management and individuals represent the advances for work.

(ii) Represents the advances for the Compensation and Site Clearance Board, Phu Quoc District, Kien Giang Province to pay for the site clearance compensation of Bai Truong Resort Project. This value will be offset with land rental fee/land use proceeds payable to the State budget.

20. OTHER ASSETS

	31/12/2019	31/12/2018
	VND	VND
CIT receivables	266,793,731	5,202,558,877
Short-term prepayments	2,964,631,807	1,128,186,287
VAT deductible	170,282,784,983	197,112,993,549
Other long-term assets	172,966,631,939	787,906,310
	346,480,842,460	**204,231,645,023**
Current	173,514,210,521	203,443,738,713
Non-current	172,966,631,939	787,906,310
	346,480,842,460	**204,231,645,023**
In which:		
Related party balances (Notes 31)	172,876,501,560	-

21. CASH AND BANK BALANCES

	31/12/2019 VND	31/12/2018 VND
Cash on hand	15,429,414,199	22,514,581,583
Demand deposits	1,010,811,592,844	295,369,562,637
Cash in transfer	34,735,989	37,448,136
Cash equivalents (i)	571,327,035,475	87,816,029,639
	1,597,602,778,507	**405,737,621,995**

(i) Represent the time deposits with an original term of 03 months or less. Cash equivalents with the amount of VND 14,600,000,000 has been pledged as collateral for L/C opening and guarantees of the Company under the loan contract with the Bank for Investment and Development of Vietnam - Phu Quoc Branch.

22. BORROWINGS

	31/12/2019 VND	31/12/2018 (Restated) VND
Secured – at amortised cost		
Bank loans	3,544,569,776,168	3,144,121,388,578
	3,544,569,776,168	**3,144,121,388,578**
In which:		
Current (Note 22.1)	973,613,811,169	1,121,678,682,920
Non-current (Note 22.2)	2,570,955,964,999	2,022,442,705,658
Interest accrual payables	**1,563,889,439**	**2,458,627,434**
Total	**3,546,133,665,607**	**3,146,580,016,012**
In which:		
Current	975,177,700,608	1,124,137,310,354
Non-current	2,570,955,964,999	2,022,442,705,658
	3,546,133,665,607	**3,146,580,016,012**

22.1 Current borrowings from banks

	31/12/2019	31/12/2018 (Restated)
Short term borrowings from banks	**274,313,399,303**	**283,297,830,202**
Vietcombank - Quang Ninh Branch	102,243,431,837	91,045,983,645
BIDV - Quang Ninh Branch	111,795,843,400	153,944,507,080
Viettinbank - Phu Quoc Branch	49,174,204,140	38,307,339,477
BIDV - Phu Quoc Branch	11,099,919,926	-
Current portion of long term borrowings (Note 22.2)	**699,300,411,866**	**838,380,852,718**
	973,613,811,169	**1,121,678,682,920**

These balances include short-term loans from commercial banks, with terms from 01 month to less than 12 months, bearing interest rate from 7.5% to 9.5% per annum, and secured by the Company's land use rights, investment properties, certain inventories and short-term deposits as presented at Notes 12, 14, 17 and 21.

22.2 Non-current borrowings from banks

Items	31/12/2019	31/12/2018 (Restated)
	VND	VND
Vietcombank - Quang Ninh Branch (1)	314,832,146,630	*307,562,046,445*
In which: current portion	*(60,228,272,954)*	*(78,477,097,290)*
Vietcombank - Dong Anh Branch (2)	4,641,177,628	*161,050,464,585*
In which: current portion	*(3,651,177,628)*	*(124,738,355,256)*
BIDV - Quang Ninh Branch (3)	359,346,307,681	*228,607,142,917*
In which: current portion	*(95,825,682,048)*	*(92,146,156,711)*
BIDV - Phu Quoc Branch (4)	610,000,000,000	*680,000,000,000*
In which: current portion	*(110,000,000,000)*	*(70,000,000,000)*
VDB - Kien Giang Branch (5)	472,415,361,000	*495,735,361,000*
In which: current portion	*(129,020,000,000)*	*(73,320,000,000)*
VP Bank - Head Office (6)	246,390,250,390	*601,402,409,153*
In which: current portion	*(150,013,708,920)*	*(355,492,158,763)*
Vietinbank - Hanoi Branch (7)	2,272,000,000	*3,568,000,000*
In which: current portion	*(1,296,000,000)*	*(1,296,000,000)*
Vietinbank - Phu Quoc Branch (8)	2,105,250,000	*792,000,000*
In which: current portion	*(659,000,000)*	*(316,000,000)*
Vietinbank - Hai Phong Branch (9)	4,318,000,000	*1,132,800,000*
In which: current portion	*(1,956,000,000)*	*(756,000,000)*
BIDV - Chuong Duong Branch (10)	236,176,609,917	*266,265,631,689*
In which: current portion	*(45,599,992,200)*	*(27,643,318,965)*
Lao Viet Bank (11)	99,481,763,555	*114,707,702,587*
In which: current portion	*(18,546,428,827)*	*(14,195,765,733)*
MB Bank - Hoang Quoc Viet Branch (12)	221,467,510,064	-
In which: current portion	*(24,436,649,289)*	-
Credit Suisse (13)	696,810,000,000	-
In which: current portion	*(58,067,500,000)*	-
Total	**2,570,955,964,999**	**2,022,442,705,658**
In which		
- Long-term borrowings	*3,270,256,376,865*	*2,860,823,558,376*
- Amount due for settlement within 12 months	*(699,300,411,866)*	*(838,380,852,718)*

22.2 Non-current borrowings from banks (Continued)

(1) Joint Stock Commercial Bank for Foreign Trade of Vietnam - Quang Ninh Branch

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
02/2014/DA/NTQN-BIM dated 3/12/2014	7,500,000,000	12/01/2020	According to interest rate announcement of VCB Quang Ninh	Anh Duong - Ha Long Sunrise Apartment project	Land use right for the 45,045.62 m2 of land at Hung Thang Tourism and New Urban Area in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	*(7,500,000,000)*				
01/2016/DA/NTQN-SVN dated 26/01/2016	49,330,292,429	16/01/2022	According to interest rate announcement of VCB Quang Ninh	Greenbay Villages Phase 2 Project (Greenbay Premium Apartments and Shophouse)	Land use right for the 45,045.62 m2 of land at Hung Thang Tourism and New Urban Area in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	*(13,035,680,000)*				
01/2018/NTQN-BIM dated 10/04/2018	258,001,854,201	22/08/2023	12-month VND savings rate at VCB (interest paid in arrears) + 3.3% per year	Citadines Marina Project in Hung Thang ward, Ha Long City, Quang Ninh Province	All land use rights and assets formed on land of Citadine Marina Ha Long Project
In which: current portion	*(39,692,592,954)*				
	254,603,873,676				
Long-term borrowings	*314,832,146,630*				
Current portion	*(60,228,272,954)*				

22.2 Non-current borrowings from banks (Continued)

(2) Joint Stock Commercial Bank for Foreign Trade of Vietnam - Dong Anh Branch

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
DAH - HDCTD/14031 dated 26/06/2014	1,671,177,628	27/6/2020	12 month VND savings rate at Vietcombank Dong Anh + 3.6% per annum	Maintenance of Syrena Fraser Suites	Land use right for the 5,241.17 m2 of land at Hung Thang Tourism and New Urban Area in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	*(1,671,177,628)*				
16107/TL/HDTD.DAH dated 11/05/2016	2,970,000,000	17/05/2021	In the first 2 years, fixed interest rate is 8.7%. After that, 12 month VND savings interest rate at Vietcombank Dong Anh + 3.2% per annum	Purchase of car	Cars formed from loans
In which: current portion	*(1,980,000,000)*				
	990,000,000				
Long-term borrowings	*4,641,177,628*				
Current portion	*(3,651,177,628)*				

(3) Bank for Investment and Development of Vietnam - Quang Ninh Branch

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
05/2018/494616/HDTD dated 13/09/2018	359,346,307,681	18/09/2023	In the first 12 months, fixed interest rate is 10.5%. After that, according to interest rate announcement of BIDV Quang Ninh	Green Bay Garden Project	All land use rights and assets formed on land of Green Bay Garden Project
In which: current portion	*(95,825,682,048)*				
	263,520,625,633				
Long-term borrowings	*359,346,307,681*				
Current portion	*(95,825,682,048)*				

22.2 Non-current borrowings from banks (Continued)

(4) Bank for Investment and Development of Vietnam - Phu Quoc Branch

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2014/HDTD/BIDV-SYRENA dated 22/01/2014	610,000,000,000	11/3/2024	Reference interest rate + 3.5% per annum	Intercontinental Phu Quoc Project	Land use right for the 18.6 hecta of land at Bai Truong Project, Phu Quoc District, Kien Giang Province and all assets of projects formed from loans
In which: current portion	*(110,000,000,000)*				
	500,000,000,000				
Long-term borrowings	*610,000,000,000*				
Current portion	*(110,000,000,000)*				

(5) Vietnam Development Bank - Kien Giang Branch

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
02/2015/HDTDDT-NHPT dated 27/05/2015	472,415,361,000	16/12/2024	Specified for each disbursement, interest rate applicable at the time of the contract is 8.55% per annum	Bai Truong Tourism Complex Project	Land use rights for the 135.06 hecta of land at Bai Truong Project, Phu Quoc District, Kien Giang Province and all assets of projects formed from loans
In which: current portion	*(129,020,000,000)*				
	343,395,361,000				
Long-term borrowings	*472,415,361,000*				
Current portion	*(129,020,000,000)*				

22.2 Non-current borrowings from banks (Continued)

(6) Vietnam Prosperity Joint Stock Commercial Bank - Head Office

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
022015/981900/VPB-SYRENAVN dated 08/06/2015	25,000,000,000	09/06/2020	Rate of fund transfer pricing in VPB + 3% per annum	Acquire subsidiaries' shares	Land use right and assets formed on land located at No.51 Xuan Dieu, Quang An, Tay Ho, Hanoi owned by Syrena JSC
In which: current portion	*(25,000,000,000)*				
LD1608200754 dated 23/03/2016	75,000,000,000	24/03/2021	Rate of fund transfer pricing in VPB + 3% per annum	Acquire subsidiaries' shares	As above
In which: current portion	*(50,000,000,000)*				
LD1707900304 dated 20/03/2017	140,000,000,000	31/12/2021	Rate of fund transfer pricing in VPB + 3% per annum	Intercontinental Phu Quoc Project	Land use right and assets formed on land located at No.51 Xuan Dieu, Quang An, Tay Ho, Hanoi owned by Syrena JSC and whole shares of Syrena JSC
In which: current portion	*(70,000,000,000)*				
3507490/HDCV/VPB-SYRENA dated 28/12/2017	3,996,031,390	28/5/2021	Rate of fund transfer pricing in VPB + 3% per annum	Purchase of car	Assets formed from loans
In which: current portion	*(3,482,976,920)*				
4136568-HDTD dated 26/03/2018	1,914,219,000	28/06/2021	Rate of fund transfer pricing in VPB + 3% per annum	Purchase of car/construction equipment	Assets formed from loans
In which: current portion	*(1,530,732,000)*				
2019.1/HDCV/SYRENA-VPB dated 28/5/2019	480,000,000	29/6/2024	Rate of fund transfer pricing in VPB + 3.8% per annum and no less than 12% per annum	Fraser 2	Land use right and assets formed on land located at No.51 Xuan Dieu, Quang An, Tay Ho, Hanoi owned by Syrena JSC
In which: current portion	-				
	96,376,541,470				
Long-term borrowings	*246,390,250,390*				
Current portion	*(150,013,708,920)*				

22.2 Non-current borrowings from banks (Continued)

(7) Vietnam Joint Stock Commercial Bank for Industry and Trade - Hanoi Branch

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2018-HDCVDADT/NHCT106-BIM KIEN GIANG dated 1/8/2018	2,272,000,000	01/8/2021	Specified for each disbursement	Purchase of crane for construction	Assets formed from loan
In which: current portion	*(1,296,000,000)*				
	976,000,000				
Long-term borrowings	*2,272,000,000*				
Current portion	*(1,296,000,000)*				

(8) Vietnam Joint Stock Commercial Bank for Industry and Trade - Phu Quoc Branch

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2018-HDCVTL/NHCTB42-CTYVLXDBIM dated 27/04/2018	476,000,000	27/4/2021	Fixed interest rate is 9.1% per annum	Purchase of car	Land use right for the 3,613.42 square meter of land at Hung Thang Tourism and New Urban Area, Ha Long City
In which: current portion	*(316,000,000)*				
01/2019-HĐCVTL/NHCTB42- CTY	1,629,250,000	22/8/2024	Specified for each disbursement	Purchase of car	Assets formed from loan
In which: current portion	*(343,000,000)*				
	1,446,250,000				
Long-term borrowings	*2,105,250,000*				
Current portion	*(659,000,000)*				

22.2 Non-current borrowings from banks (Continued)

(9) Vietnam Joint Stock Commercial Bank for Industry and Trade - Hai Phong Branch

Contract No.	31/12/2019	Maturity	Interest rate	Purpose	Collaterals
	VND				
01/2018-HDCVDADT/NHCT160-BIMHALONG dated 19/12/2018	1,509,600,000	19/12/2021	In the first 12 months, fixed interest is 7,5%. After that, according to interest rate annoucement of Vietinbank	Purchase of car	Assets formed from loans
In which: current portion	*(756,000,000)*				
01/2019-HDCVDADT/NHCT160-BIMHALONG	1,624,400,000	25/02/2022	In the first 12 months, fixed interest is 7,5%. After that, according to interest rate annoucement of Vietinbank	Purchase of car	Assets formed from loans
In which: current portion	*(756,000,000)*				
02/2019-HDCVDADT/NHCT160-BIMHALONG	1,184,000,000	22/8/2022	In the first 12 months, fixed interest is 7,5%. After that, according to interest rate annoucement of Vietinbank	Purchase of car	Assets formed from loans
In which: current portion	*(444,000,000)*				
	2,362,000,000				
Long-term borrowings	*4,318,000,000*				
Current portion	*(1,956,000,000)*				

22.2 Non-current borrowings from banks (Continued)

(10) Bank for Investment and Development of Vietnam - Chuong Duong Branch

Contract No.	31/12/2019		Maturity	Interest rate	Purpose	Collaterals
	USD	Equivalent VND				
Syndicated loan agreement between BIDV CD & Lao Viet Bank dated 27/1/2015	10,358,625	236,176,609,917	03/3/2025	Reference interest rate + 2.5% per annum	Crowne Plaza and Royal Square Project in Vietiane, Laos	Land use right for the 19.094,4 m2 of land at Hung Thang Tourism and New Urban Area in Hung Thang ward, Ha Long City, Quang Ninh Province
In which: current portion	*(2,000,000)*	*(45,599,992,200)*				
	8,358,625	190,576,617,717				
Long-term borrowings	*10,358,625*	*236,176,609,917*				
Current portion	*(2,000,000)*	*(45,599,992,200)*				

(11) Lao Viet Bank

Contract No.	31/12/2019		Maturity	Interest rate	Purpose	Collaterals
	USD	Equivalent VND				
Syndicated loan agreement between BIDV Chuong Duong & Lao Viet Bank dated 27/1/2015	4,350,016	99,181,266,399	03/03/2025	Reference interest rate + 4.5%	Crowne Plaza and Royal Square Project in Vietiane, Laos	Assets of project formed from loan
In which: current portion	*(800,220)*	*(18,245,931,671)*				
1226/HD-NHLV/2016 dated 08/12/2016	13,220	300,497,156	10/01/2021	The first year interest rate is 9.5% per annum. After that, it is subject to change every 6 months	Purchase of car	Car formed from loans
In which: current portion	*(13,220)*	*(300,497,156)*				
	3,549,796	80,935,334,728				
Long-term borrowings	*4,363,236*	*99,481,763,555*				
Current portion	*(813,440)*	*(18,546,428,827)*				

22.2 Non-current borrowings from banks (Continued)

(12) Military Commercial Joint Stock Bank - Hoang Quoc Viet Branch

Contract No.	31/12/2019 VND	Maturity	Interest rate	Purpose	Collaterals
248890.18.056.4704346.TD dated 11/12/2018	221,467,510,064	03/01/2029	In the first year, fixed interest rate is 9.8% per annum. After that, according to 24 month saving interest rate + 3.2% per annum	Construction of Aqua Central project	Land use right for the 4,663.31 m2 of land at Hung Thang Tourism and New Urban Area in Hung Thang ward, Ha Long City, Quang Ninh Province and assets formed from loan
In which: current portion	*(24,436,649,289)*				
	197,030,860,775				
Long-term borrowings	*221,467,510,064*				
Current portion	*(24,436,649,289)*				

(13) Credit Suisse

Contract No.	31/12/2019 USD	31/12/2019 Equivalent VND	Maturity	Interest rate	Purpose	Collaterals
15466045.17 dated 08/11/2019	30,000,000	696,810,000,000	26/12/2022	According to interest rate announcement by lender	Funding the capital expenditure, working capital, the investment projects and general business purposes of the Company	Shares
In which: current portion	*(2,500,000)*	*(58,067,500,000)*				
	27,500,000	638,742,500,000				
Long-term borrowings	*30,000,000*	*696,810,000,000*				
Current portion	*(2,500,000)*	*(58,067,500,000)*				

On 31 December 2019, the Company had available VND 3,844 billion of undrawn committed borrowing facilities in respect of which all conditions in the precedent had been met (as at 31 December 2018: VND 1,331 billion).

The table below details changes in the Company's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flow will be, classified in the Company's consolidated statement of cash flows from financing activities.

22. BORROWINGS (Continued)

22.3 Movements of borrowings during the year:

	2019	2018
	VND	VND
Opening balance	**3,146,580,016,012**	**2,777,579,897,304**
Proceeds from borrowings	1,730,488,084,240	916,242,637,797
Repayment of borrowings	(1,328,833,909,806)	(1,180,233,822,505)
Change in interest accruals	(894,737,995)	1,908,672,680
Change due to the Group restructuring	-	631,082,630,736
Foreign exchange rate difference	(1,205,786,844)	-
Closing balance	**3,546,133,665,607**	**3,146,580,016,012**

23. TRADE AND OTHER PAYABLES

	31/12/2019	31/12/2018
	VND	VND
Current	**2,035,947,611,379**	**1,148,045,267,942**
Trade payables (Note 23.1)	716,572,947,866	586,326,898,502
Advances from customers (Note 23.2)	1,319,374,663,513	561,718,369,440
Non-current	**1,590,410,814,667**	**306,610,191,026**
Advances from customers (Note 23.2)	1,590,410,814,667	306,610,191,026
	3,626,358,426,046	**1,454,655,458,968**

23.1 Trade payables

	31/12/2019	31/12/2018
	VND	VND
Hoa Binh Construction Group Joint Stock Company	241,299,348,271	83,220,667,786
No. 9 Construction Joint Stock Company	88,980,267,663	45,657,551,510
Hung Thang Construction Joint Stock Company	45,834,870,976	15,285,753,678
Trade payables of BIM Vientiane	12,770,945,265	130,859,644,405
KUKBO Vina Limited Company	4,840,386,572	17,923,604,039
Phan Vu Investment Joint Stock Company	6,583,486,123	12,020,418,887
AA Construction Architecture Joint Stock Company	-	7,571,294,481
MGV Real Estate Services Joint Stock	-	5,162,580,000
Tien Tien Phat An Giang One-member Company Limited	-	5,014,432,099
Minh Thanh Trading and Construction JSC	-	6,367,381,602
Others	316,263,642,996	257,243,570,015
	716,572,947,866	**586,326,898,502**
In which:		
Related party balances (Note 31)	27,685,300,153	11,156,224,068

23.2 Advances from customers

	31/12/2019	31/12/2018
	VND	VND
Current	**1,319,374,663,513**	**561,718,369,440**
Green Bay Garden Project (Ha Long)	345,311,210,840	229,404,872,405
Marina Square (Ha Long)	331,357,736,755	-
Regent (Phu Quoc)	243,503,456,346	-
Grand Bay (Ha Long)	137,384,674,500	1,412,637,502
Advance for purchase of land use rights at Hung Thang Tourism and New Urban area	102,102,000,000	3,636,363,636
Oyster Project (Ha Long)	64,249,095,780	189,584,369,065
Lotus Residences Project	22,913,057,853	14,882,190,329
Greenbay Premium Project	423,399,407	22,276,972,924
Greenbay Bay Village Project (Ha Long)	-	19,156,806,420
Trading block	-	10,018,963,639
GreenBay apartment building	-	5,128,990,492
Others	72,130,032,032	66,216,203,028
Non-current	**1,590,410,814,667**	**306,610,191,026**
Habor Bay (Ha Long)	988,277,341,904	-
Citadines Project (Ha Long)	602,133,472,763	124,001,129,411
Marina Square Project (Ha Long)	-	182,609,061,615
	2,909,785,478,180	**868,328,560,466**

24. LEASE LIABILITIES

	31/12/2019
Lease liabilities	VND
Non-current	544,474,970,216
Current	40,948,534,910
	585,423,505,126

The Company has committed to lease condotel of Regent projects from investors but has not yet commenced the lease as at 31 December 2019. The commencement date is expected within third quarter in 2020 with the annual lease payment of VND 161,804,278,859 over the 9-year period.

Maturity analysis

	31/12/2019
	VND
Year 1	40,948,534,910
Year 2	37,112,571,514
Year 3	42,434,355,335
Year 4	47,764,989,083
Year 5	53,677,625,883
Onwards	363,485,428,401
	585,423,505,126

25. OTHER LIABILITIES

	31/12/2019	31/12/2018 (Restated)
	VND	VND
Current	**5,652,300,519,425**	**2,355,817,484,534**
Payables to employees	63,427,474,436	41,486,015,355
Accrued expenses (Note 25.1)	1,955,923,364,886	1,382,056,223,843
Other payables (Note 25.2)	3,390,006,090,430	820,044,396,191
Unearned revenue (Note 25.3)	154,926,618,434	63,380,519,181
Bonus and welfare funds	8,387,548,503	8,410,048,503
Other tax payable to the State budget	79,629,422,736	40,440,281,461
Non-current	**1,716,355,767,911**	**2,681,111,573,639**
Accrued expenses (Note 25.1)	480,590,785,398	479,619,355,498
Other payables (Note 25.2)	1,017,182,394,078	2,117,651,597,305
Unearned revenue (Note 25.3)	218,582,588,435	83,840,620,836
	7,368,656,287,336	**5,036,929,058,173**

25.1 Accrued expenses

	31/12/2019	31/12/2018
	VND	VND
Current		
Regent Phu Quoc	592,601,549,685	-
Intercontinental Phu Quoc	462,310,119,730	637,558,825,176
Construction expenses accrued	468,693,334,686	342,406,466,877
Expenditures of Waterfront B1&B4	139,931,572,151	237,033,167,057
Expenditures of Waterfront B8&B9	62,179,613,542	78,208,778,712
Expenditures of Waterfront B2&B3&B5&B6	40,609,154,333	-
Expenditures of Marina Square (Phu Quoc)	27,920,728,343	-
Expenditures of Oster Bay (Ha Long)	23,971,461,315	-
Accrual of profit sharing committed under rental pooling scheme	-	24,960,276,740
Land rental fee	-	11,379,401,796
Others	137,705,831,101	50,509,307,485
	1,955,923,364,886	**1,382,056,223,843**
Non-current		
Accrued construction expenses of Bai Truong Tourism Project	469,344,246,383	479,619,355,498
Land rental fees (i)	11,246,539,015	-
	480,590,785,398	**479,619,355,498**

(i) Represents the estimated land rental unpaid for land area at Duong To Commune, Phu Quoc District, Kien Giang province for the period from 24 December 2014 to 15 May 2077 under land lease contract signed with the Management Board of Phu Quoc Economic Zone to implement Bai Truong Tourist Area Project.

25.2 Other payables

	31/12/2019	31/12/2018 (Restated)
	VND	VND
Current		
Advance from business cooperation contract to develop real estates (i)	2,847,467,908,669	677,893,397,476
Deposits and mortages (ii)	236,590,830,909	-
Payable to Board of Management	184,065,722,332	31,258,698,148
Maintenance fee	25,534,116,862	21,773,929,566
Profit payables to capital contributors	16,330,866,079	4,580,866,079
Payable to deposits received	12,490,000,000	9,808,242,039
Payables to contractors	-	25,372,224,638
Payable to BIM Group Company Limited	950,000,000	8,261,860,203
Payable to BIM Foods	-	4,482,396,334
Payable to Rice	-	2,227,949,661
Other payables	66,576,645,579	34,384,832,047
	3,390,006,090,430	**820,044,396,191**
Non-current		
Advance from business cooperation contract to develop real estates (i)	940,747,600,785	2,048,168,907,699
Leasing deposit from customers	-	13,947,513,619
Deposits and mortgages	30,666,244,337	11,441,046,883
Payable to the General Logistics Department of the Laos Ministry of Public Security (iii)	27,922,056,933	29,306,525,323
Payable to Board of Management	13,213,715,429	13,288,738,027
Provision	561,280,004	561,280,004
Other payables	4,071,496,590	937,585,750
	1,017,182,394,078	**2,117,651,597,305**
In which:		
Related party balances (Note 31)	222,618,355,865	64,237,884,413

(i) Represent the proceeds received from customers who are partners in investment cooperation contract to build the properties such as commercial house, condotel and coastal villas,etc. in Waterfront Phu Quoc, Regent Phu Quoc, Marina Square Phu Quoc, Sailing Club Villas and Palm Garden Shop Villas Phu Quoc.

(ii) Other payables of Syrena Vietnam Investment and Development Joint Stock Company represent the deposit received from brokerage activities.

(iii) Represent the difference between the evaluated value of land use rights in Vientiane, Laos contributed to BIM Vientiane by the General Logistics Department of the Laos Ministry of Public Security and the charter capital under agreement.

25.3 Unearned revenue

	31/12/2019	31/12/2018
	VND	VND
Short-term unearned revenue	**154,926,618,434**	**63,380,519,181**
Unearned revenue arising from obligations not yet performed of multi-obligation contracts	152,816,376,952	59,093,563,551
Rental advance for the commercial center and service apartment	2,110,241,482	4,286,955,630
Long-term unearned revenue	**218,582,588,435**	**83,840,620,836**
Unearned revenue arising from obligations not yet performed of multi-obligation contracts	218,582,588,435	83,840,620,836
	373,509,206,869	**147,221,140,017**

26. ISSUED CAPITAL AND TREASURY SHARES

	31/12/2019	31/12/2018
	Number of share	Number of share
Authorised share capital	**300,000,000**	**300,000,000**
Ordinary share (i)	300,000,000	300,000,000
Outstanding share in circulation	**300,000,000**	**300,000,000**
Ordinary share	300,000,000	300,000,000

(i) The charter capital as at 31 December 2019 was contributed by the shareholders as follows:

	31/12/2019		31/12/2018	
	VND million	%	VND million	%
BIM Group	2,997,511,240	99.92	2,997,511,240	99.92
Mr. Doan Quoc Viet	1,244,380	0.04	1,244,380	0.04
Mr. Doan Quoc Huy	1,244,380	0.04	1,244,380	0.04
	3,000,000,000	**100.00**	**3,000,000,000**	**100.00**

27. OTHER RESERVES

	31/12/2019	31/12/2018
	VND	VND
Properties revaluation reserve	**454,650,267,147**	**843,485,555,923**
Other equity reserve	**(353,126,315,146)**	**(253,887,942,558)**
Exceed of consideration over net asset received from taking control of following subsidiaries under common control	(161,547,889,759)	(161,547,889,759)
Coral Housing Construction and Development JSC	*(160,512,000,000)*	*(160,512,000,000)*
BIM Kien Giang Co.,Ltd	*(1,035,889,759)*	*(1,035,889,759)*
Difference between fair value and cost of off-market loans to following related parties	(191,578,425,387)	(92,340,052,799)
BIM Group Company Limited	*(191,578,425,387)*	*(92,340,052,799)*
	101,523,952,001	**589,597,613,365**

28. RETAINED EARNINGS

As at 31 December 2019, the retained earnings are VND 15,854,577,141,935. The distributable dividend is based on the financial statements prepared in accordance with local GAAP and subject to approval of the Company's shareholders in accordance with local regulations.

During the year, the Company declared cash dividend of VND 800 billion (Note 10.2).

29. CAPITAL EXPENDITURE COMMITMENTS

As at 31 December 2019, the Company has entered into a number of contracts relating to the development of many real estate projects as follows:

Project	Contracted			Financing structure
	Paid	Not yet paid	Total contracted	
	million VND	million VND	million VND	
InterContinental Phu Quoc	2,480,033	361,971	2,842,004	41.42% capital/58.58% borrowings. Credit limit: BIDV Kien Giang Brach - VND 750 billion; VP HO - VND 230 billion
Regent Phu Quoc	398,406	318,094	716,500	44.81% capital/55.19% borrowings. Not yet signed loan contract with any lender
Bai Truong tourism complex	325,680	41,608	367,288	32% capital/68% borrowings. Credit limit: VDB Kien Giang Branch - VND 794 billion; VP Bank - VND 150 billion
Fraser Suites - Phase 2	72,519	110,826	183,345	20% capital/80% borrowings. Credit limit: VP Bank - VND 179 billion
Holiday Inn (Vientiane)	85,602	2,616	88,218	40% capital/60% borrowings. Credit limit: BIDV Chuong Duong & Lao Viet Bank - USD 18 million

30. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

30.1 Financial instruments

Categories of financial instruments

The following table sets out the financial instruments as at the end of the financial year:

	31/12/2019	31/12/2018
Financial assets		
Amortised cost		
Cash and bank balances	1,597,602,778,507	405,737,621,995
Trade receivables	2,070,995,883,685	1,149,605,795,326
Loans	1,464,822,481,888	919,047,858,769
FVTOCI		
Shares	3,600,000	89,940,819
	5,133,424,744,080	**2,474,481,216,909**
Financial liabilities		
Amortised cost		
Bank borrowings	3,546,133,665,607	3,146,580,016,012
Trade and other payables	3,196,243,342,487	2,483,199,280,384
	6,742,377,008,094	**5,629,779,296,396**

30.2 Financial risk management objectives

Management monitors and manages the financial risks relating to the operations of the Company to ensure appropriate measures are implemented in a timely and effective manner. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

Foreign currency risk management

Foreign exchange risk occurs as a result of the Company's transactions that are not denominated in their respective functional currencies. These transactions arise from the Company's ordinary course of business.

The Company's foreign currency exposures arise mainly from the exchange rate movements of the United States dollar ("USD") against the functional currencies of the respective Company's subsidiaries.

Exposures to foreign currency risks are managed as far as possible by natural hedges of matching assets and liabilities and management reviews periodically that the net exposure is kept at an acceptable level.

The management considers the Company's net exposure to foreign currency risk is immaterial; hence, no sensitivity analysis is prepared and disclosed.

Interest rate risk management

The Company's exposures to market risk for changes in interest rate relates to the Company's variable interest-bearing bank borrowings. The Company is also exposed to fair value interest rate risk in relation to fixed-rate finance leases. The Company does not use derivative financial instruments to hedge its exposure to interest rate fluctuation.

30.2 Financial risk management objectives (Continued)

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher or lower and all other variables were held constant over the bank borrowings, the Company's profit before the income tax for the year ended 31 December 2019 would decrease/increase by VND 10,364,637,919 VND (2018: VND 11,095,311,082).

The Management of the Company considered the sensitivity analysis is unrepresentative of the interest rate risk as the exposure at the end of each reporting period does not reflect the exposure during the reporting periods.

Commodities price risk

The Company is affected by the volatility of certain commodities that are used for the construction of its real estate projects. The Company manages its commodities price risk by keeping close watch on relevant information and situation of commodity market in order to properly manage timing of purchases, construction plans and inventories level. The Company does not employ any derivatives financial instruments to hedge its commodity price risk.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's main exposure to credit risk arises primarily from trade and other receivables and cash and cash equivalents. The credit risk on such trade and other receivables is minimal as the Company collects the fees before supplying goods and rendering services. For other financial assets, including cash and cash equivalents, the Company minimises credit risk by placing the surplus funds with reputable banks.

There are no significant concentration of credit risk.

Further details of credit risks on trade and other receivables are disclosed in Note 19.

Liquidity risk management

The Company monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and mitigate the effects of fluctuations in cash flows. The Company finances its liquidity through internally generated cash flows and bank borrowings and minimises liquidity risk by keeping committed credit lines available.

As at 31 December 2019, the Company has a net current asset position of VND 5,188,638,481,144 (as at 31 December 2018: VND 2,068,352,686,455). The Management of the Company is satisfied that adequate working capital for its present obligations together with its existing loan facilities will be able to meet the Company's liabilities as and when they fall due.

30.2 Financial risk management objectives (Continued)

Fair value of financial assets and financial liabilities

The carrying amounts of cash and cash equivalents, trade and other receivables and trade and other payables approximate their respective fair values due to the relatively short-term maturity of these financial instruments. The management of the Company considers that the carrying amounts of bank borrowings in the reporting periods approximate to their values.

30.3 Capital management policies and objectives

The Company reviews its capital structure annually to ensure that the Company will be able to continue as a going concern. The capital structure of the Company consists of equity attributable to owners of the Company, comprising issued capital, reserves and retained earnings. The Company's overall strategy remains unchanged during the reporting periods.

31. RELATED PARTY TRANSACTIONS AND BALANCES

List of related parties with significant transactions and balances for the years:

Related parties	Relationship current year	Relationship Prior year
Ha Long Production Development and Investment Company Limited	Subsidiary	Parent Company up to 31 August 2018
BIM Group Company Limited	Parent company	Parent Company since 31 August 2018
BIM Foods Joint Stock Company	Affiliate	Affiliate
Lifestyle Viet Nam Joint Stock Company	Affiliate	Affiliate
BIM Salt Manufacturing and Processing Joint Stock Company	Affiliate	Affiliate
BIM Renewable energy Joint Stock Company	Affiliate	Affiliate
BIM Rice Joint Stock Company	Affiliate	Affiliate
Ca Na Ninh Thuan Salt Joint Stock Company	Affiliate	Affiliate
Sailing Club Phu Quoc Joint Stock Company	Associate	Associate
Executive Board	Operating the Company	Operating the Company
Mr. Doan Quoc Viet	Shareholders/ Executive Company	Shareholders/ Executive Company
Mr. Doan Quoc Huy	Shareholders/ Executive Company	Shareholders/ Executive Company

During the year, the Company entered into the following significant transactions with its related parties:

	2019 VND	2018 VND
Sales of goods and rendering of services		
BIM Group Company Limited	13,074,022,339	-
Affiliates	16,935,897,659	6,030,547,431
BIM Ha Long	-	77,757,899,866
Associate	741,392,599	33,600,000
	30,751,312,597	**83,822,047,297**
Purchases of goods and services		
BIM Group Company Limited	19,545,242,704	-
Affiliates	27,857,420,082	92,719,803,396
BIM Ha Long	-	8,270,208,893
Associate	260,757,202	-
	47,663,419,988	**100,990,012,289**
Interest income		
BIM Group Company Limited	74,654,387,361	17,685,665,438
Affiliates	4,497,482,064	1,146,784,888
BIM Ha Long	-	35,600,000,674
Associate	845,752,018	45,444,521
	79,997,621,443	**54,477,895,521**
Interest expeneses		
Affiliates	-	4,744,619,768
	-	**4,744,619,768**
Dividends distributed		
BIM Group Company Limited	799,360,000,000	1,149,071,124,000
Other Shareholders	640,000,000	928,876,000
	800,000,000,000	**1,150,000,000,000**
Capital contribution		
Sailing Club Phu Quoc JSC	2,392,050,000	2,450,000,000
	2,392,050,000	**2,450,000,000**

31. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

The related parties' balances at the balance sheet date were as follows:

	31/12/2019	31/12/2018
	VND	VND
Short-term receivable from customers		
BIM Group Company Limited	14,542,835,146	209,993,641
Affiliates	14,230,547,125	15,595,383,457
Associate	944,109,866	421,044,785
	29,717,492,137	**16,226,421,883**
Other short-term receivables		
Members of the Board of Management and Board of Directors	179,955,948,115	18,585,637,631
Affiliates	11,502,606,726	20,490,000,000
Associate	165,688,688	-
	191,624,243,529	**39,075,637,631**
Other long-term assets		
Affiliates	172,876,501,560	-
	172,876,501,560	**-**
Short-term loans and receivables		
BIM Group Company Limited	1,102,648,584,315	829,493,192,894
Associate	2,280,000,000	6,500,000,000
	1,104,928,584,315	**835,993,192,894**
Long-term loans and receivables		
Affiliates	-	81,779,699,842
Associate	5,662,900,000	-
	5,662,900,000	**81,779,699,842**
Short-term payables to suppliers		
Parent company	21,499,766,974	-
Affiliates	6,177,564,179	11,156,224,068
Associate	7,969,000	-
	27,685,300,153	**11,156,224,068**
Other short-term payables		
BIM Group Company Limited	950,000,000	8,261,860,203
Affiliates	2,223,549,661	6,710,345,995
Members of the Board of Management and Board of Directors	200,396,588,411	31,258,698,148
Associate	5,834,502,364	4,718,242,039
	209,404,640,436	**50,949,146,385**
Other long-term payables		
Members of the Board of Management	13,213,715,429	13,288,738,028
	13,213,715,429	**13,288,738,028**

In addition, certain assets of the Company have currently been pledged at banks as securities for borrowings from other affiliates under the same owners as disclosed in Note 32.

32. CONTINGENT LIABILITIES

A portion of the Company's non-current assets (in the form of land use right certificates) is currently pledged as security for bank borrowings by other affiliates under the same owners. The details of these affiliates' borrowings and the security are as per table below. For the avoidance of doubt, the Company is not a corporate Guarantor for any of these bank borrowings by affiliates. Prior to Group restructuring, the lenders considered common security package for loans by different borrowers under the same owners. As a result of Group restructuring, the Company is working on a plan to unencumber assets belonging to the Company pledged as security for borrowings of affiliates under the same owners.

Borrowers	Lenders	Collaterals
BIM Salt Manufacturing and Processing Joint Stock Company Lifestyle Viet Nam Joint Stock	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Dong Anh Branch	Land-use right under Certificate No. CM051754 dated 15 June 2018 owned by Halong Production Development and Investment Co., Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 1,000.16 square meter. Land-use right under Certificate No. CM051756 dated 15 June 2018 owned by Halong Production Development and Investment Co., Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 889 square meter. Land-use right under Certificate No. CO033193 dated 17 July 2018 owned by Halong Production Development and Investment Co., Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 3,352.01 square meter.
BIM Salt Manufacturing and Processing Joint Stock Company Ca Na Ninh Thuan Salt Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ninh Thuan Branch	Land-use right under Certificate No. CO033192 dated 17 July 2018 owned by Halong Production Development and Investment Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 3,653.91 square meter.
BIM Food Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Quang Ninh Branch	Land-use right under Certificate No. BI462118 dated 11 June 2012 owned by Syrena Hung Thang Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 29,981.6 square meter. Land-use right under Certificate No. CO033313 dated 01 August 2018 owned by Halong Production Development and Investment Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 15,064.02 square meter.
BIM Food Joint Stock Company	Sai Gon Thuong Tin Commercial Joint Stock Bank- Quang Ninh Brach	Land-use right under Certificate No. CM044637 dated 26 February 2018 owned by Halong Production Development and Investment Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 7,802.55 square meter. Land-use right under Certificate No. CD955809 & CD955810 dated 07 July 2017 owned by Syrena Viet Nam Investment and Development Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 1,978.2 square meter and 469.2 square meter.
BIM Food Joint Stock Company	Vietnam Bank for Agriculture and Rural Development - Quang Ninh Branch	Land use right under Certificate No. CO033435 dated 10/08/2018; CO033430 dated 10/08/2018; CM051288 dated 04/05/2018, CM051289 dated 04/5/2018 owned by Halong Production Development and Investment Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 3,133.59; 2,467.12; 2,939.15 and 2,636.31 square meter.
BIM Food Joint Stock Company	Bank for Investment and Development of Vietnam - Quang Ninh Branch	Land-use right under Certificate No. BI462119 dated 11 June 2012 owned by Syrena Hung Thang Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 29,782.9 square meter. Land-use right under Certificate No. CB324939 dated 11/6/2016, CM51286 dated 04/5/2018, CM044636 dated 26/2/2018 owned by Halong Production Development and Investment Co., Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 19,777.78 square meter, 10,876.63 square meter and 7,979.53 square meter. Land-use right under Certificate No. BE326873 dated 09 December 2011 owned by Syrena Viet Nam Investment and Development Joint Stock Company for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 17,098.3 square meter.

Borrowers	Lenders	Collaterals
BIM Salt Manufacturing and Processing Joint Stock Company Ca Na Ninh Thuan Salt Joint Stock Company	Bank for Investment and Development of Vietnam - Ninh Thuan Branch	Land-use right under Certificate No. CR068193 dated 21/06/2018 owned by Syrena Viet Nam Investment and Development Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with an area of 3,847.74 square meter.
Lifestyle Vietnam Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Ha Noi Branch	Land use right under Certificate No. CR 068194, CR068195, CR068196, CR068197 dated 04/3/2019 owned by Syrena Viet Nam Co.,Ltd for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 3,732.2; 618.7; 573.3 and 1,381.5 square meter.
Lifestyle Vietnam Joint Stock Company	Joint Stock Commercial Bank for Foreign Trade of Vietnam - Chuong Duong Branch	Land use right under Certificate No. CO 033007 dated 15/06/2018 and CM 051285 dated 04/05/2018 owned by Ha Long Production Development and Investment Company Limited for the land in Hung Thang Tourism and New Urban Area, Ha Long, Quang Ninh with areas of 3,004.23 and 3,335.08 square meter.

33. SUBSEQUENT EVENTS

Due to impacts of COVID-19 disease outbreak, the Company's operating industries have been subject to risks of changes in travel market. Such significant changes may dramatically affect economic benefits and obligations of the Company. However, the Company's Board of Management assessed that market changes due to COVID-19 disease outbreak are unpredictable. Therefore, the Company's Board of Management has prudently monitored and evaluated the possible effects of this matter on the Company's operations in 2020.

34. Information comparability in the consolidated financial statements

According to International Accounting Standard No. 8 - Changes in accounting policies, accounting estimates and errors, the Company retrospectively adjusted the comparative figures of the consolidated financial statements as at 31 December 2019.

Due to the application of these retrospective adjustments, the comparative figures of some financial statement items for the year ended 31 December 2019 were changed as follows:

Consolidated financial position

Items	Previously reported amount	Restatement	Amount after restatement
	VND	VND	VND
Non-current liabilities			
Bank borrowings	2,039,442,705,658	(17,000,000,000)	2,022,442,705,658
Other liabilities	2,651,805,048,316	29,306,525,323	2,681,111,573,639
Current liabilities			
Bank borrowings	1,107,137,310,354	17,000,000,000	1,124,137,310,354
Other liabilities	2,385,124,009,857	(29,306,525,323)	2,355,817,484,534

Consolidated statement of profit and loss

Items	Previously reported amount	Restatement	Amount after restatement
	VND	VND	VND
Cost of sales	3,099,847,429,804	49,041,689,422	3,148,889,119,226
Selling expenses	441,384,994,354	10,094,218,644	451,479,212,998
General and administration expenses	391,414,650,912	(59,135,908,066)	332,278,742,846

Tran Thi Thuy Hang	**Bui Thi Thu Ha**	**Doan Quoc Huy**
Chief Accountant	**Financial Director**	**General Director**

27 April 2020

savills



Viet Nam Market Study

29 March 2021

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Market Study

For BIM LAND JSC

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